

THE SOCIALIST REPUBLIC OF VIETNAM  
Independence - Freedom - Happiness



**CHARTER**  
**ORGANIZATION AND OPERATION**

**DAP-VINACHEM JOINT STOCK COMPANY**

*Hai Phong, April 23<sup>th</sup>, 2025*

## **INTRODUCTION**

This Charter is adopted by Resolution No. Resolution of the General Meeting of Shareholders No 08/NQ-ĐHĐCĐ dated April 23<sup>th</sup>, 2025 of DAP-Vinachem Joint Stock Company.

### **I. DEFINITION OF TERMS IN THE CHARTER**

#### **Article 1. Interpretation of terms**

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

a) Charter capital is the total par value of shares sold or registered to be purchased upon establishment of the joint stock company and as prescribed in Article 6 of this Charter;

b) Voting capital is equity capital, under which the owner has the right to vote on matters within the decision-making authority of the General Meeting of Shareholders;

c) Enterprise Law is Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;

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

d) Vietnam is the Socialist Republic of Vietnam;

e) The date of establishment is the date on which the Company is first granted the Certificate of Business Registration (Certificate of Business Registration and equivalent documents);

g) The business operator is the General Director, Deputy General Director, and Chief Accountant of the Company;

h) Business managers are company managers, including the Chairman of the Board of Directors, members of the Board of Directors, General Director, Deputy General Director and Chief Accountant of the Company;

i) Related persons are individuals and organizations specified in Clause 23, Article 4 of the Law on Enterprises and Clause 46, Article 4 of the Law on Securities;

k) A shareholder is an individual or organization that owns at least one share of a joint stock company;

l) A founding shareholder is a shareholder who owns at least one common share and signs the list of founding shareholders of a joint stock company;

m) Major shareholder is a shareholder specified in Clause 18, Article 4 of the Law on Securities;

n) Term of operation is the term of operation of the Company as stipulated in Article 2 of this Charter and the extension period (if any) approved by the Company's General Meeting of Shareholders;

o) The stock exchange is the Vietnam Stock Exchange and its subsidiaries.

2. In this Charter, references to one or more other provisions or documents include amendments, supplements or replacement documents.

3. The titles (Sections, Articles of this Charter) are used for convenience of understanding the content and do not affect the content of this Charter.

## **II. NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, TERM OF OPERATIONS AND LEGAL REPRESENTATIVE OF THE COMPANY**

### **Article 2. Name, form, headquarters, branches, representative offices, business locations and term of operation of the Company**

#### **1. Company Name**

- Company name written in Vietnamese: CÔNG TY CỔ PHẦN DAP-VINACHEM.

- Company name written in foreign language: DAP-VINACHEM JOINT STOCK COMPANY

- Abbreviated Company Name: DAP COMPANY.

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

#### **3. Company's registered office:**

- Head office address: Lot N5.8, Dinh Vu Industrial Zone, Dinh Vu Economic zone, Cat Hai, Dong Hai 2 Ward, Hai An District, Haiphong City, Vietnam.

#### **4. Phone, fax, website, logo:**

- Phone: 02253.979368

- Fax: 02253.979170

- E-mail: daphaiphong@gmail.com

- Website: www.dapdinhvu.com.vn

- Logo:



4. The Company may establish branches and representative offices in the business area to carry out the Company's operational objectives in accordance with the decision of the Board of Directors and within the scope permitted by law.

5. Unless the operation is terminated before the deadline specified in Clause 2, Article 55 or the operation is extended according to the provisions in Article 56 of this Charter, the term of operation of the Company is indefinite from the date of establishment.

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

1. The Company has 01 legal representative who is the General Director of the Company.

2. The legal representative of a company is an individual who represents the company in exercising the rights and obligations arising from the company's transactions, representing the company as a plaintiff, defendant, or person with related rights and obligations before the Arbitration and Court. The responsibilities of the legal representative are implemented in accordance with Article 13 of the Law on Enterprises and other rights and obligations as prescribed by current laws.

3. The legal representative of the Company must reside in Vietnam; and must authorize in writing another person to exercise the rights and obligations of the legal representative at the Company when leaving Vietnam.

4. In case the authorization expires and the company's legal representative has not returned to Vietnam and there is no other authorization, the authorized person shall continue to exercise the rights and obligations of the company's legal representative within the scope of authorization until the company's legal representative returns to work, or until the Board of Directors decides to appoint another person to replace him/her.

In case of absence from Vietnam for more than 30 days without authorizing another person to exercise the rights and duties of the Company's legal representative, the Board of Directors will appoint another person to replace him/her.

## **III. OBJECTIVES, SCOPE OF BUSINESS AND ACTIVITIES OF THE COMPANY**

### **Article 4. Company's operational objectives**

1. The Company's business lines are:

- Production of fertilizers and nitrogen compounds;
- Basic chemical production;
- Electricity generation; electricity transmission and distribution (including electricity sales);
- Repair of machinery and equipment;
- Repair electrical equipment;
- Installation of industrial machinery and equipment;
- Other specialized wholesale not elsewhere classified. Details: Wholesale of fertilizers, nitrogen compounds and basic chemicals (excluding pesticides and pesticides);
- Real estate business, land use rights owned, user or lessee. Details: Warehouse rental;

- Other support services related to transportation. Details: Port fee collection.
- Road freight transport;
- Construction of non-residential buildings;
- Construction of road works;
- Construction of electrical works;
- Construction of water supply and drainage works;
- Demolition;
- Site preparation;
- Completion of construction works;
- Other specialized construction activities;
- Manufacture of cement, lime and plaster;
- Manufacture of concrete and articles of concrete, cement and plaster;
- Manufacture of other non-metallic mineral products not elsewhere classified;
- Wholesale of construction materials and other installation supplies.

## 2. Company's operational objectives:

- Preserve and develop shareholders' investment capital;

- Ensure harmony of interests of the State, Company, shareholders and employees;

- Build and develop the Company's brand into a strong brand, affirming its position in the domestic and foreign markets, while simultaneously expanding and developing other areas of operation in which the Company has advantages, creating a foundation for stable, long-term and solid development.

- Contribute significantly to improving the efficiency and competitiveness of enterprises, creating strong motivation and dynamic management mechanism for the Company.

- Mobilize capital from organizations and individuals to continuously invest in technological innovation and business development.

- Gradually expand the market, promote business activities, create jobs and income for workers, ensure the legitimate rights of shareholders, and fulfill obligations to the State.

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

The Company is permitted to conduct business activities in the fields specified in this Charter, has registered, notified changes to the registration content to the business registration authority and has announced on the National Business Registration Information Portal. In case the Company conducts business in the field of conditional investment and business, the Company must satisfy all business conditions as prescribed by the Investment Law and relevant specialized laws.

### **IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS**

#### **Article 6. Charter capital, shares, founding shareholders**

1. The Company's charter capital is: **1.461.099.000.000 VND** (*in words: One thousand four hundred sixty one billion ninety nine million VND*)

The total charter capital of the Company is divided into 146.109.900 (*One hundred forty-six million one hundred and nine thousand nine hundred*) shares with a par value of VND 10.000/share.

2. The Company may change its charter capital when approved by the General Meeting of Shareholders and in accordance with the provisions of law.

3. The Company's shares on the date of approval of this Charter include common shares and preferred shares (if any). The rights and obligations of shareholders holding each type of shares are stipulated in Article 12 and Article 13 of this Charter.



4. The Company may issue other types of preferred shares after approval by the General Meeting of Shareholders and in accordance with the provisions of law.

5. Common shares must be offered to existing shareholders in proportion to their ownership of common shares in the Company, unless otherwise decided by the General Meeting of Shareholders. The number of shares that shareholders do not register to buy in full will be decided by the Board of Directors of the Company. The Board of Directors may distribute such shares to shareholders and others with conditions no more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders or otherwise provided by the law on securities.

6. The Company may purchase shares issued by the Company itself in the manner prescribed in this Charter and applicable laws.

7. The Company may issue other types of securities in accordance with the provisions of law.

#### **Article 7. Stock certificates**

1. Shareholders of the Company are issued stock certificates corresponding to the number of shares and type of shares owned.

2. Shares are securities that confirm the legal rights and interests of the owner to a portion of the issuing organization's equity. Shares must have full contents as prescribed in Clause 1, Article 121 of the Enterprise Law.

3. Within thirty (30) days from the date of submission of a complete application for transfer of share ownership as prescribed by the Company or within thirty (30) days from the date of full payment for the purchase of shares as prescribed in the Company's share issuance plan or other period as prescribed by the issuance terms, the owner of the shares shall be issued a share certificate. The owner of shares shall not have to pay the Company the cost of printing the share certificate.

4. In case a share certificate is lost, damaged or otherwise destroyed, the shareholder shall be reissued a share certificate by the Company upon the shareholder's request. The shareholder's request must include the following contents:

a) Information about shares that have been lost, damaged or destroyed in any other way;

b) Commit to take responsibility for disputes arising from the re-issuance of new shares.

**Article 8. Other securities certificates**

Bond certificates or other securities certificates issued by the Company shall be signed by the legal representative and sealed by the Company.

