

No.: 816/QD-HDQT

Hanoi, April 23, 2026

**DECISION**

**Regarding the issuance of the Charter on Organization and Operation  
of Vicem Cement Trading Joint Stock Company**

**THE BOARD OF DIRECTORS  
VICEM CEMENT TRADING JOINT STOCK COMPANY**

*Pursuant to the Law on Enterprises No. 59/2020/QH14 approved by the National Assembly on June 17, 2020, as amended and supplemented by Law No. 03/2022/QH15 dated January 11, 2022, and Law No. 76/2025/QH15 dated June 17, 2025, and relevant legal regulations;*

*Pursuant to the Law on Securities No. 54/2019/QH14 approved by the National Assembly on November 26, 2019; Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government providing detailed regulations for the implementation of several articles of the Law on Securities;*

*Pursuant to Decree No. 167/2024/ND-CP dated December 26, 2024, of the Government on amending and supplementing several articles of Decree No. 91/2025/ND-CP dated October 13, 2015, of the Government regarding state capital investment in enterprises and the management and use of capital and assets in enterprises, as amended and supplemented in Decree No. 32/2018/ND-CP dated March 8, 2018, and Decree No. 140/2020/ND-CP dated November 30, 2020, of the Government;*

*Pursuant to the Charter on Organization and Operation of Vicem Cement Trading Joint Stock Company;*

*Pursuant to Resolution No. 806/NQ-DHDCD dated April 22, 2026, of the 2026 Annual General Meeting of Shareholders of Vicem Cement Trading Joint Stock Company.*

**DECIDES:**

**Article 1.** To issue, along with this Decision, the Charter on Organization and Operation of Vicem Cement Trading Joint Stock Company (*referred to as the Corporate Charter*).

**Article 2.** This Decision shall take effect from the date of signing and replaces Decision No. 627/QD-HDQT dated April 22, 2025, regarding the issuance of the Charter on Organization and Operation of Vicem Cement Trading Joint Stock Company.

**Article 3.** The Board of Directors, Board of Supervisors, Board of Management, and Heads of Departments/Boards and affiliated units of Vicem Cement Trading Joint Stock Company are responsible for implementing this Decision./.

**Recipients :**

- As per Article 3 (for implementation);
- SSC, HNX (for information);
- VICEM (for reporting);
- Party Committee, Trade Union of the Corporation (for coordination);
- Company Website (for posting);
- Filed: Clerical Office, Organization and Administration.

**ON BEHALF OF**

**THE BOARD OF DIRECTORS  
CHAIRPERSON**

  
*Le Thi Thu Huyen*

**VICEM CEMENT TRADING JOINT STOCK COMPANY**

Address: No. 348 Giai Phong Street, Phuong Liet Ward, Hanoi City

Telephone: 0243 8643346 - Fax: 0243 8642586

**CHARTER OF  
VICEM CEMENT TRADING JOINT STOCK COMPANY**

*Hanoi, April 2026*

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**SOCIALIST REPUBLIC OF VIETNAM**  
**Independence – Freedom – Happiness**

**CHARTER OF VICEM CEMENT TRADING JOINT STOCK COMPANY**

*(Issued together with Decision No. /QD-HDQT dated April 22, 2026  
of the Board of Directors of Vicem Cement Trading Joint Stock Company)*

**PREAMBLE**

Pursuant to the Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, as amended and supplemented by Law No. 03/2022/QH15 dated January 11, 2022, and Law No. 76/2025/QH15 dated June 17, 2025; the Law on Securities No. 54/2019/QH14 adopted by the National Assembly on November 26, 2019; Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities and relevant legal provisions;

This Charter is approved under Resolution No. 806/NQ-DHD CD dated April 22, 2026 of the 2026 Annual General Meeting of Shareholders with the following contents:

**Chapter I**  
**DEFINITIONS OF TERMS IN THE CHARTER**

**Article 1. Interpretation of terms**

1. In this Charter, the following terms shall be construed as follows:

a) *Charter capital* means the total par value of shares sold or registered for purchase upon establishment of the enterprise, as provided in Article 6 of this Charter;

b) *Voting capital* means share capital whereby the owner is entitled to vote on matters within the decision-making authority of the General Meeting of Shareholders;

c) *Law on Enterprises* means the Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, as amended and supplemented by Law No. 03/2022/QH15 dated January 11, 2022, and Law No. 76/2025/QH15 dated June 17, 2025;

d) *Law on Securities* means the Law on Securities No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;

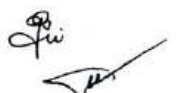
dd) *Vietnam* means the Socialist Republic of Vietnam;

e) *Date of establishment* means the date on which the Company is first issued the Enterprise Registration Certificate;

g) *Executive officers of the enterprise* include the Director, Deputy Directors, and Chief Accountant;

h) *Managers of the enterprise* include corporate managers such as the Chairperson of the Board of Directors, members of the Board of Directors, Director, Deputy Directors, and Chief Accountant;

i) *Related persons* means individuals and organizations as defined in Clause 23, Article 4 of the Law on Enterprises and Clause 46, Article 4 of the Law on Securities;



k) *Shareholders* mean individuals or organizations owning at least one share of a joint stock company;

l) *Founding shareholder* means a shareholder owning at least one ordinary share and whose name and signature are included in the list of founding shareholders of a joint stock company.

m) *Major shareholder* means a shareholder who directly or indirectly owns 5% or more of the voting shares of the Company (in accordance with Clause 18, Article 4 of the Law on Securities);

n) *Duration of operation* means the operating period of the Company as specified in Article 2 of this Charter and any extension period (if any) approved by the General Meeting of Shareholders of the Company by resolution;

o) *Stock exchange* means the Vietnam Stock Exchange and its subsidiaries;

p) *Company* means Vicem Cement Trading Joint Stock Company;

q) *Internal regulations on corporate governance of the Company* means the regulations developed in accordance with Article 4 of Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance;

r) *Internal regulations* means Regulations applied internally within the Company other than those referred to in point q of this Article;

2. In this Charter, references to one or more provisions or other legal documents shall include any amendments or replacement documents thereof;

3. Headings (Chapters, Articles of this Charter) are used for convenience in understanding the content and shall not affect the interpretation of this Charter.

## Chapter II

### NAME, FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, DURATION OF OPERATION AND LEGAL REPRESENTATIVE OF THE COMPANY

#### Article 2. Name, form, head office, branches, representative offices and duration of operation of the Company

1. Company name:

- Company name in Vietnamese: **Công ty Cổ phần Vicem Thương mại Xi măng**
- Company name in English: **Vicem Cement Trading Joint Stock Company**
- Abbreviated name in English: **VICEMCEMENT.T., JSC**

2. The Company is a joint stock company with legal status in accordance with the current laws of Vietnam.

3. Registered head office of the Company:

- Head office address: No. 348 Giai Phong Street, Phuong Liet Ward, Hanoi City.
- Telephone: 0243 8643346 - Fax: 0243 8642586
- Website: [tmx.com.vn](http://tmx.com.vn)
- Email: [ximang.jsc@vnn.vn](mailto:ximang.jsc@vnn.vn) ; [ximang.tmx@gmail.com](mailto:ximang.tmx@gmail.com)

4. The Company may establish branches and representative offices within its business areas to implement its operational objectives, in accordance with decisions of the Board of Directors and within the scope permitted by law.

5. Unless terminated before the term as specified in Clause 2, Article 55 of this Charter or extended in accordance with Article 56 of this Charter, the duration of operation of the Company shall be indefinite from the date of establishment.

### **Article 3. Legal Representative of the Company**

1. The Director shall be the Legal Representative of the Company.

2. Rights and obligations of the Legal Representative:

a) The Legal Representative of the Company is the individual who represents the Company in exercising rights and performing obligations arising from the Company's transactions, representing the Company as a petitioner in civil matters, plaintiff, defendant, or person with related rights and obligations before Arbitration, Courts, and other rights and obligations as provided by law;

b) The Legal Representative of the Company shall have the following responsibilities:

- Perform assigned rights and obligations in an honest, prudent manner and to the best of his/her ability in order to ensure the lawful interests of the Company;

- Be loyal to the interests of the Company; not use information, know-how, or business opportunities of the Company; not abuse position or authority; and not use the Company's assets for personal benefit or for the benefit of other organizations or individuals;

- Promptly, fully, and accurately notify the Company of any enterprise in which he/she or his/her related persons own or hold shares or contributed capital in accordance with the Law on Enterprises;

c) The Legal Representative shall be personally liable for any damage caused to the Company due to violations of obligations stipulated in this Charter and relevant legal provisions;

3. The Legal Representative must reside in Vietnam and shall authorize another person in writing to exercise the rights and obligations of the Legal Representative when leaving Vietnam. In such case, the Legal Representative shall remain responsible for the performance of the authorized rights and obligations.

## **Chapter III**

### **OBJECTIVES, BUSINESS LINES AND OPERATIONAL ACTIVITIES OF THE COMPANY**

#### **Article 4. Objectives of the Company's operation**

1. The Company's business lines (updated in accordance with Decision No. 36/2025/QĐ-TTg dated September 29, 2025 of the Prime Minister of the Government promulgating the Vietnam Standard Industrial Classification system) are as follows:

No.	Business line	Line code
1	Manufacture of cement, lime and plaster. Details:	2394

No.	Business line	Line code
	<ul style="list-style-type: none"> <li>- Cement production: production of clinker and hardened cement domestically, including Portland cement, aluminous cement, slag cement and superphosphate cement</li> <li>- Lime production.</li> <li>- Plaster production.</li> </ul>	
2	Machining; treatment and coating of metals. Details: Machining; treatment and coating of metals.	2592
3	Other civil engineering construction. Details: Other civil engineering construction.	4299
4	Commercial agency, brokerage and auction of goods. Details: <ul style="list-style-type: none"> <li>- Goods sales agency.</li> <li>- Goods brokerage.</li> <li>- Goods auction.</li> </ul>	4610
5	Wholesale of beds, cabinets, tables, chairs and similar furniture for households, offices and shops; carpets, mattresses and lighting equipment. Details: Wholesale of beds, cabinets, tables, chairs and similar furniture for households, offices and shops.	4642
6	Wholesale of other household goods. Details: <ul style="list-style-type: none"> <li>- Wholesale of household electrical appliances: electronic and refrigeration products such as microwaves, electric fans, refrigerators, air conditioners, etc.</li> <li>- Wholesale of other household goods not elsewhere classified.</li> </ul>	4649
7	Wholesale of computers, peripheral equipment and software. Details: Wholesale of computers, peripheral equipment and software.	4651
8	Wholesale of electronic and telecommunications equipment and components. Details: Wholesale of electronic and telecommunications equipment and components.	4652
9	Wholesale of other machinery, equipment and parts. Details: <ul style="list-style-type: none"> <li>- Wholesale of machinery, equipment and parts for mining and construction.</li> <li>- Wholesale of electrical machinery, equipment and electrical supplies (generators, electric motors, wires and other electrical equipment used in electrical circuits).</li> <li>- Wholesale of office machinery, equipment and parts such as projectors, fax machines, etc. (excluding computers and peripheral equipment).</li> <li>- Wholesale of other machinery, equipment and parts not elsewhere classified.</li> </ul>	4659
-10	Wholesale of motor vehicles and other motor vehicles. Details: <ul style="list-style-type: none"> <li>- Wholesale of passenger cars (with not more than 9 seats).</li> </ul>	4661

