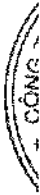


**CHARTER OF  
DIGIWORLD CORPORATION**

April 26th, 2023



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## INTRODUCTION

This Charter of Digiworld Corporation ("The Company") was approved by the Shareholders at the General Meeting of Shareholders on 21 January 2022 and replaced the previous Charter and Charter amended appendix.

### I. DEFINITION OF TERMS IN THE CHARTER

#### Article 1. Definition of terms

1.1. In this Charter, unless the terms are defined directly in the relevant provisions, the following terms shall be construed as follows:

**"Shareholder"** is an individual or organization that owns at least one share of a joint stock company;

**"Charter Capital"** means the total par value of shares sold or registered for purchase upon the establishment of a joint-stock company and in accordance with Article 6 of this Charter.

**"Voting capital"** is the share capital whereby the owner has the right to vote on matters falling under the deciding competence of the General Meeting of Shareholders.

**"Enterprise Law"** means Enterprise Law No. 59/2020 / QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020.

**"Securities Law"** means Securities Law No. 54/2019 / QH14 was passed on November 26, 2019, by the National Assembly of the Socialist Republic of Vietnam;

**"The operator of the enterprise"** is the director (general director), deputy director (deputy general director), chief accountant and other executives according to the provisions of the company's charter;

**"Enterprise manager"** is the person who manages the company, including Chairman of the Board of Directors, members of the Board of Directors, Director (General Director) and other individuals holding other managerial titles as prescribed in Company rules;

**"Related person"** is an individual or organization defined in Clause 46, Article 4 of the Law on Securities;

**"Term of operation"** means the operating period of the Company as stipulated in Article 2 of this Charter and the extended period (if any) approved by the General Meeting of Shareholders of the Company;

**"Stock Exchange"** means the Stock Exchange of Vietnam and its subsidiaries.

1.2. In this Charter, any article or document referred to will include any amendment and supplement or any replacing document of such article or document.

1.3. Headings (chapters, Article of the Charter) are used herein for convenience only, and do not affect the nature of the content and structure of the Charter.

## II. NAME, FORM, HEAD OFFICE, LEGAL REPRESENTATIVE, BRANCH, REPRESENTATIVE OFFICE; BUSINESS LOCATION; AND OPERATION TERM OF THE COMPANY

### Article 2. Name, Form, Head Office, Legal Representative, Subordinate Units, Business Location and Operation Term of the Company

#### 2.1. Name of the Company

(a) Full name in Vietnamese: CÔNG TY CỔ PHẦN THẾ GIỚI SỐ

(b) English name: DIGIWORLD CORPORATION

(c) Abbreviated name: DIGIWORLD CORPORATION

2.2. The Company is a Joint-stock company having legal entity status in compliance with applicable law of Vietnam. Shareholders shall only be liable for debts and other property obligations of the Company within the amount of capital that they have contributed to the Company.

#### 2.3. Registered head office of the Company is:

Address: No. 195-197 Nguyen Thai Binh, Nguyen Thai Binh Ward, District 1, Ho Chi Minh City.

2.4. Chairman of the Board of Director and General Director is the legal representative of the Company.

2.5. The Company may establish branches and representative offices domestically or overseas to carry out the operational objectives of the Company in accordance with the resolutions of the Board of Directors and to the extent permitted by Law.

2.6. Unless the operation is terminated prior to the expiry of the duration in accordance with Article 49 of this Charter, the duration of operation of the Company shall start on the Date of Establishment and shall be indefinite.

## III. OBJECTIVE, SCOPE OF BUSINESS AND OPERATION OF THE COMPANY

### Article 3. Objectives of the Company

#### 3.1. The business lines of the Company are as follows:

| Code | Business activity                                                                                                                                                                                                                                                     |
|------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 6190 | Other telecommunication activities<br>Details: Agent providing postal and telecommunication services (not providing internet service agent). Providing value-added services on telecommunications and internet networks (except for access, internet access services) |
| 4321 | Electrical installation activities<br>(except mechanical processing, waste recycling, electroplating at office)                                                                                                                                                       |
| 4329 | Other construction installation activities<br>(except mechanical processing, waste recycling, electroplating at office)                                                                                                                                               |

|                |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 9521           | Repair of consumer electronics<br>Detail: Warranty, repair camera; player; Digital film cameras (except mechanical processing, waste recycling, electroplating at the office)                                                                                                                                                                                                                                                                                                                                                                     |
| 1079           | Manufacture of other food products n.e.c.<br>Details: production of functional foods                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| 4722           | Retail sale of food stuff in specialized stores<br>Detail: Supplement retail<br>(Except for the exercise of rights to export, import distribute goods on the list of goods to which foreign investors and foreign-invested business organizations do not have the right to export, import or distribute in accordance with the law)                                                                                                                                                                                                               |
| 4632           | Wholesale of food<br>Details: Tea wholesale (not at the headquarters); wholesale coffee; Wholesale milk and dairy products, confectionery and products processed from cereals, flour, starch (except sugar cane, beet sugar) (not operating at the office). Wholesale functional foods.<br>(Except for the exercise of rights to export, import distribute goods on the list of goods to which foreign investors and foreign-invested business organizations do not have the right to export, import or distribute in accordance with the law)    |
| 4633           | Wholesale of beverages<br>Details: Wholesale alcoholic beverages. Wholesale non-alcoholic beverages.                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| 5820           | Software publishing<br>Details: Manufacture of software technology products.                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| 4651<br>(Main) | Wholesale of computers, peripheral equipment and software<br>Details: Purchasing software technology, computers and components (except recorded articles)                                                                                                                                                                                                                                                                                                                                                                                         |
| 4652           | Wholesale electronics and telecom devices and accessories<br>Details: Wholesale electronic equipment and components. Wholesale of phones, Call center. Wholesale phone components and accessories, sim card, sim card, scratch card<br>(Except for the exercise of rights to export, import distribute goods on the list of goods to which foreign investors and foreign-invested business organizations do not have the right to export, import or distribute in accordance with the law)                                                        |
| 2620           | Manufacture of computers and peripheral equipment<br>Details: Manufacture of computers and components                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| 2610           | Manufacture of electronic components                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| 4649           | Wholesale of other household goods<br>Details: Wholesale of perfumes, lotions, aroma oils, cosmetics, lipsticks, makeup products, toiletries, shampoo, shower gel, deodorizing products, scented tissue, oral care products, diapers, deodorant products, feminine care products. Wholesale of detergent, fabric softener, dish soap, home cleaning liquid, mosquito / cockroach spray products, mosquito repellent incense, toilet paper towels (except Books, newspapers and magazines; articles) recorded on all materials). Wholesale medical |