**Article 9. Transfer of shares**

1. All shares are freely transferable unless otherwise provided by this Charter and the law. Shares listed on the Stock Exchange are transferred in accordance with the provisions of the law on securities and the stock market.

2. Shares that have not been fully paid for cannot be transferred and cannot enjoy related rights such as the right to receive dividends, the right to receive shares issued to increase share capital from equity, the right to purchase newly offered shares and other rights as prescribed by law.

**Article 10. Revocation of shares (in case of business registration)**

1. In case a shareholder fails to pay in full and on time the amount payable to purchase shares, the Board of Directors shall notify and have the right to request that shareholder to pay the remaining amount and be responsible for the total par value of the shares registered to purchase for the Company's financial obligations arising from failure to pay in full.

2. The above payment notice must clearly state the new payment period (at least seven (07) days from the date of sending the notice), the payment location and the notice must clearly state that in case of failure to pay as required, the unpaid shares will be revoked.

3. The Board of Directors has the right to revoke the shares that have not been paid in full and on time in case the requirements in the above notice are not implemented.

4. The revoked shares are considered shares that are eligible for sale as prescribed in Clause 3, Article 112 of the Enterprise Law. The Board of Directors may directly or authorize the sale or redistribution under the conditions and methods that the Board of Directors deems appropriate.

5. Shareholders holding revoked shares must give up their shareholder status with respect to those shares, but must still be responsible for the total par value of the shares registered for purchase for the Company's financial obligations arising at the time of revocation according to the decision of the Board of Directors from the date of revocation until the date of payment. The Board of Directors has full authority to decide on compulsory payment of the entire value of shares at the time of revocation.



6. The notice of revocation shall be sent to the holder of the revoked shares before the time of revocation. The revocation shall remain effective even in the event of error or negligence in sending the notice.

## **V. ORGANIZATIONAL STRUCTURE, MANAGEMENT AND CONTROL**

### **Article 11. Organizational structure, administration and control**

The Company's organizational, management, administration and control structure includes:

1. General meeting of shareholders.
2. Board of Directors, Board of Supervisors
3. General Director.

## **VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS**

### **Article 12. Shareholders' rights**

1. Common shareholders have the following rights:
  - a) Attend and speak at the General Meeting of Shareholders and exercise voting rights directly or through an authorized representative or in other forms as prescribed by the Company Charter or the law. Each common share has one vote;
  - b) Receive dividends at the level decided by the General Meeting of Shareholders;
  - c) Priority in purchasing new shares corresponding to the ratio of common shares owned by each shareholder in the Company;
  - d) Freely transfer his/her shares to others, except for the cases specified in Clause 3, Article 120, Clause 1, Article 127 of the Law on Enterprises and other relevant legal provisions;
  - d) Review, look up and extract information about names and contact addresses in the list of shareholders with voting rights; request correction of incorrect information;
  - e) Review, look up, extract or photocopy the Company Charter, minutes of the Shareholders' Meeting and Resolutions of the Shareholders' Meeting;
  - g) When the Company is dissolved or bankrupt, receive a portion of the remaining assets corresponding to the percentage of shares owned in the Company;

h) Request the Company to repurchase shares in the cases specified in Article 132 of the Law on Enterprises;

i) Equal treatment Each share of the same type gives the shareholder equal rights, obligations and benefits. In case the Company has preferential shares, the rights and obligations attached to the preferential shares must be approved by the General Meeting of Shareholders and fully disclosed to the shareholders;

k) Have full access to periodic and irregular information published by the Company in accordance with the provisions of law;

l) To protect their legitimate rights and interests; to request the suspension or cancellation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the provisions of the Law on Enterprises;

m) Other rights as prescribed by law and this Charter.

2. Shareholders or groups of shareholders owning 5% or more of total common shares have the following rights:

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

b) Review, look up, and extract the minutes and resolutions and decisions of the Board of Directors, semi-annual and annual financial reports, reports of the Board of Supervisors, contracts and transactions that must be approved by the Board of Directors and other documents, except for documents related to the Company's trade secrets and business secrets;

c) Request the Board of Supervisors to inspect each specific issue related to the management and operation of the Company when deemed necessary. The request must be in writing and must include the following contents: full name, contact address, nationality, legal document number of the individual for individual shareholders; name, enterprise code or legal document number of the organization, head office address for institutional shareholders; number of shares and time of share registration of each shareholder, total number of shares of the entire group of shareholders and ownership ratio in the total number of shares of the Company; issues to be inspected, purpose of inspection;

d) Propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company at least three (03) working days before the opening date. The proposal must clearly state the name of the shareholder, the number of each type of shares of the shareholder, and the issues proposed to be included in the agenda;

d) Other rights as prescribed by law and this Charter.

3. Shareholders or groups of shareholders owning 10% or more of the total number of common shares have the right to nominate people to the Board of Directors and the Board of Supervisors. The nomination of people to the Board of Directors and the Board of Supervisors is carried out as follows:

a) Ordinary shareholders forming a group to nominate people for the Board of Directors and the Board of Supervisors must notify the attending shareholders of the group meeting before the opening of the General Meeting of Shareholders;

b) Based on the number of members of the Board of Directors and the Supervisory Board, the shareholder or group of shareholders specified in this clause has the right to nominate one or several people according to the decision of the General Meeting of Shareholders as candidates for the Board of Directors and the Supervisory Board. In case the number of candidates nominated by the shareholder or group of shareholders is lower than the number of candidates they are entitled to nominate according to the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board and other shareholders.

### **Article 13. Obligations of shareholders**

Common shareholders have the following obligations:

1. Pay in full and on time for the number of shares committed to purchase.

2. The capital contributed in the form of common shares shall not be withdrawn from the Company in any form, except in the case where the Company or another person buys back the shares. In case a shareholder withdraws part or all of the contributed capital in contravention of the provisions of this clause, that shareholder and the person with related interests in the Company shall be jointly liable for the debts and other property obligations of the Company within the value of the withdrawn shares and any damages incurred.

3. Comply with the Company's Charter and Internal Management Regulations.

4. Comply with the Resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

5. Keep confidential the information provided by the Company according to the provisions of the Company Charter and the law; only use the information provided to exercise and protect one's legitimate rights and interests; strictly prohibit the dissemination or copying or sending of information provided by the Company to other organizations or individuals.

6. Attend the General Meeting of Shareholders and exercise voting/election rights through the following forms:

- a) Attend and vote/elect directly at the meeting;
- b) Authorize other individuals and organizations to attend and vote/elect at the meeting;
- c) Attend and vote/elect via online conference, electronic voting or other electronic form;
- d) Send voting/election ballots to the meeting via mail, fax, email;
- d) Send ballots/elections by other means as prescribed by law.

7. Be personally responsible when performing one of the following acts on behalf of the Company in any form:

- a) Violation of the law;
- b) Conducting business and other transactions for personal gain or to serve the interests of other organizations or individuals;
- c) Pay off debts that are not due before financial risks to the Company.

8. Fulfill other obligations as prescribed by current laws.

#### **Article 14. General meeting of shareholders**

1. The General Meeting of Shareholders, comprising all shareholders with voting rights, is the highest decision-making body of the Company. The General Meeting of Shareholders meets annually once a year and within four (04) months from the end of the fiscal year. The Board of Directors decides to extend the annual General Meeting of Shareholders if necessary, but not more than six (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 venue of the General Meeting of Shareholders is determined to be the place where the Chairman attends the meeting and must be in Vietnam.

2. The Board of Directors convenes the Annual General Meeting of Shareholders and selects a suitable location. The Annual General Meeting of Shareholders decides on matters in accordance with the provisions of law and the Company's Charter, especially approving the audited annual financial statements. In case the Audit Report of the Company's annual financial statements contains material exceptions, contrary audit opinions or rejections, the Company must invite a representative of the approved auditing organization to audit the Company's financial statements to attend the Annual General Meeting of Shareholders and the representative of the above approved auditing organization

is responsible for attending the Annual General Meeting of Shareholders of the Company.

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

- a) The Board of Directors deems it necessary for the benefit of the Company;
- b) The number of remaining members of the Board of Directors and Supervisors is less than the minimum number of members as prescribed by law;
- c) At the request of a shareholder or group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises; the request to convene a meeting of the General Meeting of Shareholders must be made in writing, clearly stating the reason and purpose of the meeting, with sufficient signatures of the relevant shareholders or the request must be made in multiple copies and must include sufficient signatures of the relevant shareholders;
- d) At the request of the Board of Supervisors;
- d) Other cases as prescribed by law and this Charter.