No.	Business line	Line code
	- Wholesale of motor vehicles (excluding passenger cars with not more than 9 seats) and other motor vehicles.	
11	Wholesale of motorcycles, motorbikes, spare parts and accessories of motorcycles and motorbikes. Details: - Wholesale of motorcycles and motorbikes. - Wholesale of spare parts and accessories of motorcycles and motorbikes.	4663
12	Wholesale of other construction materials and installation equipment. Details: Wholesale of cement, including grey cement, white cement; clinker.	4673
13	Other specialized wholesale not elsewhere classified. Details: Other remaining specialized wholesale not elsewhere classified: plaster; other materials and additives used in cement production.	4679
14	Rail passenger transport. Details: Interprovincial rail passenger transport.	4911
15	Other passenger land transport. Details: Passenger transport by buses for intraprovincial and interprovincial routes.	4932
16	Freight transport by road. Details: Freight transport by other types of motor vehicles (excluding specialized motor vehicles).	4933
17	Sea and coastal passenger transport. Details: Coastal passenger transport.	5011
18	Inland waterway passenger transport. Details: Inland waterway passenger transport by motorized means.	5021
19	Inland waterway freight transport. Details: Inland waterway freight transport by motorized means.	5022
20	Restaurants and mobile food service activities. Details: Restaurants, eateries, and food service establishments (excluding fast-food chain restaurants).	5610
21	Real estate business and leasing or subleasing of land use rights and properties owned, used, or leased. Details: - Purchase and sale of non-residential houses and land use rights. - Leasing and operation of non-residential houses and land.	6810
22	Travel agency activities. Details: Travel agency services.	7911
23	Operation of sports facilities. Details: Operation of sports facilities: organization of indoor or outdoor sports events such as training grounds and sports arenas.	9311
24	Other amusement and recreation activities. Details: Other amusement and recreation activities.	9329
25	Repair and maintenance of motor vehicles. Details: Repair and maintenance of motor vehicles.	9531



No.	Business line	Line code
26	Repair and maintenance of motorcycles and motorbikes. Details: Repair and maintenance of motorcycles and motorbikes.	9532

2. The Company's operational objective is to preserve and develop capital; ensure the interests of shareholders and employees; fulfill tax obligations to the State; and continuously strengthen and develop the Company.

#### **Article 5. Scope of business and operations of the Company**

1. The Company is entitled to formulate plans and conduct all business activities in the business lines of the Company as published on the National Business Registration Portal and in this Charter, in accordance with applicable laws, and to take appropriate measures to achieve the Company's objectives.

2. The Company may conduct business activities in other sectors permitted by law and approved by the General Meeting of Shareholders.

### **Chapter IV CHARTER CAPITAL, SHARES**

#### **Article 6. Charter capital and shares**

1. The charter capital of the Company is **VND 60,000,000,000** (in words: Sixty billion Vietnamese dong).

The total charter capital of the Company is divided into **6,000,000 shares** with a par value of VND 10,000 per share.

2. The Company may change its charter capital upon approval by the General Meeting of Shareholders and in accordance with applicable laws.

3. The shares of the Company as of the date of adoption of this Charter are ordinary shares. The rights and obligations of shareholders holding each type of share are specified in Article 12 and Article 13 of this Charter.

4. The Company may issue preference shares upon approval of the General Meeting of Shareholders and in accordance with applicable laws.

5. Ordinary shares must be offered for subscription on a priority basis to existing shareholders in proportion to their ownership ratio of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. The number of shares not fully subscribed by shareholders shall be decided by the Board of Directors. The Board of Directors may distribute such shares to other subjects under terms and methods deemed appropriate, but shall not sell such shares on more favorable terms than those offered to existing shareholders, except where such shares are sold through the Stock Exchange by auction.

6. The Company may repurchase its own issued shares in accordance with the methods provided in this Charter and applicable laws. Shares repurchased by the Company shall be treasury stocks, and the Board of Directors may offer them for sale in accordance with the Law on Securities, relevant guiding documents, and the provisions of this Charter.

7. The Company may issue other types of securities upon approval of the General Meeting of Shareholders and in accordance with applicable laws.

*[Signature]*

*[Signature]*

**Article 7. Share certificates**

1. Shareholders of the Company shall be issued share certificates corresponding to the number and type of shares owned.

2. A stock is a type of security certifying the lawful rights and interests of its holder in a portion of the share capital of the issuing organization. Stock certificates shall contain all contents as prescribed in Clause 1, Article 121 of the Law on Enterprises.

3. Within 15 days from the date of submission of complete documents requesting the transfer of share ownership in accordance with the Company's regulations, or within 15 days from the date of full payment for shares in accordance with the Company's stock issuance plan, the owner of such shares shall be issued stock certificates. The owner of shares shall not be required to pay the Company any cost for printing stock certificates.

4. In case a stock certificate is lost, damaged, or otherwise destroyed, the shareholder shall be reissued a stock certificate at his/her request. Such request must include the following contents:

a) Information on the stock certificate that has been lost, damaged, or otherwise destroyed;

b) An undertaking to assume responsibility for any disputes arising from the reissuance of a new stock certificate.

**Article 8. Other securities certificates**

Bond certificates or other securities certificates issued by the Company shall bear the signature of the legal representative and the seal of the Company.

**Article 9. Transfer of shares**

1. All shares are freely transferable unless otherwise provided by this Charter or by law. Listed stocks or stocks registered for trading on a Stock Exchange shall be transferred in accordance with the laws on securities and the securities market.

2. Shares that have not been fully paid shall not be transferred and shall not be entitled to related rights such as the right to receive dividends, the right to receive stocks issued to increase share capital from equity, the right to purchase newly offered stocks, and other rights in accordance with law.

**Article 10. Recall of shares**

1. In the event that a shareholder fails to pay in full and on time the amount payable for subscribed stocks, the Board of Directors shall notify and has the right to request such shareholder to pay the outstanding amount and to be liable in proportion to the total par value of the stocks subscribed for the financial obligations of the Company arising from such failure.

2. The payment notice must specify a new payment deadline (at least seven (07) days from the date of sending the notice), the place of payment, and must clearly state that if payment is not made as required, the unpaid shares shall be subject to recall.

3. The Board of Directors has the right to recall shares that have not been fully paid and on time if the requirements stated in the above notice are not complied with.

4. Recalled shares shall be deemed shares authorized for offering as prescribed in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly or authorize the sale or reallocation of such shares under such terms and in such manner as it deems appropriate.



5. A shareholder holding recalled shares shall cease to be a shareholder with respect to such shares, but shall remain liable in proportion to the total par value of the subscribed shares for the financial obligations of the Company arising at the time of recall, as decided by the Board of Directors, from the date of recall until the date of full payment. The Board of Directors shall have full authority to decide on the enforcement of payment of the entire value of the stocks at the time of recall.

6. A notice of recall shall be sent to the holder of the recalled shares prior to the time of recall. The recall shall remain valid even in the event of any error or negligence in sending the notice.

## **Chapter V**

### **ORGANIZATIONAL STRUCTURE, MANAGEMENT AND SUPERVISION**

#### **Article 11. Organizational structure, management and supervision**

The organizational structure, management and supervision of the Company comprise:

1. The General Meeting of Shareholders;
2. The Board of Directors;
3. The Board of Supervisors;
4. The Director.

## **Chapter VI**

### **SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS**

#### **Article 12. Rights of shareholders**

1. Ordinary shareholders shall have the following rights:
  - a) Attend and speak at meetings of the General Meeting of Shareholders and exercise voting rights directly or through an authorized representative or by other methods as prescribed by this Charter and law. Each ordinary share carries one vote;
  - b) Receive dividends at a rate decided by the General Meeting of Shareholders;
  - c) Have pre-emptive rights to subscribe for new shares in proportion to each shareholder's ownership of ordinary shares in the Company;
  - d) Freely transfer shares to others, except as provided in Clause 3, Article 120 and Clause 1, Article 127 of the Law on Enterprises and other relevant laws;
  - dd) Inspect, look up and extract information on names and contact addresses in the list of voting shareholders; and request correction of inaccurate information relating to themselves;
  - e) Inspect, look up, extract or copy the Company's Charter, minutes of meetings of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;
  - g) Upon dissolution or bankruptcy of the Company, receive a portion of the remaining assets in proportion to their shareholding in the Company;
  - h) Request the Company to repurchase shares in the cases specified in Article 132 of the Law on Enterprises;



i) Be treated equally. Each share of the same class confers equal rights, obligations and benefits on its holder. Where the Company has different classes of preference shares, the rights and obligations attached to such preference shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;

k) Have full access to periodic and ad hoc information disclosed by the Company in accordance with law;

l) Be protected in respect of lawful rights and interests; request suspension or annulment of resolutions or decisions of the General Meeting of Shareholders or the Board of Directors in accordance with the Law on Enterprises;

m) Have other rights as prescribed by law and this Charter.

2. Shareholders or groups of shareholders holding 5% or more of the total number of ordinary shares shall have the following rights:

a) Request the Board of Directors to convene a meeting of the General Meeting of Shareholders in accordance with Clause 3, Article 115 and Article 140 of the Law on Enterprises;

b) Inspect, look up and extract minutes, resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, contracts and transactions subject to approval by the Board of Directors, and other documents, except for documents relating to the Company's trade secrets and business secrets;

c) Request the Board of Supervisors to inspect specific matters relating to the management and operation of the Company where deemed necessary. Such request must be made in writing and include the following contents: full name, contact address, nationality, and legal identification details of individual shareholders; name, enterprise identification No. or legal identification details, and head office address of institutional shareholders; number of shares and time of share registration of each shareholder, total number of shares of the group of shareholders and their ownership ratio in the total shares of the Company; matters to be inspected and purposes of the inspection;

d) Propose matters to be included in the Agenda of the General Meeting of Shareholders. Such proposal must be made in writing and submitted to the Company no later than three (03) working days prior to the opening date. The proposal must specify the name of the shareholder, the number of each type of shares held by such shareholder, and the matters proposed to be included in the Agenda;

dd) Have other rights as prescribed by law and this Charter.

3. Shareholders or groups of shareholders holding 10% or more of the total number of ordinary shares shall have the right to nominate candidates to the Board of Directors and the Board of Supervisors. The nomination shall be conducted as follows:

a) Ordinary shareholders forming a group to nominate candidates to the Board of Directors and the Board of Supervisors must notify the meeting of such grouping prior to the opening of the General Meeting of Shareholders;

b) Based on the number of members of the Board of Directors and the Board of Supervisors, shareholders or groups of shareholders specified in this Clause shall have the right to nominate one or more candidates, as decided by the General Meeting of Shareholders, for election to the Board of Directors and the Board of Supervisors. Where the number of candidates nominated by such shareholders or groups of shareholders is

fewer than the number they are entitled to nominate under the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Board of Supervisors and other shareholders.

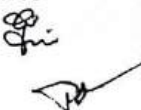
### **Article 13. Obligations of Shareholders**

Ordinary shareholders shall have the following obligations:

1. To fully and timely pay for the number of shares committed to be subscribed.
2. Not to withdraw the capital contributed in the form of ordinary shares from the Company in any manner, except where such shares are repurchased by the Company or another person. In the event that a shareholder withdraws part or all of the contributed share capital in violation of this provision, such shareholder and related persons in the Company shall be jointly liable for the Company's debts and other property obligations within the value of the withdrawn shares and any damages incurred.
3. To comply with the Corporate Charter and the internal management regulations of the Company.
4. To comply with the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
5. To keep confidential the information provided by the Company in accordance with the Corporate Charter and applicable laws; to use such information only for the purpose of exercising and protecting their lawful rights and interests; strictly prohibited from disseminating, copying or sending such information to any other organization or individual.
6. To attend the General Meeting of Shareholders and exercise voting rights through the following forms:
  - a) Attend and vote directly at the meeting;
  - b) Authorize another individual or organization to attend and vote at the meeting;
  - c) Attend and vote via online conference, electronic voting or other electronic means;
  - d) Send voting ballots to the meeting via mail, fax or email;
  - dd) Send voting ballots by other means as stipulated in the Corporate Charter.
7. To bear personal liability when acting in the name of the Company in any form to carry out any of the following acts:
  - a) Violating the law;
  - b) Conducting business and other transactions for personal gain or for the benefit of other organizations or individuals;
  - c) Making payment of debts that are not yet due ahead of financial risks to the Company.
8. To fulfill other obligations, including obligations relating to other classes of shares, in accordance with applicable laws.