4. Convening an extraordinary meeting of shareholders

a) The Board of Directors must convene a meeting of the General Meeting of Shareholders within sixty (60) days from the date the number of remaining members of the Board of Directors, independent members of the Board of Directors or members of the Board of Supervisors is as prescribed in Point b, Clause 3 of this Article or from the date of receipt of the request prescribed in Point c and Point d, Clause 3 of this Article;

b) In case the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in Point a, Clause 4 of this Article, within the next thirty (30) days, the Board of Supervisors shall replace the Board of Directors to convene the General Meeting of Shareholders as prescribed in Clause 3, Article 140 of the Law on Enterprises;

c) In case the Board of Supervisors fails to convene the General Meeting of Shareholders as prescribed in Point b, Clause 4 of this Article, the shareholder or group of shareholders prescribed in Point c, Clause 3 of this Article shall have the right to request the Company representative to convene the General Meeting of Shareholders as prescribed in 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 making decisions of the General Meeting of Shareholders. All costs for convening



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

d) Procedures for organizing a meeting of the General Meeting of Shareholders as prescribed in 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 has the following rights and obligations:

- a) Approving the Company's development orientation;
- b) Decide on the types of shares and the total number of shares of each type that are allowed to be offered for sale; decide on the annual dividend rate for each type of shares;
- c) Elect, dismiss, remove members of the Board of Directors and Supervisors;
- d) Decision to invest or sell assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial report;
- d) Decision to amend and supplement the Company Charter;
- e) Approval of annual financial reports;
- g) Decision to buy back more than 10% of total sold shares of each type;
- h) Review and handle violations by members of the Board of Directors and Supervisors that cause damage to the Company and its shareholders;
- i) Decision to reorganize and dissolve the Company;
- k) Decide on the budget or total remuneration, bonuses and other benefits for the Board of Directors and the Board of Supervisors;
- l) Approve/Amend and supplement the Internal Governance Regulations; Regulations on the operation of the Board of Directors and the Board of Supervisors;
- m) Approve the list of approved auditing companies; decide on the approved auditing company to conduct audits of the Company's operations, and dismiss approved auditors when deemed necessary;
- n) Other rights and obligations as prescribed by law.



2. The General Meeting of Shareholders discusses and approves the following issues:

- a) The Company's annual business plan;
- b) Audited annual financial statements;
- c) Report of the Board of Directors on the management and performance of the Board of Directors and each member of the Board of Directors;
- d) Report of the Board of Supervisors on the Company's business results, performance of the Board of Directors and General Director;
- d) Self-assessment report on performance of the Board of Supervisors and Supervisors;
- e) Dividend level for each share of each type;
- g) Number of members of the Board of Directors and Board of Supervisors;
- h) Elect, dismiss, remove members of the Board of Directors and Supervisors;
- i) Decide on the budget or total remuneration, bonuses and other benefits for the Board of Directors and Board of Supervisors;
- k) Approve the list of approved auditing companies; decide on approved auditing companies to conduct audits of the company's operations when deemed necessary;
- l) Supplement and amend the Company Charter;
- m) Types of shares and number of new shares issued for each type of shares and transfer of shares by founding members within the first 03 years from the date of establishment;
- n) Division, separation, consolidation, merger or conversion of the Company;
- o) Reorganize and dissolve (liquidate) the Company and appoint a liquidator;
- p) Decision to invest or sell assets with a value of 35% or more total asset value or more recorded in the Company's most recent Financial Statement;
- q) Decision to buy back more than 10% of total sold shares of each type;
- r) The Company signs contracts and transactions with the subjects specified in Clause 1, Article 167 of the Law on Enterprises with a value of 35% or more of the total value of the Company's assets recorded in the most recent financial report;

s) Approve the 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) Approve/Amend and supplement the internal regulations on corporate governance, regulations on the operation of the Board of Directors, regulations on the operation of the Board of Supervisors;

u) Other issues as prescribed by law and this Charter.

3. All resolutions and issues 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. An individual shareholder may only authorize 01 other individual or organization to act as an authorized representative. An organization that is a shareholder of a Company that owns at least 10% of the total number of common shares may authorize a maximum of 05 authorized representatives.

2. Shareholders and authorized representatives of institutional shareholders may directly attend the meeting or authorize other individuals or organizations to attend the meeting or attend the meeting through one of the forms prescribed in Clause 3, Article 144 of the Law on Enterprises, according to the following specific ratios:

a) For individual shareholders, only 01 individual or 01 other organization may be authorized to attend the meeting;

b) In case a shareholder is an organization that owns less than 10% of the total number of common shares, it has the right to authorize a maximum of one (01) person to attend the General Meeting of Shareholders, and from 10% or more of the total number of common shares, it has the right to authorize a maximum of five (05) people to attend the meeting. In case there is more than one authorized representative, the number of shares and votes authorized for each representative must be specifically determined. In case the owner, member, or shareholder of the company does not determine the capital contribution and the corresponding number of shares for each authorized representative, the capital contribution and the number of shares will be divided equally among the number of authorized representatives.

3. The authorization for an individual or organization to represent the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be made in writing. The authorization document shall be made in accordance with the provisions of civil law and must clearly state the name of the authorizing shareholder, the name of the individual, the legal representative, the number of

authorized shares, the content of the authorization, the scope of authorization, the duration of authorization, and the signatures of the authorizing party and the authorized party.

The person authorized to attend the General Meeting of Shareholders must submit a power of attorney when registering to attend the meeting. In case of re-authorization, the person attending the meeting must also present the original power of attorney of the shareholder or the authorized representative of the shareholder being an organization (if not previously registered with the Company).

4. The voting ballot/election ballot of the authorized person attending the meeting within the scope of authorization remains valid unless one of the following cases occurs:

- a) The authorized person is dead, has limited civil act capacity or has lost civil act capacity;
- b) The principal has revoked the authorization;
- c) The principal has revoked the authority of the person performing the authorization.

This provision shall not apply in the event that the Company receives notice of one of the above events before the opening of the General Meeting of Shareholders or before the meeting is reconvened.

### **Article 17. Change of rights**

1. The change or cancellation of special rights attached to a type of preferred shares shall be effective when approved by shareholders representing 65% or more of the total number of votes of all shareholders/shareholder representatives attending the meeting. A resolution of the General Meeting of Shareholders on the content that adversely changes the rights and obligations of shareholders owning preferred shares shall only be approved if approved by the number of preferred shareholders of the same type attending the meeting owning 75% or more of the total number of preferred shares of that type or approved by the preferred shareholders of the same type owning 75% or more of the total number of preferred shares of that type in the case of passing the resolution in the form of obtaining written opinions.

2. The organization of a meeting of shareholders holding a type of preferred shares to approve the above-mentioned change of rights is only valid when there are at least 02 shareholders (or their authorized representatives) and holding at least 1/3 of the par value of the issued shares of that type. In case there are not

enough shareholders/shareholder representatives as stated above, the meeting will be re-organized within the next 30 days and the holders of shares of that type (regardless of the number of people and shares) present in person or through authorized representatives are considered to have sufficient number of shareholders/shareholder representatives required. At the meetings of shareholders holding the above-mentioned preferred shares, the holders of shares of that type present in person or through representatives may request a secret ballot. Each share of the same type has equal voting rights at the above-mentioned meetings.

3. The procedures for conducting such separate meetings shall be similar to those provided for in Articles 19, 20 and 21 of this Charter.

4. Unless otherwise provided in the terms of issue of shares, the special rights attached to the classes of shares with preferential rights in respect of some or all matters relating to the distribution of profits or assets of the Company shall not be changed when the Company issues additional shares of the same class.

#### **Article 18. Convening meetings, meeting agenda and notice of invitation to the General Meeting of Shareholders**

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

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

a) Prepare a list of shareholders eligible to attend and vote/elect at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than ten (10) days before the date of sending the notice of invitation to the General Meeting of Shareholders. The Company must disclose information on the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the last registration date;

b) Prepare the conference program and content;

c) Prepare documents for the congress;

d) Draft resolution of the General Meeting of Shareholders according to the expected content of the meeting;

d) Determine the time and place of the congress;

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

g) Other tasks serving the congress.

3. The notice of the General Meeting of Shareholders shall be sent to all shareholders by a method that ensures that it reaches the shareholders' contact addresses, and shall be published on the Company's website and the State Securities Commission and the Stock Exchange where the Company's shares are listed. The person convening the General Meeting of Shareholders shall send the notice of the meeting to all shareholders on the List of Shareholders entitled to attend the meeting at least 21 days before the opening date of the meeting (calculated from the date on which the notice is validly sent or transmitted). The agenda of the General Meeting of Shareholders and documents related to the issues to be voted on at the meeting shall be sent to shareholders and/or posted on the Company's website. In the event that the documents are not enclosed with the notice of the General Meeting of Shareholders, the notice of invitation to the meeting shall clearly state the link to all meeting documents for shareholders to access, including:

a) Meeting agenda and documents used in the meeting;

b) List and detailed information of candidates in case of election of members of the Board of Directors and Supervisors;

c) Voting/election ballot;

d) Draft resolutions for each issue in the meeting agenda.

4. Shareholders or groups of shareholders as prescribed in Clause 2, Article 12 of this Charter have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and must be sent to the Company at least 07 working days before the opening date of the meeting. The proposal must clearly state the name of the shareholder, the number of each type of shares of the shareholder, and the issues proposed to be included in the agenda.

5. The person convening the General Meeting of Shareholders has the right to reject the proposal specified in Clause 4 of this Article if it falls under one of the following cases:

a) The petition is sent in violation of the provisions in Clause 4 of this Article;

b) At the time of the proposal, the shareholder or group of shareholders does not hold 5% or more of common shares as prescribed in Clause 2, Article 12 of this Charter;



c) The proposed issue is not within the scope of decision-making authority of the General Meeting of Shareholders;

d) Other cases as prescribed by law and this Charter.

6. The convener of the General Meeting of Shareholders must accept and include the proposal specified in Clause 4 of this Article in the proposed agenda and content of the meeting, except for the case specified in Clause 5 of this Article; the proposal shall be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

#### **Article 19. Conditions for holding a General Meeting of Shareholders**

1. The General Meeting of Shareholders is held when the number of shareholders attending the meeting represents more than 50% of the total number of votes.

2. In case the first meeting does not meet the conditions for holding it as prescribed in Clause 1 of this Article, the notice of invitation to the second meeting shall be sent within 30 days from the date of the first meeting. The second General Meeting of Shareholders shall be held when the number of shareholders attending the meeting represents 33% or more of the total number of votes.

3. In case the second meeting does not meet the conditions for holding the meeting as prescribed in Clause 2 of this Article, the notice of invitation to the third meeting must be sent within 20 days from the date of the planned second meeting. The third General Meeting of Shareholders shall be held regardless of the total number of votes of the shareholders attending the meeting.

#### **Article 20. Procedures for conducting meetings and voting at the General Meeting of Shareholders**

1. Before opening the meeting, the Company must carry out shareholder registration procedures and must carry out the registration until all shareholders entitled to attend the meeting are present and registered in the following order:

a) When registering shareholders, the Company shall issue to each shareholder or authorized representative with voting rights a voting card/ballot/election ballot, on which is stated the registration number, full name of the shareholder, full name of the authorized representative and the number of votes/election ballots of that shareholder. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted by voting in favor, against, and without opinion. The vote counting results shall be announced by the Chairman/Vote Counting Committee immediately before the closing of the meeting. The General Meeting shall elect those responsible for counting votes or supervising the counting of votes at the request of the Chairman.



The number of members of the Vote Counting Committee shall be decided by the General Meeting of Shareholders based on the request of the Chairman of the meeting;

b) Shareholders, authorized representatives of institutional shareholders or authorized persons arriving after the meeting has opened have the right to register immediately and then have the right to participate and vote/elect at the meeting immediately after registration. The chairperson is not responsible for stopping the meeting to allow late shareholders to register and the validity of the contents previously voted/elected remains unchanged.

2. The election of the Chairman, Secretary, Shareholder Qualification Inspection Committee/Shareholder Representative and Vote Counting Committee is regulated as follows:

a) The Chairman of the Board of Directors shall act as Chairman or authorize another member of the Board of Directors to act as Chairman of the General Meeting of Shareholders convened by the Board of Directors. In case the Chairman is absent or temporarily unable to work, the remaining members of the Board of Directors shall elect one of them as Chairman of the meeting according to the majority principle. In case no one can be elected as Chairman, the Head of the Supervisory Board shall direct the General Meeting of Shareholders to elect the Chairman of the meeting from among the attendees and the person with the highest number of votes shall act as Chairman of the meeting;

b) Except for the case specified in Point a of this Clause, the person who signs the convening of the General Meeting of Shareholders shall direct the General Meeting of Shareholders to elect the Chairman of the meeting and the person with the highest number of votes shall be the Chairman of the meeting;

c) The Chairman appoints one or more people to act as meeting secretaries; the Shareholder Qualification Examination Committee serves the meeting;

d) The General Meeting of Shareholders elects one or more people to the vote counting committee at the request of the Chairman of the meeting.

3. The agenda and content of the meeting must be approved by the General Meeting of Shareholders in the opening session. The agenda must clearly and specifically specify the time for each issue in the meeting agenda.

4. The chairman of the meeting has 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 reflecting the wishes of the majority of attendees.

a) Seating arrangement at the venue of the General Meeting of Shareholders;

b) Ensure safety for everyone present at meeting locations;

c) Create conditions for shareholders to attend (or continue to attend) the meeting. The convener of the General Meeting of Shareholders has the full right to change the above measures and apply all necessary measures. The measures applied may be to issue admission tickets or use other forms of selection.

5. The General Meeting of Shareholders discusses and votes on each issue in the agenda. Voting is conducted by voting for, against and abstaining. The vote counting results are announced by the Chairman immediately before the closing of the meeting.

6. Shareholders or authorized persons who arrive after the meeting has opened may still register and have the right to vote immediately after registration; in this case, the validity of the previously voted contents shall not change.

7. The convener or Chairman of the General Meeting of Shareholders has the following rights:

a) Require all meeting attendees to submit to inspection or other reasonable, legal security measures;

b) Request competent authorities to maintain order at the meeting; expel those who do not comply with the Chairman's authority, intentionally disrupt order, prevent the normal progress of the meeting or do not comply with security check requirements from the General Meeting of Shareholders.

8. The Chairman has the right to postpone a General Meeting of Shareholders with a sufficient number of registered attendees for no more than 03 working days from the date of the scheduled opening of the meeting and may only postpone the meeting or change the meeting location in the following cases:

a) The meeting location does not have enough convenient seating for all attendees;

b) The media at the meeting location does not ensure that shareholders attending the meeting can participate, discuss and vote;

c) There are people attending the meeting who obstruct or disrupt order, and risk making the meeting not be conducted fairly and legally.

9. In case the Chairman postpones 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 Chairman in conducting the meeting until its conclusion; all resolutions passed at that meeting shall be effective.

10. In case the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company is responsible for ensuring that shareholders attend and vote by electronic voting or other electronic forms as prescribed in Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/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 the Resolution of the General Meeting of Shareholders to be passed**

1. Resolutions on the following contents shall be passed if approved by shareholders representing 65% or more of the total votes of all shareholders attending and voting at the meeting, except for the cases specified in Clauses 3, 4 and 6, Article 148 of the Law on Enterprises:

- a) Type of shares and total number of shares of each type;
- b) Change of industry, profession and business field;
- c) Change the Company's management structure;
- d) Investment project or sale of assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial report;
- d) Reorganize and dissolve the Company.

2. Resolutions are passed when approved by shareholders owning more than 50% of the total number of votes of all shareholders attending and voting at the meeting, except for the cases specified in Clause 1 of this Article and Clauses 3, 4 and 6, Article 148 of the Law on Enterprises.

3. Voting to elect members of the Board of Directors and the Supervisory Board must be carried out by cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of elected members of the Board of Directors or the Supervisory Board and shareholders have the right to accumulate all or part of their total votes for one or several candidates. The elected members of the Board of Directors or Supervisory Board are determined by the number of votes from high to low, starting from the candidate with the highest number of votes until the number of members specified in the Company's Charter is sufficient. In case there are 02 or more candidates with the same number of votes for the final member of the Board of Directors or the Supervisory Board, a re-election will be conducted among the candidates with the same number of votes or selection will be made according to the criteria specified in the Company's election regulations.

4. Resolutions of the General Meeting of Shareholders passed by 100% of the total number of voting shares are legal and effective even if the order and

procedures for convening the meeting and passing the resolution violate the provisions of the Law on Enterprises and the Company Charter.

**Article 22. Authority and procedures for obtaining shareholders' written opinions to pass Resolutions of the General Meeting of Shareholders**

The authority and procedures for obtaining written opinions of shareholders to pass the Resolution of the General Meeting of Shareholders shall be implemented according to the following provisions:

1. The Board of Directors has the right to obtain written opinions from shareholders to pass resolutions of the General Meeting of Shareholders. Written opinions from shareholders may not be obtained in the cases specified in Clause 2, Article 147 of the Law on Enterprises, specifically:

- a) Amend and supplement the contents of the Company Charter;
- b) Company development orientation;
- c) Type of shares and total number of shares of each type;
- d) Elect, dismiss, remove members of the Board of Directors and the Board of Supervisors;
- d) Decision to invest or sell assets with a value of 35% or more of the total asset value recorded in the company's most recent financial report, except in cases where the Company Charter stipulates a different ratio or value;
- e) Approval of annual financial reports;
- g) Reorganization and dissolution of the company.

2. The Board of Directors must prepare the opinion ballot, draft resolution of the General Meeting of Shareholders, documents explaining the draft resolution and send them to all shareholders with voting rights at least 15 days before the deadline for returning the opinion ballot. The requirements and method of sending the opinion ballot and accompanying documents shall be implemented in accordance with the provisions of Clause 3, Article 18 of this Charter.

3. The opinion form must have the following main contents:

- a) Name, head office address, business registration number;
- b) Purpose of collecting opinions;
- c) Full name, contact address, nationality, legal document number of the individual for individual shareholders; name, enterprise code or legal document number of the organization, head office address for organizational shareholders or full name, contact address, nationality, legal document number of the

individual for the representative of the organizational shareholder; number of shares of each type and number of votes of the shareholder;

d) Issues requiring consultation to pass a decision;

d) Voting options include approval, disapproval and no opinion on each issue for which opinions are sought;

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

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

4. Shareholders may send completed ballots to the Company by mail, fax or email according to the following provisions:

a) In case of sending a letter, the answered opinion form must be signed by the individual shareholder, the authorized representative or the legal representative of the shareholder being an organization. The opinion form sent to the Company must be contained in a sealed envelope and no one is allowed to open it before the vote counting;

b) In case of sending by fax or email, the opinion form sent to the Company must be kept confidential until the time of vote counting;

c) Voting forms sent to the Company after the deadline specified in the voting form or opened in the case of mailing and disclosed in the case of faxing or emailing are invalid. Voting forms that are not returned are considered as non-voting forms.