### **Article 14. General Meeting of Shareholders**

1. The General Meeting of Shareholders consists of all shareholders with voting rights and is the highest decision-making body of the Company. The General Meeting of Shareholders shall be held annually once per year within four (04) months from the end of the fiscal year. Except as otherwise provided by law, the Board of Directors may decide to



extend the annual General Meeting of Shareholders where necessary, but not exceeding 06 months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The location of the General Meeting of Shareholders shall be determined as the place where the chairperson attends and must be within the territory of Vietnam.

2. The Board of Directors shall convene the annual General Meeting of Shareholders and select an appropriate venue. The annual General Meeting of Shareholders shall decide matters in accordance with the law and the Corporate Charter, in particular the approval of audited annual financial statements. In the event that the audit report on the Company's annual financial statements contains material qualifications, adverse opinions or disclaimers, the Company must invite representatives of the approved auditing firm that performed the audit of the Company's financial statements to attend the annual General Meeting of Shareholders, and such representatives shall be responsible for attending the meeting.

3. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the following cases:

- a) When the Board of Directors deems it necessary for the interests of the Company;
- b) When the number of remaining members of the Board of Directors or the Board of Supervisors is less than the minimum number as prescribed by law;
- c) At the request of a shareholder or a group of shareholders as stipulated in Clause 2 Article 115 of the Law on Enterprises; such request for convening a General Meeting of Shareholders must be made in writing, clearly stating the reason and purpose of the meeting, and bearing sufficient signatures of the relevant shareholders or being made in multiple documents with all required signatures collected;
- d) At the request of the Board of Supervisors;
- dd) Other cases as prescribed by law and this Charter.

4. Convening an extraordinary General Meeting of Shareholders;

a) The Board of Directors shall convene the General Meeting of Shareholders within 30 days from the date when the number of remaining members of the Board of Directors, independent members of the Board of Directors, or members of the Board of Supervisors falls below the number prescribed in Point b Clause 3 of this Article, or upon receipt of requests specified in Points c and d Clause 3 of this Article;

b) In the event that the Board of Directors fails to convene the General Meeting of Shareholders as stipulated in Point a Clause 4 of this Article, within the following 30 days, the Board of Supervisors shall replace the Board of Directors in convening the General Meeting of Shareholders in accordance with Clause 3 Article 140 of the Law on Enterprises;

c) In the event that the Board of Supervisors fails to convene the General Meeting of Shareholders as stipulated in Point b Clause 4 of this Article, the shareholder or group of shareholders specified in Point c Clause 3 of this Article shall have the right to request a representative of the Company to convene the General Meeting of Shareholders in accordance with the Law on Enterprises;

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the business registration authority to supervise the order and procedures for convening, conducting the meeting and adopting resolutions of



the General Meeting of Shareholders. All costs for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. Such costs do not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

d) Procedures for organizing the General Meeting of Shareholders shall comply with Clause 5 Article 140 of the Law on Enterprises.

#### **Article 15. Rights and Obligations of the General Meeting of Shareholders**

1. The General Meeting of Shareholders shall have the following rights and obligations:

- a) To approve the development orientation of the Company;
- b) To decide on the types of shares and the total number of shares of each type to be offered for sale; to determine the annual dividend rate for each type of shares;
- c) To elect, dismiss and remove members of the Board of Directors and members of the Board of Supervisors;
- d) To decide on investment or disposal of assets with a value of 35% or more of the total assets as recorded in the most recent financial statements of the Company;
- dd) To decide on amendments and supplements to the Corporate Charter;
- e) To approve the annual financial statements;
- g) To decide on the repurchase of more than 10% of the total number of issued shares of each type;
- h) To review and handle violations committed by members of the Board of Directors and members of the Board of Supervisors causing damage to the Company and its shareholders;
- i) To decide on the reorganization or dissolution of the Company;
- k) To decide on the budget or the total remuneration, bonuses and other benefits for the Board of Directors and the Board of Supervisors;
- l) To approve the internal corporate governance regulations; the operational regulations of the Board of Directors and the Board of Supervisors;
- m) To approve the list of approved auditing firms; to decide on the approved auditing firm to audit the Company's operations and to dismiss the approved auditor when deemed necessary;
- n) Other rights and obligations as prescribed by law.

2. The General Meeting of Shareholders shall discuss and approve the following matters:

- a) The annual business plan of the Company;
- b) The audited annual financial statements;
- c) The report of the Board of Directors on corporate governance and the performance results of the Board of Directors and each member of the Board of Directors; independent members of the Board of Directors shall be responsible for reporting at the annual General Meeting of Shareholders in accordance with Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;



- d) The report of the Board of Supervisors on the Company's business results and the performance of the Board of Directors and the Director;
- dd) The self-assessment report on the performance results of the Board of Supervisors and its members;
- e) The dividend rate for each class of shares;
- g) The number of members of the Board of Directors and the Board of Supervisors;
- h) The election, dismissal and removal of members of the Board of Directors and members of the Board of Supervisors;
- i) The decision on the budget or total remuneration, bonuses and other benefits for the Board of Directors and the Board of Supervisors;
- k) The approval of the list of approved auditing firms; the decision on the approved auditing firm to audit the Company's operations when deemed necessary;
- l) The supplementation and amendment of the Corporate Charter;
- m) The types of shares and the number of new shares to be issued for each class of shares, and the transfer of shares of founding shareholders within the first 03 years from the date of establishment;
- n) The division, separation, consolidation, merger or conversion of the Company;
- o) The reorganization and dissolution (liquidation) of the Company and the appointment of the liquidator;
- p) The decision on investment or disposal of assets with a value of 35% or more of the total assets as recorded in the most recent financial statements of the Company;
- q) The decision on the repurchase of more than 10% of the total number of issued shares of each type;
- r) The Company entering into contracts or transactions with the persons specified in Clause 1 Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total assets of the Company as recorded in the most recent financial statements;
- s) The approval of transactions specified in Clause 4 Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
- t) The approval of internal corporate governance regulations, the operational regulations of the Board of Directors, and the operational regulations of the Board of Supervisors;
- u) Other matters as prescribed by law and this Charter.

3. All resolutions and matters included in the meeting agenda must be discussed and voted on at the General Meeting of Shareholders.

#### **Article 16. Authorization to Attend the General Meeting of Shareholders**

1. A shareholder or an authorized representative of a shareholder being an organization may attend the meeting in person or authorize one or more individuals or organizations to attend the meeting, or attend the meeting through one of the forms stipulated in Clause 3 Article 144 of the Law on Enterprises.

2. The authorization for an individual or organization to represent and attend the General Meeting of Shareholders as stipulated in Clause 1 of this Article must be made in writing. The authorization document shall be made in accordance with civil law and must



clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the content and scope of authorization, the duration of authorization, and the signatures of the authorizing and authorized parties.

The authorized representative attending the General Meeting of Shareholders must submit the authorization document upon registration for attendance. In the case of re-authorization, the attendee must present the original authorization document of the shareholder or the authorized representative of the shareholder being an organization (if not previously registered with the Company).

3. The voting ballot of the authorized representative attending the meeting within the scope of authorization shall remain valid in the event of any of the following cases, except where:

- a) The authorizing person has died, has limited civil act capacity, or has lost civil act capacity;
- b) The authorizing person has revoked the authorization;
- c) The authorizing person has revoked the authority of the authorized representative.

This provision shall not apply if the Company receives notice of any of the above events prior to the opening of the General Meeting of Shareholders or prior to the reconvening of the meeting.

#### **Article 17. Variation of Rights**

1. Any variation or abrogation of the special rights attached to a class of preference shares shall only be effective if approved by shareholders representing at least 65% of the total voting rights of all attending shareholders. A resolution of the General Meeting of Shareholders that adversely affects the rights and obligations of shareholders holding a class of preference shares shall only be adopted if it is approved by shareholders attending the meeting who hold at least 75% of the total number of preference shares of that class, or by shareholders holding at least 75% of the total number of preference shares of that class in the case of a resolution adopted by written consent.

2. A meeting of shareholders holding a particular class of preference shares to approve the variation of the aforementioned rights shall be valid only if attended by at least 02 shareholders (or their authorized representatives) holding at least one-third of the total par value of the issued shares of that class. If the above quorum is not met, the meeting shall be reconvened within 30 days, and the shareholders holding shares of that class (regardless of the number of participants or shares held) who attend in person or by proxy shall be deemed sufficient to constitute a quorum. At such meetings of shareholders holding preference shares, attendees may request a secret ballot. Each share of the same class shall carry equal voting rights at such meetings.

3. The procedures for conducting such separate meetings shall be carried out in accordance with the provisions set forth in Articles 19, 20 and 21 of this Charter.

4. Unless otherwise provided in the terms of issuance of shares, the special rights attached to classes of shares having preferential rights in respect of certain or all matters relating to the distribution of profits or assets of the Company shall not be deemed to be varied by the issuance of additional shares of the same class.



### **Article 18. Convening Meetings, Meeting Agenda and Notice of the General Meeting of Shareholders**

1. The Board of Directors shall convene annual and extraordinary General Meetings of Shareholders. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the cases specified in Clause 3, Article 14 of this Charter.

2. The person convening the General Meeting of Shareholders shall perform the following tasks:

a) Prepare the list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than 10 days prior to the date of sending the notice of invitation to the meeting. The Company shall disclose information regarding the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days prior to the record date;

b) Prepare the agenda and contents of the meeting;

c) Prepare documents for the meeting;

d) Prepare draft resolutions of the General Meeting of Shareholders based on the proposed agenda;

d) Determine the time and venue of the meeting;

e) Notify and send the notice of invitation to the General Meeting of Shareholders to all shareholders entitled to attend the meeting;

g) Perform other tasks in service of the meeting.

3. The notice of invitation to the General Meeting of Shareholders shall be sent to all shareholders by a method that ensures delivery to the shareholders' contact addresses, and shall simultaneously be disclosed on the Company's website and on the websites of the State Securities Commission and the Stock Exchange where the Company's shares are listed or registered for trading. The person convening the General Meeting of Shareholders must send the notice of invitation to all shareholders in the list of shareholders entitled to attend the meeting no later than 21 days prior to the opening date of the meeting (calculated from the date on which the notice is duly sent or dispatched). The meeting agenda and documents relating to the matters to be voted on at the General Meeting of Shareholders shall be sent to shareholders and/or published on the Company's website. In the event that such documents are not enclosed with the notice of invitation, the notice must clearly indicate the link to all meeting documents so that shareholders may access them, including:

a) The meeting agenda and documents to be used at the meeting;

b) The list and detailed information of candidates, in the case of election of members of the Board of Directors or members of the Board of Supervisors;

c) Voting ballots;

d) Draft resolutions for each matter included in the meeting agenda.

4. A shareholder or a group of shareholders as provided in Clause 2, Article 12 of this Charter shall have the right to propose matters to be included in the agenda of the General Meeting of Shareholders. Such proposals must be made in writing and submitted to the Company no later than 03 working days prior to the opening date of the meeting. The proposal must clearly state the name of the shareholder, the number of shares of each class held by the shareholder, and the matter proposed to be included in the meeting agenda.

5. The person convening the General Meeting of Shareholders shall have the right to refuse the proposal specified in Clause 4 of this Article in any of the following cases:

- a) The proposal is not submitted in accordance with Clause 4 of this Article;
- b) At the time of submission, the shareholder or group of shareholders does not hold at least 5% of the ordinary shares as provided in Clause 2, Article 12 of this Charter;
- c) The proposed matter does not fall within the decision-making authority of the General Meeting of Shareholders;
- d) Other cases as prescribed by law and this Charter.

6. The person convening the General Meeting of Shareholders must accept and include the proposal specified in Clause 4 of this Article in the proposed agenda and contents of the meeting, except for the cases specified in Clause 5 of this Article; such proposal shall be officially included in the agenda and contents of the meeting if approved by the General Meeting of Shareholders.

#### **Article 19. Conditions for Holding the General Meeting of Shareholders**

1. A General Meeting of Shareholders shall be validly convened when shareholders attending the meeting represent more than 50% of the total voting rights.

2. In the event that the first meeting does not meet the quorum as prescribed in Clause 1 of this Article, a notice of invitation for the second meeting shall be sent within 30 days from the intended date of the first meeting. The second General Meeting of Shareholders shall be validly convened when shareholders attending the meeting represent at least 33% of the total voting rights.

3. In the event that the second meeting does not meet the quorum as prescribed in Clause 2 of this Article, a notice of invitation for the third meeting must be sent within 20 days from the intended date of the second meeting. The third General Meeting of Shareholders shall be validly convened regardless of the total voting rights represented by the attending shareholders.

#### **Article 20. Procedures for Conducting Meetings and Voting at the General Meeting of Shareholders**

1. Prior to the opening of the meeting, the Company shall conduct the registration of shareholders and shall continue such registration until all shareholders entitled to attend the meeting have completed registration, in accordance with the following procedures:

a) Upon registration, the Company shall issue to each shareholder or authorized representative having voting rights a voting card indicating the registration number, full name of the shareholder, full name of the authorized representative, and the number of votes held by such shareholder. The General Meeting of Shareholders shall discuss and vote on each matter included in the meeting agenda. Voting shall be conducted by way of votes in favor, against, or abstention. At the meeting, votes in favor of a resolution shall be collected first, followed by votes against, and finally the total number of votes in favor and against shall be counted to determine the outcome. The vote-counting results shall be announced by the Chairperson immediately prior to the closing of the meeting. The General Meeting of Shareholders shall elect persons responsible for vote counting or supervising the vote counting upon the proposal of the Chairperson. The number of members of the vote-counting committee shall be decided by the General Meeting of Shareholders based on the proposal of the Chairperson;



b) A shareholder, an authorized representative of an institutional shareholder, or a proxy who arrives after the opening of the meeting shall have the right to register immediately and thereafter participate in and vote at the meeting. The Chairperson shall not be obliged to suspend the meeting to allow late-arriving shareholders to register, and the validity of matters already voted on shall not be affected.

2. The election of the Chairperson, the Secretary, and the vote-counting committee shall be conducted as follows:

a) The Chairperson of the Board of Directors shall act as the Chairperson of the meeting or may authorize another member of the Board of Directors to act as the Chairperson of the General Meeting of Shareholders convened by the Board of Directors. In the event that the Chairperson is absent or temporarily unable to perform his/her duties, the remaining members of the Board of Directors shall elect one among themselves to act as the Chairperson of the meeting on the basis of majority vote. If no Chairperson can be elected, the Head of the Board of Supervisors shall preside over the meeting to enable the General Meeting of Shareholders to elect a Chairperson from among the attendees, and the person receiving the highest number of votes shall act as the Chairperson;

b) Except for the case specified in point a of this Clause, the person who signs the notice convening the General Meeting of Shareholders shall preside over the meeting for the purpose of enabling the General Meeting of Shareholders to elect a Chairperson, and the person receiving the highest number of votes shall act as the Chairperson;

c) The Chairperson shall appoint one or more persons to act as the Secretary(ies) of the meeting;

d) The General Meeting of Shareholders shall elect one or more persons to the vote-counting committee upon the proposal of the Chairperson.

3. The agenda and contents of the meeting must be approved by the General Meeting of Shareholders at the opening session. The agenda must clearly and specifically allocate time for each item included therein.

4. The Chairperson of the meeting shall have the right to take necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda and in a way that reflects the will of the majority of attendees.

a) Arrange seating at the meeting venue of the General Meeting of Shareholders;

b) Ensure the safety of all persons present at the meeting venue(s);

c) Facilitate shareholders' attendance (or continued attendance) at the meeting. The person convening the General Meeting of Shareholders shall have full authority to change the above measures and to apply all necessary measures. Such measures may include the issuance of admission passes or the use of other selection methods.

5. The General Meeting of Shareholders shall discuss and vote on each matter included in the agenda. Voting shall be conducted by way of votes in favor, against, or abstention. The vote-counting results shall be announced by the Chairperson immediately prior to the closing of the meeting.

6. A shareholder or proxy attending the meeting after it has been opened may still register and shall have the right to participate in voting immediately after registration; in such case, the validity of matters already voted on shall remain unchanged.

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7. The person convening the meeting or the Chairperson of the General Meeting of Shareholders shall have the following rights:

- a) Require all attendees to undergo inspection or other lawful and reasonable security measures;
- b) Request competent authorities to maintain order at the meeting and to expel from the General Meeting of Shareholders any persons who fail to comply with the authority of the Chairperson, intentionally disrupt order, obstruct the normal conduct of the meeting, or fail to comply with security inspection requirements.

8. The Chairperson shall have the right to adjourn a General Meeting of Shareholders that has met the required quorum for a period not exceeding 03 working days from the scheduled opening date, and may only adjourn the meeting or change the meeting venue in the following cases:

- a) The meeting venue does not have sufficient seating capacity for all attendees;
- b) The communication facilities at the meeting venue do not ensure that attending shareholders can participate, discuss, and vote;
- c) There are attendees who obstruct or disrupt order, posing a risk that the meeting cannot be conducted in a fair and lawful manner.

9. In the event that the Chairperson adjourns or suspends the General Meeting of Shareholders contrary to the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the Chairperson to preside over the meeting until its conclusion; all resolutions adopted at such meeting shall remain valid and enforceable.

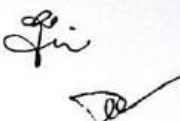
10. In the event that the Company applies modern technology to hold the General Meeting of Shareholders via online meeting, the Company shall ensure that shareholders are able to attend and vote by electronic voting or other electronic means in accordance with Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

#### **Article 21. Conditions for adoption of Resolution of the General Meeting of Shareholders**

1. A resolution on the following matters shall be adopted if it is approved by the shareholders representing 65% or more of the total voting rights of all shareholders attending and voting at the meeting, except as stipulated in Clauses 3, 4 and 6 of Article 148 of the Law on Enterprises:

- a) Class of shares and total number of shares of each class;
- b) Changes in business lines and business sectors;
- c) Changes in organizational and management structures of the Company;
- d) Investment projects or sale of assets with a value of 35% or more of total asset value recorded in the latest financial statements of the Company;
- dd) Reorganization and dissolution of the Company;
- e) Other matters for assurance of the interests of the Company.

2. The resolutions are adopted when approved by the shareholders holding more than 50% of the total voting shares of all shareholders attending and voting at the meeting,



excepted as stipulated in Clause 1 of this Article and Clauses 3, 4 and 6 of Article 148 of the Law on Enterprises.

3. The resolutions of the General Meeting of Shareholders adopted by 100% of the total voting shares are legal and effective even if the procedures for convening the meeting and adopting such resolutions violate the provisions of the Law on Enterprises and the Company's Charter.

**Article 22. Authority and procedures for collecting written opinions from shareholders for adoption of resolutions of the General Meeting of Shareholders**

The authority and procedures for collecting written opinions from shareholders for adoption of the Resolutions of the General Meeting of Shareholders shall be carried out in accordance with the following regulations:

1. The Board of Directors has the right to collect written opinions from shareholders for adoption of the Resolutions of the General Meeting of Shareholders when deemed necessary for the benefit of the Company, except as stipulated in Clause 2, Article 147 of the Law on Enterprises.

2. The Board of Directors must prepare opinion ballots, draft resolutions of the General Meeting of Shareholders, explanatory documents for the draft resolutions, and send them to all voting shareholders no later than 10 days before the deadline in order for them to return their opinion ballots. The requirements and method for delivery of opinion ballots and accompanying documents shall be carried out in accordance with Clause 3 of Article 18 hereof.

3. The opinion ballot must contain the following key details:

a) Name, address of headquarters, business code;

b) Purposes of opinion poll;

c) Full name, contact address, nationality and legal paper number of the individual shareholders; name, business code or legal paper number for organization, and address of headquarters of the institutional shareholders; or full name, contact address, nationality, and legal paper number of the representative of the institutional shareholders; number of shares of each class and number of voting rights of shareholders;

d) Matters requiring an opinion poll for decision-making;

dd) Voting opinions including "affirmative", "negative" and "abstention" for each matter requiring the opinion poll;

e) Deadline for returning the completed opinion ballots to the Company;

g) Full name and signature of the Chairperson of the Board of Directors.

4. The shareholders may send their completed opinion ballots to the Company by mail, fax or email, subject to the following regulations:

a) If sent by mail, the completed opinion ballot must be signed by the individual shareholder, or by the authorized representative or the legal representative of the institutional shareholder. The opinion ballots sent to the Company must be enclosed in a sealed envelope, and no one may open them before the vote count;

b) If sent by fax or email, the opinion ballots sent to the Company must be kept confidential until the vote count;

c) The opinion ballots sent to the Company after the deadline specified in the opinion ballot content, or that have been opened in case of delivery by mail, or that have

been disclosed in case of delivery by fax or email, are invalid. The unsent opinion ballots will be considered as not participating in the vote.

5. The Board of Directors shall count the votes and prepare the minutes of vote count in the presence of the Board of Supervisors or the shareholders not holding managerial positions in the Company. The minutes of vote count must include the following key details:

- a) Name, address of headquarters, business code;
- b) Purposes and matters requiring an opinion poll for adaption of resolutions;
- c) Number of shareholders and total number of votes cast, distinguishing between valid and invalid votes; and method of opinion ballot delivery, along with an appendix as the list of shareholders participating in the vote;
- d) Total number of affirmative, negative and abstention votes for each matter;
- dd) Matters adopted and the corresponding percentage of affirmative votes;
- e) Full names and signatures of Chairperson of the Board of Directors, vote counter and vote counting supervisor.

Members of the Board of Directors, vote counters, and vote counting supervisors shall be jointly liable for the integrity and accuracy of the minutes of vote count; and be jointly liable for any damages arising out of decisions made due to dishonest or inaccurate vote count.

6. The minutes of vote count and the resolutions must be sent to the shareholders within 15 days from the date of completion of vote count. The delivery of minutes of vote count and resolutions may be replaced by posting them on the website of the Company within 24 hours, from the time of completion of vote count.

7. The completed opinion ballots, the minutes of vote count, the adopted resolutions and the relevant documents accompanying the opinion ballots must all be kept at the headquarters of the Company.