5. The Board of Directors shall count the votes and prepare a vote counting record under the witness of the Board of Supervisors or of shareholders who do not hold management positions in the Company. The vote counting record must contain the following main contents:

a) Name, head office address, business registration number;

b) Purpose and issues to be consulted to pass the resolution;

c) Number of shareholders with total number of votes participated in voting, distinguishing between valid and invalid votes and method of sending votes, with appendix of list of shareholders participating in voting;

d) Total number of votes in favor, against and abstentions on each issue;

d) The issue passed and the corresponding percentage of votes passed;

e) Full name and signature of the Chairman of the Board of Directors, the vote counter and the vote counting supervisor.



Members of the Board of Directors, vote counters and vote counting supervisors shall be jointly responsible for the truthfulness and accuracy of the vote counting minutes; and jointly responsible for damages arising from decisions passed due to dishonest and inaccurate vote counting.

6. The minutes of vote counting and resolutions must be sent to shareholders within 15 days from the date of completion of vote counting. The sending of the minutes of vote counting and resolutions can be replaced by posting them on the Company's website within 24 hours from the date of completion of vote counting.

7. The returned ballots, vote counting minutes, passed resolutions and related documents attached to the ballots must all be kept at the Company's head office.

8. A resolution is passed by way of obtaining written opinions from shareholders if it is approved by shareholders holding more than 50% of the total votes of all shareholders with voting rights and has the same value as a resolution passed at a meeting of the General Meeting of Shareholders.

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

1. Minutes of the General Meeting of Shareholders must be recorded and may be audio-recorded or recorded and stored in other electronic forms. Minutes must be prepared in Vietnamese, may be prepared in a foreign language, and have the following main contents:

- a) Name, head office address, business registration number;
- b) Time and place of the General Meeting of Shareholders;
- c) Meeting agenda and content;
- d) Full name of the Chairman and Secretary;
- d) Summarize the meeting proceedings and opinions expressed at the General Meeting of Shareholders on each issue in the meeting agenda;
- e) Number of shareholders and total number of votes of shareholders attending the meeting, appendix of list of registered shareholders, shareholder representatives attending the meeting with corresponding number of shares and votes;
- g) Total number of votes for each voting issue, clearly stating the voting method, total number of valid, invalid, approving, disapproving and abstaining votes; corresponding ratio to the total number of votes of shareholders attending the meeting;
- h) Total number of votes for each candidate (if any);
- i) Issues passed and corresponding percentage of votes passed;



k) Full name and signature of the Chairman and Secretary. In case the Chairman and Secretary refuse to sign the meeting minutes, the minutes shall be valid if signed by all other members of the Board of Directors attending the meeting and contain all the contents as prescribed in this clause. The meeting minutes shall clearly state the refusal of the Chairman and Secretary to sign the meeting minutes.

2. Minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The Chairman and Secretary of the meeting or other persons signing the minutes of the meeting must be jointly responsible for the truthfulness and accuracy of the contents of the minutes.

3. Minutes made in Vietnamese and foreign languages have the same legal effect. In case of any difference in content between the minutes in Vietnamese and in foreign languages, the content in the minutes in Vietnamese shall apply.

4. Resolutions, Minutes of the General Meeting of Shareholders, appendix of list of shareholders registered to attend the meeting with shareholders' signatures, authorization letter to attend the meeting, all documents attached to the Minutes (if any) and related documents attached to the meeting invitation must be disclosed in accordance with the law on information disclosure on the stock market and must be kept at the Company's head office.

#### **Article 24. Request to cancel Resolution of the General Meeting of Shareholders**

Within 90 days from the date of receipt of the resolution or minutes of the General Meeting of Shareholders or the minutes of the results of the vote counting to obtain opinions of the General Meeting of Shareholders, the shareholder or group of shareholders specified in Clause 2, Article 115 of the Law on Enterprises has the right to request the Court or Arbitration to review and cancel the resolution or part of the content of the resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening meetings and making decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the Company Charter, except for the case specified in Clause 3, Article 21 of this Charter.

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

### **VII. BOARD OF DIRECTORS**

#### **Article 25. Candidacy and nomination of members of the Board of Directors**

1. In case the Board of Directors candidates have been identified, the Company must disclose information related to the candidates at least ten (10) days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. The Board of Directors candidates must have a written commitment to the honesty and accuracy of the disclosed personal information and must commit to performing their duties honestly, carefully and in the best interests of the Company if elected as a member of the Board of Directors. Information related to the Board of Directors candidates to be disclosed includes:

a) Full name, date of birth;

b) Professional qualifications;

c) Work process;

d) Other management positions (including positions on the Board of Directors of other companies);

d) Benefits related to the Company and its related parties;

e) Other information (if any) as prescribed in the Company Charter;

g) The company must be responsible for disclosing information about the companies in which the candidate is holding the position of member of the Board of Directors, other management positions and the interests related to the company of the candidate for the Board of Directors (if any).

2. Shareholders or groups of shareholders owning 10% or more of the total number of common shares have the right to nominate candidates for the Board of Directors in accordance with the provisions of the Enterprise Law and the Company's Charter. Shareholders holding common shares have the right to aggregate their voting rights to nominate candidates for 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 (01) candidate; from 20% to less than 30% may nominate up to two (02) candidates; from 30% to less than 40% may nominate up to three (03) candidates; from 40% to less than 50% may nominate up to four (04) candidates; from 50% to less than 60% may nominate up to five (05) candidates; from 60% to less than 70% may nominate up to six (06) candidates; from 70% to 80% may nominate up to seven (07) candidates; and from 80% to less than 90% may nominate up to eight (08) candidates.

3. In case the number of candidates for the Board of Directors through nomination and candidacy is still not enough as required in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with the provisions

of the Company Charter, the Internal Regulations on Corporate Governance and the Operating Regulations of the Board of Directors. The introduction 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 in accordance with the provisions of law.

4. Members of the Board of Directors must meet the standards and conditions prescribed in Clause 1 and Clause 2, Article 155 of the Law on Enterprises and this Charter.

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

1. The number of members of the Board of Directors is 05 people.

2. The term of office of a member of the Board of Directors shall not exceed five (05) 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 02 consecutive terms. In the event that all members of the Board of Directors end their terms at the same time, such members shall continue to be members of the Board of Directors until a new member is elected to replace them and take over the work.

3. The composition of the Board of Directors is as follows:

The structure of the Board of Directors of the company must ensure that at least 1/3 of the total number of Board members are non-executive members. The company limits the number of Board members who concurrently hold executive positions of the Company to ensure the independence of the Board of Directors.

After the Company is listed, the total number of independent members of the Board of Directors must ensure the following regulations:

a) There must be at least 01 independent member in case the company has from 03 to 05 members on the Board of Directors;

b) There must be at least 02 independent members in case the company has from 06 to 08 members on the Board of Directors;

c) There must be at least 03 independent members in case the company has from 09 to 11 members on the Board of Directors.

4. A member of the Board of Directors shall no longer be eligible to be a member of the Board of Directors in the event that he/she is dismissed, removed or replaced by the General Meeting of Shareholders in accordance with the provisions of Article 160 of the Law on Enterprises.

5. The appointment of members of the Board of Directors must be announced in accordance with the law on information disclosure on the stock market.

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

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

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

2. The rights and obligations of the Board of Directors are stipulated by law, the Company Charter and the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:

a) Decide on the Company's strategy, medium-term development plan and annual business plan;

b) Propose the type of shares and the total number of shares of each type that can be offered for sale;

c) Decision to sell unsold shares within the number of shares allowed to be offered for sale of each type; decision to raise additional capital in other forms;

d) Decide on the selling price of the Company's shares and bonds;

d) Decision to repurchase shares as prescribed in Clause 1 and Clause 2, Article 133 of the Law on Enterprises;

e) Decide on investment plans and investment projects within the authority and limits prescribed by law;

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

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

i) Elect, dismiss, remove the Chairman of the Board of Directors, appoint, dismiss, sign contracts, terminate contracts with the General Director and other important managers as prescribed in the Company Charter; decide on salaries, remuneration, bonuses and other benefits of such managers; appoint authorized representatives to participate in the Board of Members or General Meeting of

Shareholders at other companies, decide on remuneration and other benefits of such persons;

k) Supervise and direct the General Director and other managers in the daily operation of the Company;

l) Decide on the organizational structure and internal management regulations of the Company, decide on the establishment of subsidiaries, branches, representative offices and capital contribution and purchase of shares of other enterprises;

m) Approve the agenda and content of documents for the General Meeting of Shareholders, convene the General Meeting of Shareholders or collect opinions for the General Meeting of Shareholders to pass resolutions;

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

o) Propose the level of dividends to be paid; decide on the time limit and procedures for paying dividends or handling losses arising during the business process;

p) Propose the reorganization and dissolution of the Company; request the bankruptcy of the Company;

q) Decision to promulgate the Board of Directors' Operating Regulations, Internal Regulations on Corporate Governance after being approved by the General Meeting of Shareholders; Regulations on information disclosure of the company;

r) Request the General Director and other managers in the company to provide information and documents on the financial situation and business activities of the company and of units within the company.

The manager is required to promptly, fully and accurately provide information and documents as requested by the Board of Directors members. The order and procedures for requesting and providing information are specifically regulated in the Board of Directors' Operating Regulations.

s) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other provisions of law and the Company Charter.

3. The Board of Directors must report to the General Meeting of Shareholders on the Board of Directors' performance in accordance with current laws.

**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 efficiency.

2. Members of the Board of Directors are entitled to remuneration and bonuses. The remuneration is calculated based on the number of working days required to complete the duties of the Board of Directors members and the daily remuneration. The Board of Directors estimates the remuneration for each member based on the principle of consensus. The total remuneration and bonuses of the Board of Directors are decided by the General Meeting of Shareholders at the annual meeting.

3. The remuneration of each member of the Board of Directors is included in the Company's business expenses according to the provisions of the law on corporate income tax, shown as a separate item in the Company's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.

4. A member of the Board of Directors holding an executive position or a member of the Board of Directors serving on subcommittees of the Board of Directors or performing other tasks beyond the scope of the normal duties of a member of the Board of Directors may be paid additional remuneration in the form of a lump sum, salary, commission, percentage of profits or in other forms as decided by the Board of Directors.

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

6. The Company may purchase liability insurance for members of the Board of Directors after approval by the General Meeting of Shareholders. This insurance does not include insurance for the responsibilities of members of the Board of Directors related to violations of the law and the Company's Charter.

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

1. The Chairman of the Board of Directors is elected, dismissed, or removed from office by the Board of Directors from among the members of the Board of Directors.

2. The Chairman of the Board of Directors may not concurrently hold the position of General Director .

3. The Chairman of the Board of Directors has the following rights and obligations:



- a) Develop programs and plans for the Board of Directors' activities;
- b) Prepare agenda, content, and documents for meetings; convene, chair, and chair meetings of the Board of Directors;
- c) Organize the adoption of resolutions and decisions of the Board of Directors;
- d) Supervise the implementation of resolutions and decisions of the Board of Directors;
- d) Chair the General Meeting of Shareholders;
- e) Other rights and obligations as prescribed by the Law on Enterprises and this Charter.

4. In case the Chairman of the Board of Directors submits a resignation or is dismissed or removed from office, the Board of Directors must elect a replacement within 10 days from the date of receipt of the resignation or dismissal or removal.

5. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize in writing another member to exercise the rights and obligations of the Chairman of the Board of Directors. In case there is no authorized person or the Chairman of the Board of Directors dies, goes missing, is detained, is serving a prison sentence, is serving an administrative penalty at a compulsory drug rehabilitation facility, a compulsory education facility, has fled from his/her place of residence, has limited or lost civil capacity, has difficulty in cognition, controlling his/her behavior, is prohibited by the Court from holding a position, practicing a profession or doing certain work, the remaining members shall elect one of the members to hold the position of Chairman of the Board of Directors according to the principle of majority approval of the remaining members until a new decision of the Board of Directors is made.

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

1. The Chairman 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 of Directors. This meeting shall be convened and chaired by the member with the highest number of votes or the highest percentage of votes. In case there is more than one member with the highest number of votes or the highest percentage of votes and equal, the members shall vote by majority to select one of them to convene the meeting of the Board of Directors.

2. The Board of Directors must meet at least once a quarter and may hold extraordinary meetings.

3. The Chairman of the Board of Directors convenes a meeting of the Board of Directors in the following cases:

- a) At the request of the Board of Supervisors or an independent member of the Board of Directors;
- b) At the request of the General Director or at least 05 other managers;
- c) Requested by at least 02 members of the Board of Directors.

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

5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receipt of the request specified in Clause 3 of this Article. In case the meeting of the Board of Directors is not convened as requested, the Chairman of the Board of Directors shall be responsible for any damage caused to the Company; the person making the request has the right to replace the Chairman of the Board of Directors in convening a meeting of the Board of Directors.

6. The Chairman of the Board of Directors or the person convening the Board of Directors meeting must send a meeting invitation at least 03 working days before the meeting date. The meeting invitation must specify the time and location of the meeting, the agenda, the issues to be discussed and decided. The meeting invitation must be accompanied by documents used at the meeting and the members' voting ballots.

Notice of Board of Directors' meeting may be sent by invitation, telephone, fax, electronic means or other means and guaranteed to reach the contact address of each member of the Board of Directors registered with the Company.

7. The Chairman of the Board of Directors or the convener shall send the meeting invitation and accompanying documents to the Supervisors as to the members of the Board of Directors.

Supervisors have the right to attend Board of Directors meetings; have the right to discuss but not to vote.

8. A meeting of the Board of Directors shall be held when at least 3/4 of the total number of members attend the meeting. In case the meeting convened in accordance with the provisions of this clause does not have the required number of members, it shall be convened for the second time within 07 days from the date of the first scheduled meeting. In this case, the meeting shall be held if more than half of the members of the Board of Directors attend the meeting.

9. A member of the Board of Directors is considered to attend and vote at the meeting in the following cases:

- a) Attend and vote directly at the meeting;
- b) Authorize another person to attend the meeting and vote as prescribed in Clause 11 of this Article;
- c) Attend and vote via online conference, electronic voting or other electronic form;
- d) Send voting ballots to the meeting via mail, fax, or email;
- d) Send ballots by other means as prescribed by law.

10. In case of sending the ballot to the meeting by mail, the ballot must be contained in a sealed envelope and must be delivered to the Chairman of the Board of Directors at least 01 hour before the opening. The ballot may only be opened in the presence of all attendees.

11. Members must attend all Board of Directors meetings. Members may authorize others to attend meetings and vote if approved by a majority of Board of Directors members.

12. Resolutions and decisions of the Board of Directors are passed if approved by the majority of members attending the meeting; in case of equal votes, the final decision belongs to the side with the opinion of the Chairman of the Board of Directors.

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

1. The Board of Directors may establish a subcommittee to be responsible for development policies, personnel, remuneration, internal audit, and risk management. The number of members of the subcommittee shall be decided by the Board of Directors, with a minimum of 03 people, including members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members of the Board of Directors should make up the majority of the subcommittee and one of these members shall be appointed as Head of the subcommittee according to the decision of the Board of Directors. The activities of the subcommittee must comply with the regulations of the Board of Directors. Resolutions of the subcommittee shall only be effective when a majority of members attend and vote for them at the subcommittee meeting.

2. The implementation of decisions of the Board of Directors or of subcommittees under the Board of Directors must comply with current legal regulations and regulations in the Company Charter and Internal Regulations on corporate governance.

### **Article 32. Person in charge of corporate governance, Company Secretary**

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

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

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

a) Advise the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and related work between the Company and shareholders;

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

c) Advice on meeting procedures;

d) Attend meetings;

d) Consulting on procedures for preparing resolutions of the Board of Directors in accordance with legal provisions;

e) Provide financial information, copies of Board of Directors meeting minutes and other information to Board of Directors members and Supervisors;

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

h) Be the point of contact with stakeholders;

i) Keep information confidential in accordance with the provisions of law and the Company's Charter;

k) Other rights and obligations as prescribed by law and this Charter.

### **VIII. GENERAL DIRECTOR AND OTHER EXECUTIVE OFFICERS**

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

The Company's management system must ensure that the management apparatus is responsible to the Board of Directors and is subject to the supervision and direction of the Board of Directors in the Company's daily business operations. The Company has a General Director, Deputy General Directors, Chief Accountant and other management positions appointed by the Board of Directors. The appointment, dismissal and removal of the above positions must be approved by resolution or decision of the Board of Directors.

#### **Article 34. Company Executives**

1. The Company's executives include the General Director, Deputy General Directors, and Chief Accountant.

2. Upon the request of the General Director and with the approval of the Board of Directors, the Company may recruit other executives with the number and standards appropriate to the Company's management structure and regulations as prescribed by the Board of Directors. Business executives must be responsible for supporting the Company in achieving its objectives in operations and organization.

3. The General Director is paid salary and bonus. The General Director's salary and bonus are decided by the Board of Directors.

4. The salary of the executive is included in the Company's business expenses according to the provisions of the law on corporate income tax, shown as a separate item in the Company's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.

#### **Article 35. Appointment, dismissal, rights and obligations of the General Director**

1. The Board of Directors appoints 01 member of the Board of Directors or hires another person as General Director.

2. The General Director is the person who runs the daily business of the Company; is supervised by the Board of Directors; is responsible to the Board of Directors and before the law for the implementation of assigned rights and obligations.

3. The term of office of the General Director shall not exceed 05 years and may be reappointed for an unlimited number of terms. The General Director must meet the standards and conditions prescribed by law and this Charter.