8. The resolutions adopted by collecting written opinions from shareholders are considered valid if they are approved by the shareholders holding more than 50% of the total voting rights of all voting shareholders, and they have the same validity as the resolutions adopted at the General Meeting of Shareholders.

### **Article 23. Resolutions and Minutes of General Meeting of Shareholders**

1. The General Meeting of Shareholders must be recorded in minutes, which may also be audio-recorded or otherwise recorded and stored electronically. The minutes must be in Vietnamese, and may also be in a foreign language; and must include the following key details:

- a) Name, address of headquarters, business code;
- b) Time and venue of General Meeting of Shareholders;
- c) Meeting agenda and content;
- d) Full names of chairperson of meeting and secretary;
- dd) Summary of the meeting proceedings and opinions expressed at the General Meeting of Shareholders on each matter on the meeting agenda;



e) Number of shareholders and total number of votes cast by the shareholders attending the meeting, appendix as list of registered shareholders, shareholder representatives attending the meeting with their respective shares and votes;

g) The total number of votes cast for each matter to be voted, clearly stating the voting method; the total number of valid, invalid, affirmative, negative and abstention votes; and the corresponding percentage of the total votes cast by the shareholders attending the meeting;

h) Matters adopted and the corresponding percentage of affirmative votes;

i) Full names and signatures of chairperson of meeting and secretary.

If the chairperson of meeting or the secretary refuses to sign the minutes of meeting, these minutes shall be valid if signed by all other members of the Board of Directors attending the meeting and containing all the details as stipulated in this clause. The minutes of meeting shall clearly state the refusal to sign the minutes by the chairperson of meeting or the secretary.

2. The minutes of General Meeting of Shareholders must be completed and approved before the conclusion of the meeting. The chairperson and secretary of the meeting, or any other person signing the minutes, shall be jointly liable for the truthfulness and accuracy of the contents thereof.

3. The Minutes prepared in both Vietnamese and foreign languages have the same legal validity. In case of discrepancies in content between the Vietnamese version and the foreign language version, the Vietnamese version shall prevail.

4. Resolutions, minutes of General Meeting of Shareholders, appendix as list of registered shareholders with their signatures, proxies, all documents attached to the minutes (if any), and relevant documents accompanying invitation for meeting must be disclosed under the law on information disclosure in the securities market and must be archived at the headquarters of the Company.

5. Minutes of General Meeting of Shareholders must be sent to all shareholders within 15 days from the date of conclusion of the meeting. The delivery of the minutes of vote count may be replaced by posting them on the website of the Company.

#### **Article 24. Request for annulment of Resolutions of General Meeting of Shareholders**

Within 90 days from the date of receiving the resolutions or the minutes of General Meeting of Shareholders or the minutes of vote counting results of General Meeting of Shareholders, a shareholder or group of shareholders specified in Clause 2 of Article 115 of the Law on Enterprises reserves the right to request the Court or the Arbitration to review and annul the resolutions of the General Meeting of Shareholders, whether entirely or partially, in the following cases:

1. The procedures for convening the meeting and making the decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the Company's Charter, except as stipulated in Clause 3 of Article 21 hereof.

2. The content of the resolution violates the law or the provisions of this Charter.



## Chapter VII BOARD OF DIRECTORS

### Article 25. Candidacy and nomination for Members of the Board of Directors

1. Once candidates for the Board of Directors have been identified, the Company must publish information related to these candidates at least 10 days before the opening of the General Meeting of Shareholders on the website of the Company so that the shareholders can learn about these candidates before voting. The candidates for the Board of Directors must provide a written commitment regarding the truthfulness and accuracy of the published personal information, and must commit to performing their duties honestly, diligently and in the best interests of the Company if elected as Members of the Board of Directors. Information related to the candidates for the Board of Directors to be published includes:

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Work experience;
- d) Other managerial titles (including titles on Board of Directors of other companies);
- dd) Interested related to the Company and its stakeholders;
- e) Other information (if any) as stipulated herein;
- g) Public companies shall be responsible for disclosing information on the companies in which the candidates hold their positions as Members of the Board of Directors, other managerial titles and any interests related to the companies of the candidates for the Board of Directors (if any).

2. A shareholder or group of shareholders holding 10% or more of the total number of ordinary shares have the right to nominate candidates to the Board of Directors. A shareholder or group of shareholders holding from 10% to less than 20% of the total number of voting shares may nominate one (1) candidate; from 20% to less than 30% may nominate two (2) candidates; from 30% to less than 40% may nominate three (3) candidates; from 40% to less than 50% may nominate four (4) candidates; from 50% to less than 60% may nominate five (5) candidates; from 60% to less than 70% may nominate six (6) candidates; from 70% to less than 80% may nominate seven (7) candidates; and from 80% or more may nominate eight (8) candidates.

3. If the number of candidates for the Board of Directors, through nomination and candidacy, is still insufficient as stipulated in Clause 5 of Article 115 of the Law on Enterprises, the incumbent Board of Directors shall nominate additional candidates or organize nominations in accordance with the Company's Charter, the Internal Regulations on Corporate Governance, and the Regulations on Operation of the Board of Directors. The nomination of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors under the law.

4. Members of the Board of Directors must meet the standards and conditions stipulated in Clauses 1 and 2 of Article 155 of the Law on Enterprises and the Company's Charter, specifically:

- a) Members of the Board of Directors must satisfy the following standards and conditions:

- Not being subject to the provisions of Clause 2 of Article 17 of the Law on Enterprises;

- Possessing professional qualifications and experience in business administration or in business lines and sectors of the Company, and not being necessarily shareholders of the Company, unless otherwise provided by the law;

- Members of the Board of Directors of the Company may simultaneously be members of the Board of Directors of another company;

- Members of the Board of Directors must not be the spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological elder brother, biological elder sister, biological younger brother, biological younger sister, elder brother-in-law, younger brother-in-law, elder sister-in-law, younger sister-in-law of the Director, Deputy Director and Chief Accountant of the Company; and must not be related to the manager or have the authority to appoint the manager of the parent company.

b) Independent Members of the Board of Directors must satisfy the following standards and conditions:

- Not currently employed by the Company, its parent company or its subsidiary; Not having previously worked for the Company, its parent company or its subsidiary for at least 3 consecutive years prior to the appointment;

- Not currently receiving salary or remuneration from the Company, except for allowances granted to the Members of the Board of Directors as stipulated;

- Not having the spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological elder brother, biological elder sister, biological younger brother, biological younger sister who is a major shareholder of the Company; or a manager of the Company or its subsidiary;

- Not directly or indirectly holding at least 1% of the total number of voting shares of the Company;

- Not being a person having served as a Member of the Board of Directors or a Member of the Board of Supervisors of the Company for at least 5 consecutive years prior to the appointment, except in case of being appointed for two consecutive terms.

#### **Article 26. Composition and term of office of Members of the Board of Directors**

1. The Board of Members shall consist of 5 members.

2. The term of office of Members of the Board of Directors shall not exceed 5 years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for no more than 2 consecutive terms. If all members of the Board of Directors complete their terms at the same time, they shall continue to be Members of the Board of Members until new members are elected to replace them and take over the work.

3. The structure of the Board of Directors shall be as follows:

The structure of the Board of Directors of the Company must ensure that at least 1/3 of the total number of members of the Board of Directors are non-executive members. The Company shall minimize the number of members of the Board of Directors holding executive titles within the Company to ensure the independence of the Board of Directors.

The structure of the Board of Directors of the Company must ensure that at least 1/5 of the total number of members of the Board of Directors are independent members.

The total number of independent members of the Board of Directors must ensure that there is a minimum 1 independent member in case of the Company with 3 to 5 members of the Board of Directors;

4. A member of the Board of Directors loses his / her / its status as Member of the Board of Directors if he / she / it is dismissed, removed or replaced by the General Meeting of Shareholders as stipulated in Article 160 of the Law on Enterprises.

5. The appointment of the members of the Board of Directors must be disclosed under the law on information disclosure in the securities market.

6. The members of the Board of Directors do not necessarily have to be the shareholders of the Company.

#### **Article 27. Rights and obligations of the Board of Directors**

1. The Board of Directors is the management body of the Company and has full authority, on behalf of the Company, to decide and exercise the rights and obligations of the Company, except for rights and obligations falling under the authority of the General Meeting of Shareholders.

2. The rights and obligations of the Board of Directors shall be prescribed by law, the Company's Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors shall have the following rights and obligations:

a) To decide on the Company's development strategies, medium-term development plans, and annual business plans;

b) To recommend the types of shares and the total number of shares of each type authorized to be offered;

c) To decide on the sale of unsold shares within the scope of shares authorized to be offered for each type; to decide on additional capital mobilization in other forms;

d) To decide on the selling price of shares and bonds of the Company;

dd) To decide on the repurchase of shares in accordance with Clause 1 and Clause 2, Article 133 of the Law on Enterprises;

e) To decide on investment plans and investment projects within its authority and limits as prescribed by law;

g) To decide on solutions for market development, marketing, and technology;

h) To approve contracts for purchase, sale, borrowing, lending, and other contracts and transactions having a value of 35% or more of the total asset value recorded in the most recent financial statements of the Company, except for contracts and transactions falling under the decision-making authority of the General Meeting of Shareholders as prescribed at Point d, Clause 2, Article 138, and Clause 1 and Clause 3, Article 167 of the Law on Enterprises;

To approve contracts, agreements, and commitments with a term exceeding 01 year (excluding contracts under construction investment projects already agreed/approved by competent authorities; contracts for purchase and sale of products and services exclusively managed by the State; and contracts and transactions falling under the authority of the General Meeting of Shareholders as prescribed in Clause 2, Article 138, and Clause 1 and Clause 3, Article 167 of the Law on Enterprises)

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i) To elect, remove from office, or dismiss the Chairperson of the Board of Directors; to appoint, dismiss, sign contracts with, and terminate contracts with Director, Deputy Directors, and Chief Accountant of the Company; to decide salaries, remuneration, bonuses, and other benefits of such managers; to appoint authorized representatives to participate in the Members' Council or the General Meeting of Shareholders in other companies; and to decide remuneration and other benefits of such representatives;

To approve the policy for the Director to decide on recruitment, signing, and termination of labor contracts or to decide on appointment, re-appointment, dismissal, commendation, discipline, salary levels, and allowances for Heads of departments/divisions and equivalent positions within the Company;

k) To supervise and direct Director, Deputy Directors, and Chief Accountant in the conduct of the Company's daily business operations;

To resolve complaints and denunciations of the Company against enterprise managers and to decide on the selection of Company representatives to handle legal procedures relating to such managers;

l) To decide on the organizational structure, announce the list, and issue internal management regulations of the Company; to decide on the establishment of subsidiaries, branches, representative offices, and the capital contribution to or purchase of shares in other enterprises;

m) To approve programs, contents of documents for meetings of the General Meeting of Shareholders; to convene meetings of the General Meeting of Shareholders or collect written opinions for the General Meeting of Shareholders to adopt resolutions;

n) To submit audited annual financial statements to the General Meeting of Shareholders;

o) To recommend dividend levels; to decide on the time limit and procedures for dividend payment or handling of losses arising during business operations;

p) To recommend reorganization or dissolution of the Company; to request bankruptcy of the Company;

q) To decide on the issuance of the Regulation on operation of the Board of Directors, the Internal corporate governance regulation after approval by the General Meeting of Shareholders; and the Regulation on information disclosure of the company;

r) To report to the General Meeting of Shareholders on the appointment of the Director by the Board of Directors at the nearest General Meeting of Shareholders;

s) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other relevant laws, and the Company's Charter.