4. The General Director has the following rights and obligations:

a) Decide on matters related to the Company's daily business operations that are not under the authority of the Board of Directors;



b) Organize the implementation of resolutions and decisions of the Board of Directors;

c) Organize the implementation of the Company's business plan and investment plan;

d) Propose organizational structure plan and internal management regulations of the Company;

d) Appoint, dismiss, and remove management positions in the Company, except for positions under the authority of the Board of Directors;

e) Decide on salaries and other benefits for employees in the Company, including managers under the appointment authority of the General Director;

g) Labor recruitment;

h) Proposing plans to pay dividends or handle business losses;

i) Other rights and obligations as prescribed by law, this Charter and resolutions and decisions of the Board of Directors.

5. The Board of Directors may dismiss the General Director when the majority of the Board of Directors with voting rights present at the meeting agree and appoint a new General Director to replace him.

## **IX. BOARD OF SUPERVISION**

### **Article 36. Candidacy and nomination of Controllers**

1. The nomination and candidacy of members of the Board of Supervisors is carried out similarly to the provisions in Clause 1 and Clause 2, Article 25 of the Company Charter, specifically as follows:

Shareholders holding common shares have the right to aggregate their voting rights to nominate candidates for the Board of Directors. Shareholders or groups of shareholders holding from 10% to less than 20% of the total number of shares with voting rights may nominate one (01) candidate; from 20% to less than 30% may nominate up to two (02) candidates; from 30% to less than 40% may nominate up to three (03) candidates; from 40% to less than 50% may nominate up to four (04) candidates; from 50% to less than 60% may nominate up to five (05) candidates; from 60% to less than 70% may nominate up to six (06) candidates; from 70% to 80% may nominate up to seven (07) candidates; and from 80% to less than 90% may nominate up to eight (08) candidates.

2. In case the number of candidates for the Board of Supervisors through nomination and candidacy is not sufficient, the incumbent Board of Supervisors may nominate additional candidates or organize nominations in accordance with

the provisions of the Company Charter, the Internal Regulations on Corporate Governance and the Operating Regulations of the Board of Supervisors. The nomination of additional candidates by the incumbent Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes 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 number of Supervisors of the Company is three (03) people. The term of office of a Supervisor shall not exceed 05 years and he/she may be re-elected for an unlimited number of terms.

2. Controllers must meet the standards and conditions prescribed in Article 169 of the Law on Enterprises and not fall into the following cases:

- a) Work in the accounting and finance department of the Company;
- b) Being a member or employee of an independent auditing company that audits the company's financial statements for the previous 3 consecutive years.

3. The controller shall be dismissed in the following cases:

- a) No longer meeting the standards and conditions to be a Controller as prescribed in Clause 2 of this Article;
- b) Have a resignation letter and it is accepted;
- c) Other cases as prescribed by law and this Charter.

4. The Controller shall be dismissed in the following cases:

- a) Failure to complete assigned tasks and work;
- b) Failure to exercise one's rights and obligations for 06 consecutive months, except in cases of force majeure;
- c) Repeatedly or seriously violating the obligations of a Controller as prescribed by the Law on Enterprises and this Charter;
- d) Other cases according to the resolution of the General Meeting of Shareholders.

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

1. The Head of the Supervisory Board is elected by the Supervisory Board from among the Supervisors; the election, dismissal, and removal are based on the majority principle. The Supervisory Board must have more than half of its members permanently residing in Vietnam. The Head of the Supervisory Board must have a university degree or higher in one of the following majors:

economics, finance, accounting, auditing, law, business administration, or a major related to the business activities of the enterprise.

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

- a) Convene the Board of Supervisors meeting;
- b) Request the Board of Directors, General Director and other executives to provide relevant information to report to the Board of Supervisors;
- c) Prepare and sign the report of the Board of Supervisors after consulting with the Board of Directors to submit to the General Meeting of Shareholders.

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

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

1. Propose and recommend the General Meeting of Shareholders to approve the list of audit organizations approved to audit the Company's Financial Statements; decide on the approved audit organization to inspect the Company's operations, and dismiss the approved auditor when deemed necessary.

2. Be responsible to shareholders for its monitoring activities.

3. Monitor the Company's financial situation and compliance with the law in the activities of Board of Directors members, General Director, and other managers.

4. Ensure coordination of activities with the Board of Directors and General Director and shareholders.

5. In case of detecting any violation of the law or the Company Charter by a member of the Board of Directors, the General Director and other executives of the enterprise, the Supervisory Board must notify the Board of Directors in writing within 48 hours, requesting the violator to stop the violation and take measures to remedy the consequences.

6. Develop the Board of Supervisors' operating regulations and submit them to the General Meeting of Shareholders for approval.

7. Report at the General Meeting of Shareholders as prescribed in 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 Securities Law.

8. Have the right to access the Company's records and documents kept at the head office, branches and other locations; have the right to visit the workplace of the Company's managers and employees during working hours.

9. Have the right to request the Board of Directors, members of the Board of Directors, the General Director and other managers to provide complete, accurate and timely information and documents on the management, operation and business activities of the Company.

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

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

1. The Board of Supervisors must meet at least twice a year, with at least 2/3 of the members attending the meeting. Minutes of the Board of Supervisors meetings must be detailed and clear. The person taking the minutes and the members of the Board of Supervisors attending the meeting must sign the minutes of the meeting. Minutes of the Board of Supervisors meetings must be kept to determine the responsibilities of each member of the Board of Supervisors.

2. The Board of Supervisors has the right to request members of the Board of Directors, the General Director and representatives of approved auditing organizations to attend and answer questions that need clarification.

#### **Article 41. Salary, remuneration, bonus and other benefits of Controllers**

Salaries, remuneration, bonuses and other benefits of members of the Board of Supervisors are implemented according to the following provisions:

1. Members of the Board of Supervisors shall be paid salaries, remuneration, bonuses and other benefits according to the decision of the General Meeting of Shareholders. The General Meeting of Shareholders shall decide on the total salaries, remuneration, bonuses, other benefits and the annual operating budget of the Board of Supervisors.

2. Members of the Supervisory Board shall be paid for their meals, accommodation, travel, and independent consulting services at reasonable rates. The total remuneration and expenses shall not exceed the total annual operating budget of the Supervisory Board 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 are included in the Company's business expenses according to the provisions of the law on corporate income tax, other relevant legal provisions and must be recorded as a separate item in the Company's annual financial statements.

#### **X. RESPONSIBILITIES OF BOARD OF DIRECTORS MEMBERS, SUPERVISORY BOARD MEMBERS, GENERAL DIRECTOR AND OTHER MANAGERS**

Members of the Board of Directors, Supervisors, General Directors and other executives are responsible for performing their duties, including those as members of subcommittees of the Board of Directors, honestly and carefully for the benefit of the Company.

**Article 42. Responsibility to be honest and avoid conflicts of interest**

1. Members of the Board of Directors, members of the Supervisory Board, the General Director and other managers must publicly 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 Supervisory Board, the General Director, other managers and their related persons may only use information obtained through their positions to serve the interests of the Company.

3. Members of the Board of Directors, members of the Supervisory Board, the General Director and other managers are obliged to notify in writing the Board of Directors and the Supervisory Board of transactions between the Company, its subsidiaries, other companies in which the public company controls 50% or more of the charter capital with that entity itself or with related persons of that entity in accordance with the provisions of law. For the above transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with the provisions of the securities law on information disclosure.

4. A member of the Board of Directors is not allowed to vote on transactions that benefit that member or a related person of that member according to the provisions of the Law on Enterprises and the Company Charter.

5. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers and related persons of these subjects are not allowed to use or disclose to others inside 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 General Director, other executives and individuals and organizations related to these subjects are not invalid in the following cases:

a) For transactions with a value of less than or equal to 35% of the total asset value recorded in the most recent financial report, the important contents of the contract or transaction as well as the relationships and interests of the members of the Board of Directors, members of the Board of Supervisors, the General Director, and other executives have been reported to the Board of Directors and



approved by the Board of Directors by a majority vote of the members of the Board of Directors who have no related interests;

b) For transactions with a value greater than 35% or transactions resulting in a transaction value arising within 12 months from the date of the first transaction with a value of 35% or more of the total asset value recorded in the most recent financial report, the important contents of this transaction as well as the relationships and interests of the members of the Board of Directors, members of the Board of Supervisors, the General Director, and other executives have been announced to shareholders and approved by the General Meeting of Shareholders by votes of shareholders with no related interests.

c) Contracts, loan transactions, and asset sales with a value greater than 10% of the total asset value recorded in the most recent financial report between the company and shareholders owning 51% or more of the total number of voting shares or related persons of such shareholders have been announced to shareholders and approved by the General Meeting of Shareholders by votes of shareholders with no related interests.

#### **Article 43. Liability for damage and compensation**

1. Members of the Board of Directors, Supervisors, General Directors and other executives who violate their obligations and responsibilities of honesty and prudence and fail to fulfill their obligations shall be responsible for damages caused by their violations.

2. The Company shall indemnify those who have been, are or may become a party to any claim, lawsuit or prosecution (including civil and administrative cases and not lawsuits initiated by the Company) if such person has been or is a member of the Board of Directors, Supervisor, General Director, other executive, employee or representative authorized by the Company who has been or is performing duties as authorized by the Company, acting honestly and carefully for the benefit of the Company on the basis of compliance with the law and there is no evidence confirming that such person has violated his/her responsibilities.