3. The Board of Directors must report to the General Meeting of Shareholders on the operational results of the Board of Directors in accordance with Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

#### **Article 28. Remuneration, bonuses and other benefits of members of the Board of Directors**

1. The Company has the right to pay remuneration and bonuses to members of the Board of Directors based on business results and operational efficiency.



2. Members of the Board of Directors shall be entitled to work remuneration and bonuses. Work remuneration shall be calculated based on the number of working days necessary to complete the duties of members of the Board of Directors and the remuneration rate per day. The Board of Directors shall estimate the remuneration level for each member based on the principle of unanimity. The total remuneration and bonuses of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

3. Remuneration of each member of the Board of Directors shall be recorded as business expenses of the Company in accordance with the laws on corporate income tax, shall be presented as a separate item in the annual financial statements of the Company, and must be reported to the General Meeting of Shareholders at the annual meeting.

4. Members of the Board of Directors holding executive positions, or members of the Board of Directors working in subcommittees of the Board of Directors, or performing tasks beyond the normal scope of duties of a member of the Board of Directors, may be paid additional remuneration in the form of lump-sum payments for each assignment, salary, commission, percentage of profits, or other forms as decided by the Board of Directors.

5. Members of the Board of Directors shall be entitled to reimbursement of all travel, accommodation, meal expenses, and other reasonable expenses incurred in performing their responsibilities as members of the Board of Directors, including expenses incurred for attending meetings of the General Meeting of Shareholders, the Board of Directors, or subcommittees of the Board of Directors.

6. Members of the Board of Directors may be provided with liability insurance by the Company upon approval of the General Meeting of Shareholders. Such insurance shall not cover liabilities of members of the Board of Directors arising from violations of law and the Company's Charter.

#### **Article 29. Chairperson of the Board of Directors**

1. The Chairperson of the Board of Directors shall be elected, removed from office, or dismissed by the Board of Directors from among its members.

2. The Chairperson of the Board of Directors shall not concurrently hold the position of Director.

3. The Chairperson of the Board of Directors shall have the following rights and obligations:

- a) To prepare programs and plans for the activities of the Board of Directors;
- b) To prepare the agenda, contents, and documents for meetings; to convene, preside over, and act as chairperson of meetings of the Board of Directors;
- c) To organize the adoption of resolutions and decisions of the Board of Directors;
- d) To supervise the implementation of resolutions and decisions of the Board of Directors;
- dd) To act as chairperson of meetings of the General Meeting of Shareholders;
- e) Other rights and obligations as prescribed by the Law on Enterprises and the Company's Charter.

4. In case the Chairperson of the Board of Directors submits a resignation letter or is removed from office or dismissed, the Board of Directors must elect a replacement



within 10 days from the date of receipt of the resignation letter or the date of removal from office or dismissal.

5. In case the Chairperson of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize in writing another member to perform the rights and obligations of the Chairperson of the Board of Directors in accordance with the principles stipulated in the Company's Charter. In case there is no authorized person, or the Chairperson of the Board of Directors dies, is missing, is temporarily detained, is serving a prison sentence, is subject to administrative handling measures at a compulsory detoxification establishment or compulsory education establishment, absconds from place of residence, has limited or lost civil act capacity, has difficulties in cognition or behavior control, or is prohibited by the Court from holding positions, practicing professions, or performing certain jobs, the remaining members shall elect one among them to act as the Chairperson of the Board of Directors based on the principle of majority approval of the remaining members until a new decision of the Board of Directors is issued.

### **Article 30. Meetings of the Board of Directors**

1. The Chairperson of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 working days from the date of completion of the election of the Board. This meeting shall be convened and presided over by the member who receives the highest number of votes or the highest voting percentage. In the event that there is more than one member having the highest and equal number or percentage of votes, the members shall elect, on a majority basis, one among them to convene the meeting of the Board of Directors.

2. The Board of Directors shall meet at least once every quarter and may hold extraordinary meetings when necessary.

3. The Chairperson of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:

a) At the request of the Supervisory Board or an independent member of the Board of Directors;

b) At the request of the Director or at least 05 other managers;

c) At the request of at least 02 members of the Board of Directors;

d) Other cases as provided by the Company's Charter and applicable laws.

4. The request specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, the matters to be discussed, and decisions falling within the authority of the Board of Directors.

5. The Chairperson of the Board of Directors must convene a meeting of the Board within 07 working days from the date of receipt of the request specified in Clause 3 of this Article. In the event that the Chairperson fails to convene the meeting as requested, the Chairperson shall be liable for any damages incurred by the Company; the requesting party shall have the right to convene the meeting of the Board of Directors in place of the Chairperson.

6. The Chairperson of the Board of Directors or the person convening the meeting must send the notice of invitation at least 03 working days prior to the meeting date. The notice of invitation must clearly specify the time and venue of the meeting, the agenda, and the matters to be discussed and decided. The notice must be accompanied by documents to be used at the meeting and voting ballots for the members.



The notice of invitation to the meeting of the Board of Directors may be sent by invitation letter, telephone, fax, electronic means, or other methods as prescribed in the Company's Charter, provided that it is delivered to the registered contact address of each member of the Board of Directors at the Company.

7. The Chairperson of the Board of Directors or the person convening the meeting shall send the notice of invitation and accompanying documents to members of the Supervisory Board in the same manner as to members of the Board of Directors.

Members of the Supervisory Board have the right to attend meetings of the Board of Directors and to participate in discussions, but shall not have the right to vote.

8. A meeting of the Board of Directors shall be conducted when at least 3/4 of the total number of members are in attendance. In the event that a duly convened meeting does not meet the required quorum, a second meeting shall be convened within 07 days from the originally scheduled meeting date. In such case, the meeting shall be conducted if more than one-half of the members of the Board of Directors are in attendance.

9. A member of the Board of Directors shall be deemed to be present and to vote at a meeting in the following cases:

- a) Attending and voting in person at the meeting;
- b) Authorizing another person to attend and vote on his/her behalf in accordance with Clause 11 of this Article;
- c) Attending and voting via teleconference, electronic voting, or other electronic means;
- d) Sending voting ballots to the meeting by post, fax, or email;
- dd) Sending voting ballots by other means as prescribed in the Company's Charter.

10. In cases where voting ballots are sent to the meeting by post, such ballots must be placed in sealed envelopes and delivered to the Chairperson of the Board of Directors no later than 01 hour prior to the opening of the meeting. The ballots shall be opened only in the presence of all attendees at the meeting.

11. Members must attend all meetings of the Board of Directors in full. A member may authorize another person to attend and vote on his/her behalf if approved by a majority of the members of the Board of Directors.

12. Resolutions and decisions of the Board of Directors shall be adopted if approved by a majority of the attending members; in the event of a tie, the final decision shall be determined by the side supported by the Chairperson of the Board of Directors.

### **Article 31. Subcommittees under the Board of Directors**

1. The Board of Directors may establish subordinate subcommittees to be responsible for development policy, personnel, remuneration, internal audit, and risk management. The number of members of each subcommittee shall be decided by the Board of Directors, with a minimum of 03 members, including members of the Board of Directors and external members. Independent members of the Board of Directors and/or non-executive members of the Board of Directors should constitute the majority of the subcommittee, and one of these members shall be appointed as the Head of the subcommittee by decision of the Board of Directors. The operation of the subcommittees must comply with the regulations of the Board of Directors. Resolutions of a subcommittee



shall be valid only when approved by a majority of the attending and voting members at a subcommittee meeting.

2. The implementation of decisions of the Board of Directors or its subordinate subcommittees must comply with applicable laws and the provisions of the Company's Charter and the Internal regulations on corporate governance.

### **Article 32. Person in charge of corporate governance**

1. The Board of Directors of the Company must appoint at least 01 person in charge of corporate governance to support corporate governance activities within the Company. The person in charge of corporate governance may concurrently serve as the Company Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises.

2. The person in charge of corporate governance must not simultaneously work for an approved auditing organization that is conducting the audit of the Company's financial statements.

3. The person in charge of corporate governance shall have the following rights and obligations:

a) To advise the Board of Directors on organizing General Meeting of Shareholders in accordance with regulations and on matters relating to relations between the Company and its shareholders;

b) To prepare meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders at the request of the Board of Directors or the Supervisory Board;

c) To advise on procedures of meetings;

d) To attend meetings;

dd) To advise on procedures for preparing resolutions of the Board of Directors in compliance with legal regulations;

e) To provide financial information, copies of minutes of meetings of the Board of Directors, and other information to members of the Board of Directors and members of the Supervisory Board;

g) To monitor and report to the Board of Directors on the Company's information disclosure activities;

h) To act as a point of contact with stakeholders;

i) To maintain confidentiality of information in accordance with the law and the Company's Charter;

k) To perform other rights and obligations as prescribed by law and the Company's Charter.

## **Chapter VIII**

### **DIRECTOR AND OTHER EXECUTIVE OFFICERS**

#### **Article 33. Organization of the management apparatus**

1. The management system of the Company must ensure that the management apparatus is accountable to the Board of Directors and is subject to the supervision and direction of the Board of Directors in the daily business operations of the Company.

2. The Company shall have a Director, not more than two (02) Deputy Directors, and a Chief Accountant appointed by the Board of Directors. The appointment, re-appointment, dismissal, or removal from office of the above-mentioned positions must be approved by a Resolution of the Board of Directors.

3. The Company must appoint a Chief Accountant in accordance with the provisions of law. In the event that the Company is unable to appoint a Chief Accountant immediately, it shall assign a person in charge of accounting or engage accounting services to act as Chief Accountant in accordance with regulations. The duration for assigning a person in charge of accounting shall not exceed 06 (six) months; after this period, the Company must appoint a Chief Accountant.

#### **Article 34. Executive Officers of the Company**

1. Executive Officers of the Company include: the Director, Deputy Directors, and the Chief Accountant.

2. Upon the proposal of the Director and with the approval of the Board of Directors, the Company may recruit other Executive Officers in numbers and with qualifications appropriate to the organizational structure and management regulations of the Company as prescribed by the Board of Directors. Executive Officers shall be responsible for supporting the Company in achieving its operational and organizational objectives.

3. The Director shall be entitled to salary and bonuses. The salary and bonuses of the Director shall be determined by the Board of Directors.

4. Salaries of Executive Officers shall be included in the Company's operating expenses in accordance with the provisions of the law on corporate income tax, shall be presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the Annual General Meeting.

5. The term of appointment of the Director shall not exceed 05 years and shall be consistent with the term of the Board of Directors; the term of appointment of the Deputy Directors and the Chief Accountant shall be 05 years. These positions may be re-appointed for an unlimited number of terms. The term of positions not falling under the appointment authority of the Board of Directors shall be implemented in accordance with the Company's management regulations.

6. With respect to the positions of Deputy Director and Chief Accountant that were appointed or re-appointed prior to the issuance of this amended Charter, such appointment or re-appointment decisions shall remain valid, and the Board of Directors shall review and adjust the tenure in accordance with the provisions of this Charter.

#### **Article 35. Appointment, dismissal, duties and powers of the Director**

1. The Board of Directors shall appoint 01 member of the Board of Directors or hire another person to act as Director.

2. The Director shall be the person in charge of managing the daily business operations of the Company; shall be subject to the supervision of the Board of Directors; and shall be responsible to the Board of Directors and before the law for the performance of the assigned rights and obligations.

3. The term of the Director shall comply with the provisions specified in Clauses 5 and 6, Article 34 of this Charter. The Director must satisfy the standards and conditions as prescribed by law and the Company's Charter.