3. Compensation costs include judgment costs, fines, and payments actually incurred (including attorneys' fees) or deemed reasonable in resolving these cases within the framework of the law. The Company may purchase insurance for these people to avoid the above compensation liabilities.

### **XI. RIGHT TO SEARCH COMPANY BOOKS AND RECORDS**

#### **Article 44. Right to look up books and records**

1. Common shareholders have the right to look up books and records, specifically as follows:

a) Ordinary shareholders have the right to review, look up and extract information about their names and contact addresses in the list of shareholders with voting rights; request correction of their inaccurate information; review, look up, extract or copy the Company Charter, minutes of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;

b) Shareholders or groups of shareholders owning 5% or more of the total number of common shares have the right to review, look up, and extract the minutes and resolutions and decisions of the Board of Directors, mid-year and annual financial reports, reports of the Board of Supervisors, contracts, transactions that must be approved by the Board of Directors and other documents, except for documents related to trade secrets and business secrets of the Company.

2. In case an authorized representative of a shareholder or group of shareholders requests to look up books and records, he/she must attach a power of attorney from the shareholder or group of shareholders that he/she represents or a notarized copy of this power of attorney.

3. Members of the Board of Directors, Supervisors, General Director and other executives have the right to look up the Company's shareholder register, list of shareholders, books and other records of the Company for purposes related to their positions, provided that such information must be kept confidential.

4. The Company must keep this Charter and amendments to the Charter, the Certificate of Business Registration, regulations, documents proving ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, 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 the head office or another place provided that shareholders and the Business Registration Authority are notified of the location where these documents are stored.

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

## **XII. EMPLOYEES AND TRADE UNIONS**

### **Article 45. Employees and trade unions**

1. The General Director must plan for the Board of Directors to approve issues related to recruitment, employee termination, salary, social insurance, benefits, rewards and discipline for employees and business executives.

2. The General Director must plan for the Board of Directors to approve issues related 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 current legal regulations.

### **XIII. PROFIT DISTRIBUTION**

#### **Article 46. Profit distribution**

1. The General Meeting of Shareholders decides on the level of dividend payment and the form of annual dividend payment from the Company's retained earnings. Dividend payment to shareholders is based on the proposal of the Company's Board of Directors, according to the following principles:

a) Set aside the Bonus Fund and Welfare Fund according to the law, not exceeding 10% of the Company's after-tax profit arising during the year.

b) The establishment and use of the Management and Executive Board Bonus Fund and other Funds in accordance with the provisions of law are consistent with the Company's production and business efficiency and investment and development needs.

2. The Company does not pay interest on dividends or payments relating to a class of shares.

3. The Board of Directors may decide to pay interim dividends if it considers that such payment is consistent with the Company's profitability based on the authorization of the General Meeting of Shareholders.

4. The Board of Directors may propose to the General Meeting of Shareholders to approve the payment of all or part of dividends in shares and the Board of Directors is the body implementing this decision.

5. In case dividends or other amounts related to a type of shares are paid in cash, the Company must pay in Vietnamese Dong. Payments can be made directly or through banks based on the bank account details provided by the shareholder. In case the Company has transferred money according to the bank details provided by the shareholder but the shareholder does not receive the money, the Company is not responsible for the amount the Company has transferred to this shareholder. Payment of dividends for shares listed on the Stock Exchange can be made through a securities company or the Vietnam Securities Depository and Clearing Corporation.

6. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall adopt a resolution or decision to determine a specific date to close the list of shareholders. Based on that date, those who register as shareholders or holders of other securities are entitled to receive dividends in cash or shares, receive notices or other documents.

7. Other issues related to profit distribution are carried out in accordance with the provisions of law.

#### **XIV. BANK ACCOUNTS, FINANCIAL YEAR AND ACCOUNTING REGIME**

##### **Article 47. Bank accounts**

1. The Company opens accounts at Vietnamese banks or at foreign bank branches permitted to operate in Vietnam.

2. Subject to prior approval of the competent authority, if necessary, the Company may open a bank account abroad in accordance with the provisions of law.

3. The Company conducts all payments and accounting transactions through Vietnamese or foreign currency accounts at banks where the Company opens accounts.

##### **Article 48. Fiscal year**

The Company's fiscal year begins on January 1 of each year and ends on December 31 of each year.

##### **Article 49. Accounting regime**

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

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

3. The Company uses Vietnamese Dong as its accounting currency. In case the Company has economic transactions arising mainly in a foreign currency, it may freely choose that foreign currency as its accounting currency, be responsible for that choice before the law and notify the direct tax authority.

##### **Article 50. Annual, semi-annual and quarterly financial reports**

1. The Company must prepare annual financial statements and the annual financial statements must be audited in accordance with the provisions of law. The Company shall publish the audited annual financial statements in accordance with the provisions of law on information disclosure on the stock market and submit them to the competent state agency.

2. The annual financial report must include all reports, appendices, and explanations in accordance with the law on corporate accounting. The annual financial report must honestly and objectively reflect the Company's operations.

3. The Company must prepare and publish audited semi-annual financial reports and quarterly financial reports in accordance with the law on information disclosure on the stock market and submit them to competent state agencies.

#### **Article 51. Annual report**

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

### **XV. COMPANY AUDIT**

#### **Article 52. Auditing**

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

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

3. The independent auditor performing the audit of the Company's financial statements is entitled to attend the General Meeting of Shareholders and is entitled to receive notices and other information related to the General Meeting of Shareholders and to express opinions at the meeting on issues related to the audit of the Company's financial statements.

### **XVI. COMPANY SEAL**

#### **Article 53. Company Seal**

1. Seals include seals made at seal engraving establishments or seals in the form of digital signatures according to the provisions of law on electronic transactions.

2. The Board of Directors decides on the type, quantity, form and content of the seal of the Company, branches and representative offices of the Company (if any).

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

### **XVII. DISSOLUTION OF COMPANY**

#### **Article 54. Dissolution of the company**



1. The Company may be dissolved or terminated in the following cases:

- a) The term of operation stated in the Company Charter ends without a decision to extend (if any);
- b) According to resolutions and decisions of the General Meeting of Shareholders;
- c) The Business Registration Certificate is revoked, except in cases where the Law on Tax Administration provides otherwise;
- d) Other cases as prescribed by law.

2. The dissolution of the Company before the deadline (including the extended deadline) is 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) according to regulations.

#### **Article 55. Extension of operation**

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

2. The term of operation is extended when the number of shareholders representing 65% or more of the total votes of all shareholders attending the General Meeting of Shareholders agrees.

#### **Article 56. Liquidation**

1. At least 06 months before the end of the Company's term of operation or after the decision to dissolve the Company, 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 company. The Liquidation Committee shall prepare its operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All expenses related to the liquidation shall be paid by the Company prior to other debts of the Company.

2. The Liquidation Board is responsible for reporting to the Business Registration Office on the date of establishment and the date of commencement of operations. From that time on, the Liquidation Board represents the Company in all matters related to the Company's liquidation before the Court and administrative agencies.

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

- a) Liquidation costs;
  - b) Debts of wages, severance pay, social insurance and other benefits of employees according to collective labor agreements and signed labor contracts;
  - c) Tax debt;
  - d) Other debts of the Company;
- d) The remainder after all debts from items (a) to (d) above have been paid shall be distributed to the shareholders. Preferred shares shall have priority in payment.

## **XVIII. RESOLUTION OF INTERNAL DISPUTES**

### **Article 57. Resolution of internal disputes**

1. In case of disputes or complaints arising related to the Company's operations, the rights and obligations of shareholders as prescribed in the Law on Enterprises, the Company's Charter, other legal provisions or agreements between:

- a) Shareholders with the Company;
- b) Shareholders with the Board of Directors, Board of Supervisors, General Director or other executives.

The parties concerned shall attempt to resolve such dispute through negotiation and conciliation. Except in the case of a dispute involving the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the resolution of the dispute and shall request each party to present information relating to the dispute within 07 working days from the date the dispute arises. In the case of a dispute involving the Board of Directors or the Chairman of the Board of Directors, any party may request the Head of the Supervisory Board to appoint an independent expert to act as a mediator for the dispute resolution process.

2. In case no conciliation decision is reached within 06 weeks from the start of the conciliation process or if the conciliator's decision is not accepted by the parties, a party may bring the dispute to Arbitration or Court.

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

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

### **Article 58. Company Charter**

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

2. In case the law has provisions related to the Company's operations that are not mentioned in this Charter or in case there are new legal provisions that are different from the provisions in this Charter, those provisions shall be applied to regulate the Company's operations.

## **XX. EFFECTIVE DATE**

### **Article 59. Effective date**

1. This Charter consists of 20 sections and 59 articles, unanimously approved by the General Meeting of Shareholders of DAP-Vinachem Joint Stock Company on April 23<sup>th</sup>, 2025 at the Company's Head Office and jointly approved the full validity of this Charter.

2. The Charter is made in 10 copies, of equal value and must be kept at the Company's head office.

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

4. Copies or extracts of the Company Charter are valid when signed by the Chairman of the Board of Directors or at least 1/2 of the total number of members of the Board of Directors.

**LEGAL REPRESENTATIVE  
GENERAL DIRECTOR**

**Vu Van Bang**