4. The Director shall have the following rights and obligations:



a) To decide on matters relating to the daily business operations of the Company that do not fall within the authority of the Board of Directors, including representing the Company in signing financial and commercial contracts, organizing and administering the daily business operations of the Company in accordance with best management practices, etc.;

b) To organize the implementation of Resolutions and Decisions of the Board of Directors;

c) To organize the implementation of the Company's business plans and investment plans;

d) To propose plans on the organizational structure and internal management regulations of the Company;

e) To appoint, re-appoint, dismiss, or remove from office managerial positions within the Company, except for those positions falling under the appointment authority of the Board of Directors;

To propose to the Board of Directors decisions on appointment, re-appointment, dismissal, removal from office, relief from duty, commendation, discipline, determination of salary and other benefits for the positions of Deputy Directors and Chief Accountant;

f) To decide on recruitment, execution and termination of labor contracts; decisions on appointment, dismissal, commendation, discipline, salary levels and allowances for the positions of Heads of Departments/Divisions and equivalent positions on the basis of approval by the Board of Directors;

g) To decide on recruitment, execution and termination of labor contracts; decisions on appointment, dismissal, commendation, discipline, salary levels and allowances for positions from Deputy Heads of Departments/Divisions and equivalent positions downward;

h) To propose to the Board of Directors for approval the Company's labor utilization and salary plan;

i) To decide on contracts for purchase, sale, borrowing, lending and other contracts with a value of less than 35% of the total asset value of the Company as recorded in the most recent audited financial statements, except for contracts and transactions falling under the decision-making authority of the General Meeting of Shareholders and the Board of Directors as prescribed in Clause 2 Article 138, Clause 2 Article 153 and Clause 3 Article 167 of the Law on Enterprises;

k) To decide on salaries and other benefits for employees of the Company, including managers falling under the appointment authority of the Director;

l) To propose plans for dividend distribution or handling of business losses;

m) To report to the Board of Directors on the Company's business performance results; to implement public disclosure of financial statements in accordance with the provisions of law;

n) To prepare long-term, annual and quarterly budget estimates of the Company (hereinafter referred to as "budget estimates") serving the Company's long-term, annual and quarterly management activities in accordance with business plans. The annual budget estimates (including projected balance sheet, projected income statement and projected cash flow statement) for each financial year must be submitted to the Board of Directors for approval and must include information as prescribed in the Company's Regulations;



o) Other rights and obligations as prescribed by law, the Company's Charter, and Resolutions and Decisions of the Board of Directors.

5. The Board of Directors may dismiss the Director when approved by a majority of the voting members of the Board of Directors attending the meeting and appoint a new Director as replacement.

## **Chapter IX BOARD OF SUPERVISORS**

### **Article 36. Nomination and self-nomination of members of the Board of Supervisors**

1. The nomination and self-nomination of members of the Board of Supervisors shall be carried out in the same manner as prescribed in Clauses 1 and 2, Article 25 of this Charter.

2. In the event that the number of candidates for the Board of Supervisors through nomination and self-nomination is insufficient as required, the incumbent Board of Supervisors may nominate additional candidates or organize nominations in accordance with the provisions of the Company's Charter, the Internal Corporate Governance Regulations, and the Regulations on operation of the Board of Supervisors. The introduction of additional candidates by the incumbent Board of Supervisors must be clearly disclosed prior to the General Meeting of Shareholders voting to elect members of the Board of Supervisors in accordance with the provisions of law.

### **Article 37. Composition of the Board of Supervisors**

1. The Board of Supervisors of the Company shall consist of 03 members. The term of office of members of the Board of Supervisors shall not exceed 05 years and members may be re-elected for an unlimited number of terms.

2. Members of the Board of Supervisors must satisfy the standards and conditions as prescribed in Article 169 of the Law on Enterprises and must not fall into the following cases:

- a) Working in the accounting or finance department of the Company;
- b) Being members or employees of the independent auditing firm that has conducted the audit of the Company's financial statements during the preceding 03 consecutive years.

3. A member of the Board of Supervisors shall be dismissed in the following cases:

- a) No longer satisfying the standards and conditions to serve as a member of the Board of Supervisors as prescribed in Clause 2 of this Article;
- b) Submitting a resignation letter and such resignation is accepted;
- c) Other cases as prescribed by law.

4. A member of the Board of Supervisors shall be removed from office in the following cases:

- a) Failing to complete assigned duties and tasks;
- b) Failing to exercise his/her rights and obligations for 06 consecutive months, except in cases of force majeure;
- c) Repeatedly violating or seriously violating the obligations of members of the Board of Supervisors as prescribed by the Law on Enterprises and the Company's Charter;



d) Other cases as prescribed by law and Resolutions of the General Meeting of Shareholders.

### **Article 38. Head of the Board of Supervisors**

1. The Head of the Board of Supervisors shall be elected by the Board of Supervisors from among its members; the election, dismissal, and removal from office shall be decided on the basis of majority voting. The Board of Supervisors must have more than half of its members permanently residing in Vietnam. The Head of the Board of Supervisors must hold a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration, or other majors related to the business activities of the enterprise.

2. Rights and obligations of the Head of the Board of Supervisors:

- a) To convene meetings of the Board of Supervisors;
- b) To request the Board of Directors, the Director, and other Executive Officers to provide relevant information for reporting to the Board of Supervisors;
- c) To prepare and sign reports of the Board of Supervisors after consulting with the Board of Directors for submission to the General Meeting of Shareholders.

### **Article 39. Rights and obligations of the Board of Supervisors**

The Board of Supervisors shall have the rights and obligations as prescribed in Article 170 of the Law on Enterprises and the following rights and obligations:

1. To propose and recommend to the General Meeting of Shareholders for approval the list of approved auditing firms eligible to conduct the audit of the Company's financial statements; to decide on the approved auditing firm to conduct inspections of the Company's operations and to dismiss the approved auditor when deemed necessary.

2. To be responsible to shareholders for its supervisory activities.

3. To supervise the financial position of the Company and the compliance with laws in the operations of members of the Board of Directors, the Director, and other managers.

4. To ensure coordination of activities with the Board of Directors, the Director, and shareholders.

5. In case of detecting violations of law or violations of the Company's Charter by members of the Board of Directors, the Director, and other Executive Officers of the enterprise, the Board of Supervisors must notify the Board of Directors in writing within 48 hours and request the violating persons to terminate such violations and take remedial measures.

6. To develop the Regulations on operation of the Board of Supervisors and submit them to the General Meeting of Shareholders for approval.

7. To report to the General Meeting of Shareholders in accordance with the provisions of Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

8. To have the right to access records and documents of the Company kept at the head office, branches, and other locations; to have the right to access workplaces of managers and employees of the Company during working hours.

9. To have the right to request the Board of Directors, members of the Board of Directors, the Director, and other managers to provide full, accurate, and timely



information and documents relating to the management, administration, and business operations of the Company.

10. Other rights and obligations as prescribed by law and this Charter.

#### **Article 40. Meetings of the Board of Supervisors**

1. The Board of Supervisors must hold at least 02 meetings per year, the number of members attending a meeting must be at least 2/3 of the total number of members of the Board of Supervisors. Minutes of meetings of the Board of Supervisors must be prepared in detail and clearly. The minute-taker and members of the Board of Supervisors attending the meeting must sign the minutes of the meeting. Minutes of meetings of the Board of Supervisors must be archived to determine the responsibilities of each member of the Board of Supervisors.

2. The Board of Supervisors shall have the right to request members of the Board of Directors, the Director, and representatives of the approved auditing firm to attend meetings and respond to issues that require clarification.

#### **Article 41. Salaries, remuneration, bonuses and other benefits of members of the Board of Supervisors**

Unless otherwise provided by law, salaries, remuneration, bonuses, and other benefits of members of the Board of Supervisors shall be implemented in accordance with the following provisions:

1. Members of the Board of Supervisors shall be entitled to salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide the total amount of salaries, remuneration, bonuses, other benefits, and the annual operating budget of the Board of Supervisors.

2. Members of the Board of Supervisors shall be reimbursed for reasonable accommodation, travel expenses, and expenses for the use of independent consulting services. The total amount of such remuneration and expenses shall not exceed the total annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

3. Salaries and operating expenses of the Board of Supervisors shall be included in the Company's operating expenses in accordance with the provisions of the law on corporate income tax and other relevant provisions of law and must be presented as a separate item in the Company's annual financial statements.

### **Chapter X**

#### **RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE BOARD OF SUPERVISORS, THE DIRECTOR AND OTHER EXECUTIVE OFFICERS**

##### **Article 42. Duty of care**

Members of the Board of Directors, members of the Board of Supervisors, the Director and other Executive Officers shall be responsible for performing their duties, including duties performed in their capacity as members of subcommittees of the Board of Directors, honestly and prudently in the best interests of the Company.



**Article 43. Duty of honesty and avoidance of conflicts of interest**

1. Members of the Board of Directors, members of the Board of Supervisors, the Director and other managers must disclose related interests in accordance with the provisions of the Law on Enterprises and relevant legal documents.

2. Members of the Board of Directors, members of the Board of Supervisors, the Director, other managers and their related persons may only use information obtained by virtue of their positions for the benefit of the Company.

3. Members of the Board of Directors, members of the Board of Supervisors, the Director and other managers shall be obliged to notify in writing the Board of Directors and the Board of Supervisors of transactions between the Company, its subsidiaries, and other companies in which the public company holds more than 50% of the charter capital with such persons or their related persons in accordance with the provisions of law. For the above-mentioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information on such Resolutions in accordance with the provisions of the securities law on information disclosure.

4. A member of the Board of Directors shall not vote on transactions that bring benefits to such member or to his/her related persons in accordance with the provisions of the Law on Enterprises and the Company's Charter.

5. Members of the Board of Directors, members of the Board of Supervisors, the Director, other managers and their related persons shall not use or disclose to others internal information to carry out related transactions.

6. Transactions between the Company and one or more members of the Board of Directors, members of the Board of Supervisors, the Director, other Executive Officers, and individuals or organizations related to such persons shall not be invalid in the following cases:

a) For transactions with a value less than or equal to 10% of the total asset value recorded in the most recent financial statements, the essential contents of the contract or transaction as well as the relationships and interests of members of the Board of Directors, members of the Board of Supervisors, the Director, and other Executive Officers have been reported to the Board of Directors and approved by a majority vote of members of the Board of Directors who have no related interests;

b) For transactions with a value greater than 10% or transactions resulting in a transaction value arising within 12 months from the date of implementation of the first transaction with a value equal to or greater than 10% of the total asset value recorded in the most recent financial statements, the essential contents of such transactions as well as the relationships and interests of members of the Board of Directors, members of the Board of Supervisors, the Director, and other Executive Officers have been disclosed to shareholders and approved by the General Meeting of Shareholders by votes of shareholders without related interests.

**Article 44. Liability for Damages and Compensation**

1. Members of the Board of Directors, members of the Board of Supervisors, the Director, and other executives who violate their duties and responsibilities of honesty and diligence, or fail to fulfill their obligations, shall be liable for damages caused by their violations.



2. The Company shall compensate for a person who has been, is, or may become a party involved in complaints, lawsuits, denunciations, or prosecutions (including civil and administrative cases, and not cases in which the Company is the plaintiff) if that person has been or is a member of the Board of Directors, a member of the Board of Supervisors, a Director, other executive, employee, or authorized representative of the Company, who has been or is performing duties under the Company's authorization, acting honestly and diligently in the Company's interest in compliance with the law, and there is no evidence to confirm that that person has violated their responsibilities.

3. Compensation costs include judgment costs, fines, and actual payments incurred (including attorney fees) when resolving these cases within the legal framework. The company may purchase insurance for these individuals to avoid the aforementioned compensation liabilities.

## Chapter XI

### RIGHT TO ACCESS COMPANY RECORDS AND DOCUMENTS

#### Article 45. Right to access records and documents

1. Ordinary shareholders have the right to access records and documents, specifically as follows:

a) Ordinary shareholders have the right to examine, search, and extract information on the name and contact address in the list of shareholders with voting rights; request correction of inaccurate information about themselves; examine, search, extract, or copy the company's charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

b) Shareholders or groups of shareholders owning 05% or more of the total number of ordinary shares have the right to examine, search, and extract minutes and resolutions of the Board of Directors, interim and annual financial statements, reports of the Board of Supervisors, contracts, transactions requiring approval from the Board of Directors, and other documents, except for documents related to the Company's trade secrets and business secrets.

2. In cases where an authorized representative of a shareholder or group of shareholders requests to examine books and records, they must include a power of attorney from the shareholder or group of shareholders they represent, or a notarized copy of such power of attorney.

3. Members of the Board of Directors, members of the Board of Supervisors, the Director, and other executives have the right to examine the Company's shareholder register, shareholder list, books, and other records for purposes related to their positions, provided that such information is kept confidential.

4. The company must keep this Charter and any amendments to the Charter, the Business Registration Certificate, regulations, documents proving ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of the General Meeting of Shareholders and the Board of Directors' meetings, reports of the Board of Directors, reports of the Board of Supervisors, annual financial statements, accounting books and other documents as prescribed by law at its head office or another location provided that shareholders and the Business Registration Authority are notified of the location where these documents are stored.



5. The company's Charter must be published on the company's website.

## **Chapter XII EMPLOYEES AND TRADE UNIONS**

### **Article 46. Employees and Trade Unions**

1. The Director shall prepare a plan for the Board of Directors to approve matters relating to the recruitment, termination of employment, wages, social insurance, benefits, rewards and disciplinary actions for employees and business managers.

2. The Director shall prepare a plan for the Board of Directors to approve matters relating to the Company's relationship with trade unions in accordance with best management standards, practices and policies, the practices and policies stipulated in this Charter, the Company's regulations and applicable laws.

## **Chapter XIII PROFIT DISTRIBUTION**

### **Article 47. Profit Distribution**

1. The General Meeting of Shareholders decides: The annual dividend and after-tax profit distribution plan shall be as follows:

- Distribution of profits to affiliated capital contributors in accordance with the signed economic contract (if any).

- Compensation for losses from previous years that have expired and are no longer deductible from pre-tax profits as stipulated.

- Allocation of up to 30% to the enterprise development investment fund.

- Allocation to the employee reward fund, employee welfare fund, and management bonus fund in accordance with the Government's regulations on labor, wages, remuneration, and bonuses for companies with controlling state ownership.

- The remaining profit shall be distributed in full in cash or shares to shareholders and capital contributors. The distribution of dividends in the form of shares is only applicable and implemented when the company undertakes Group A projects that have been approved by the competent authority.

2. The company shall not pay interest on dividend payments or payments related to a particular type of share.

3. The Board of Directors may propose to the General Meeting of Shareholders the approval of the payment of all or part of dividends in the form of shares, and the Board of Directors is the body responsible for implementing this decision.

4. In the case of dividends or other payments related to a particular type of share being paid in cash, the company must pay in Vietnamese Dong. Payment may be made directly or through banks based on the bank account details provided by the shareholder. If the company has transferred the funds according to the bank details provided by the shareholder but the shareholder does not receive the money, the company shall not be liable for the amount transferred to that shareholder. Dividend payments for shares listed/registered for trading on the stock exchange can be made through a securities company or the Vietnam Securities Depository and Clearing Corporation.



5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall pass a resolution or decision to determine a specific date for closing the list of shareholders. Based on that date, those registered as shareholders or owners of other securities are entitled to receive dividends in cash or shares, receive notices or other documents.

6. Other matters related to profit distribution shall be carried out in accordance with provisions of law.

#### **Chapter XIV BANK ACCOUNTS, FISCAL YEAR AND ACCOUNTING SYSTEM**

##### **Article 48. Bank Accounts**

1. The Company shall open accounts at Vietnamese banks or at branches of foreign banks authorized to operate in Vietnam.

2. With prior approval from competent authority, if it is necessary, the Company may open bank accounts abroad in accordance with provisions of law.

3. The Company shall conduct all payments and accounting transactions through Vietnamese Dong or foreign currency accounts at the banks where the Company has opened accounts.

##### **Article 49. Fiscal Year**

The Company's fiscal year begins on January 01 of each year and ends on December 31 of each year. The first fiscal year begins on the date of issuance of the Business Registration Certificate and ends on December 31 of the year of issuance of the Business Registration Certificate.

##### **Article 50. Accounting System**

1. The accounting system used by the Company is the enterprise accounting system or a specific accounting system issued and approved by competent authority.

2. The Company shall prepare accounting books in Vietnamese and maintain accounting records in accordance with the law on accounting and related laws. These records must be accurate, up-to-date, systematic, and sufficient to prove and explain the Company's transactions.

3. The Company shall use Vietnamese Dong as the currency in accounting. In cases where the Company's economic transactions mainly arise in a foreign currency, it may choose that foreign currency as the accounting currency, is responsible for that choice before the law, and must notify the direct tax authority.

#### **Chapter XV FINANCIAL STATEMENTS, ANNUAL STATEMENTS, AND DISCLOSURE RESPONSIBILITIES**

##### **Article 51. Annual, Semi-Annual, and Quarterly Financial Statements**

1. The Company must prepare annual financial statements, and these annual financial statements must be audited in accordance with the law. The Company shall publish the audited annual financial statements in accordance with the law on information disclosure on the securities market and submit them to the competent state authority.



2. Annual financial statements must include all reports, appendices, and notes as prescribed by law on corporate accounting. Annual financial statements must truthfully and objectively reflect the Company's operational situation.

3. The Company must prepare and publish reviewed semi-annual financial statements and quarterly financial statements in accordance with the law on information disclosure on the securities market and submit them to the competent state authority.

#### **Article 52. Annual Statements**

The Company must prepare and publish an Annual Statements in accordance with provisions of law on securities and the securities market.

### **Chapter XVI COMPANY AUDIT**

#### **Article 53. Audit**

1. The General Meeting of Shareholders shall appoint an independent auditing firm or approve a list of independent auditing firms and authorize the Board of Directors to decide on the selection of one of these firms to audit the Company's financial statements for the following fiscal year based on the terms and conditions agreed upon with the Board of Directors.

2. The audit report shall be attached to the Company's annual financial statements.

3. The independent auditor auditing the Company's financial statements shall attend the General Meeting of Shareholders and shall have the right to receive notices and other information related to the General Meeting of Shareholders and to express their opinion at the meeting on matters related to the audit of the Company's financial statements.

### **Chapter XVII COMPANY SEAL**

#### **Article 54. Company Seal**

1. The seal includes seals made at seal engraving establishments or seals in the form of digital signatures as prescribed by law on electronic transactions.

2. The Board of Directors shall decide on the type, quantity, form, and content of the seals of the Company, its branches, and representative offices (if any).

3. The Board of Directors and the Director shall use and manage the seal in accordance with current law.

### **Chapter XVIII COMPANY DISSOLUTION**

#### **Article 55. Company Dissolution**

1. The company may be dissolved in the following cases:

a) Upon expiration of the operating period stated in the company's charter without a decision to extend it;

b) By resolution or decision of the General Meeting of Shareholders;

c) Revocation of the Business Registration Certificate, except where the Law on Tax Administration provides otherwise;

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d) Other cases as prescribed by law.

2. The dissolution of the Company before the expiration date (including any extended period) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified or approved by the competent authority (if required) as prescribed.

#### **Article 56. Extension of Operation**

1. The Board of Directors shall convene a General Meeting of Shareholders at least 7 months before the end of the operating period so that shareholders can vote on the extension of the Company's operation as proposed by the Board of Directors.

2. The operating period shall be extended when the number of shareholders representing 65% or more of the total voting shares of all shareholders present at the General Meeting of Shareholders approves it.

#### **Article 57. Liquidation**

1. At least 06 months before the end of the Company's operating period or after the decision to dissolve the Company is made, the Board of Directors must establish a Liquidation Committee consisting of 03 members, of which 02 members are appointed by the General Meeting of Shareholders and 01 member is appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its operating regulations. Members of the Liquidation Committee may be selected among the Company's employees or independent experts. All costs related to liquidation shall be prioritized for payment by the Company before other debts of the Company.

2. The Liquidation Committee is responsible for reporting its establishment date and commencement date to the Business Registration Authority. From that date onwards, the Liquidation Committee shall represent the Company in all matters related to the Company's liquidation before the Courts and administrative agencies.

3. The proceeds from the liquidation shall be paid in the following order:

a) Liquidation costs;

b) Salaries, severance pay, social insurance, and other employee benefits as stipulated in collective labor agreements and signed employment contracts;

c) Taxes;

d) Other debts of the Company;

dd) The remaining amount, after all debts from (a) to (d) above have been paid, shall be distributed to shareholders. Preference shares shall be given priority in payment.

### **Chapter XIX INTERNAL DISPUTE RESOLUTION**

#### **Article 58. Internal Dispute Resolution**

1. In the event of a dispute or complaint concerning the Company's operations, the rights and obligations of shareholders as stipulated in the Law on Enterprises, the Company Charter, other legal regulations, or agreements between:

a) Shareholders and the Company;

b) Shareholders and the Board of Directors, Board of Supervisors, Director, or other executives;

The parties involved shall endeavor to resolve the dispute through negotiation and conciliation. Except in cases involving the Board of Directors or the Chairperson of the Board of Directors, the Chairperson of the Board of Directors shall preside over the dispute resolution and request each party to present information related to the dispute within 30 working days from the date the dispute arises. In the event of a dispute involving the Board of Directors or the Chairperson of the Board of Directors, either party may request the appointment of an independent expert to mediate the dispute resolution process.

2. If a settlement is not reached within 06 weeks of the start of the mediation process, or if the mediator's decision is not accepted by the parties, either party may bring the dispute to court.

3. The parties shall bear their own costs related to the negotiation and mediation procedures. Payment of court costs shall be made according to the court's judgment.

## **Chapter XX**

### **SUPPLEMENTS AND AMENDMENTS TO THE CHARTER**

#### **Article 59. Company Charter**

1. Amendments and supplements to the Charter must be reviewed and decided by the General Meeting of Shareholders.

2. In cases where the law provides provisions related to the Company's operations not mentioned in this Charter, or where new legal provisions differ from the provisions in this Charter, those provisions shall apply to govern the Company's operations.

## **Chapter XXI**

### **EFFECTIVE DATE**

#### **Article 60. Effective Date**

1. This Charter, consisting of 21 Chapters and 60 Articles, was unanimously approved by the General Meeting of Shareholders of Vicem Cement Trading Joint Stock Company on April 22, 2026 in Hanoi. The full text of this Charter shall take effect immediately upon its approval by the General Meeting of Shareholders.

2. This Charter is drawn up in 10 copies, all having equal value, and must be kept at the Company's head office.

3. This Charter is the sole and official charter of the Company.

4. Copies or extracts of the Company Charter are valid only when they are signed by the Chairperson of the Board of Directors or at least half of the total number of members of the Board of Directors.