|      |                                                                                                                                                                                                                                                                                                                       |
|------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|      | equipment. Import and export of medical instruments, aesthetic tools. Wholesale of cosmetic tools. Wholesale in pottery, porcelain, glass.<br>(except for items recorded and goods in the list of national reserves)                                                                                                  |
| 6209 | Other information technology and computer service activities<br>Details: Computer system set up and maintenance services                                                                                                                                                                                              |
| 7490 | Other professional, scientific and technical activities n.e.c<br>Details: Information technology transfer, automatic control.                                                                                                                                                                                         |
| 6810 | Real estate activities with own or leased property<br>Details: Real estate business.<br>(except for investment projects on infrastructure of cemeteries and graveyards for transfer of land use rights together with the infrastructure)                                                                              |
| 9511 | Repair of computers and peripheral equipment<br>Details: Repairing computer system (not mechanical processing, waste recycling, electroplating at the office).                                                                                                                                                        |
| 9512 | Repair communication equipment<br>Details: Repairing telephone exchange; warranty and repair of landline phones; mobile phone; phone accessories and accessories; phone sim card (no mechanical processing, recycling, electroplating at the office).                                                                 |
| 7310 | Advertisement<br>Details: Commercial advertising.                                                                                                                                                                                                                                                                     |
| 4322 | Installation of water supply, drainage, heating and air conditioning (except installation of refrigeration equipment (freezing equipment, cold storage, ice machines, air conditioners, water chillers) using refrigerant gas R22 in the field of seafood processing)                                                 |
| 8230 | Organization of conventions and trade shows<br>Details: Service of organizing conferences, seminars; Organizing fairs, exhibitions (not making fire or explosion effects; using explosives, inflammables, chemicals as props, tools for performing cultural shows, events, movies).                                   |
| 4741 | Retail sale of computer, computer peripheral equipment, software and telecommunication equipment in specialized stores<br>Details: Retail of computers, peripheral devices, software and telecommunication equipment in specialized stores (except recorded articles). Retail sim phone card, sim card, scratch card  |
| 4742 | Retail sale of audio and video equipment in specialized stores<br>(Except for the exercise of rights to export, import distribute goods on the list of goods to which foreign investors and foreign-invested business organizations do not have the right to export, import or distribute in accordance with the law) |
| 4759 | Retail sale of electrical household appliances, furniture and lighting equipment and other household articles n.e.c in specialized stores                                                                                                                                                                             |

|      |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
|------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|      | (Except for the exercise of rights to export, import distribute goods on the list of goods to which foreign investors and foreign-invested business organizations do not have the right to export, import or distribute in accordance with the law)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| 7020 | Management consulting activities                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| 5210 | Warehousing and storage of goods                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| 5224 | Loading and unloading of goods (except loading and unloading of goods from airport)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| 5229 | Other supporting services related to transport                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| 4659 | Wholesale of other machines, equipment and spare parts.<br>Details:<br>Wholesale of medical machines and equipment. Wholesale of laboratory equipment, scientific and technical equipment; Wholesale of office machines and equipment, except computers and peripheral equipment; Wholesale of means of transport, excluding cars, motorcycles, motorbikes and bicycles; Wholesale of office tables, chairs and wardrobes; Wholesale of robots in automatic production lines; Wholesale of other electrical materials such as electric motors and transformers; Wholesale of electrical wires, switches and other installation equipment for industrial purposes; Wholesale of measuring equipment and tools; Wholesale of machine tools, used for all materials; Wholesale of computer tools; Wholesale of other machinery and equipment not elsewhere classified for industrial production, trade, maritime and other services.<br>(Except for the exercise of rights to export, import distribute goods on the list of goods to which foreign investors and foreign-invested business organizations do not have the right to export, import or distribute in accordance with the law) |
| 4772 | Retail sale of pharmaceutical and medical goods, cosmetic and toilet articles in specialized stores.<br>Details: Retail sale medical equipment. Retail perfume, cosmetics and toiletries.<br>(Except for the exercise of rights to export, import distribute goods on the list of goods to which foreign investors and foreign-invested business organizations do not have the right to export, import or distribute in accordance with the law)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| 4933 | Road freight transport                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| 1812 | Services related to printing<br>Details: Packaging printing                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| 8299 | Other business support service activities not elsewhere classified:<br>Details: Drug storage.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| 7710 | Renting and leasing of motor vehicles                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| 7721 | Renting and leasing of recreational and sports goods                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| 7722 | Renting of video tapes and disks                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| 7729 | Renting and leasing of personal and household goods                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| 7730 | Renting and leasing of other machinery, equipment and tangible goods n.e.c.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |

3.2. Objectives of the Company: The Company is established to carry out the business activities specified in Clause 1 of this Article.



#### **Article 4. Scope of business and operation of the company**

4.1. The Company shall be permitted to plan and carry out all business activities in accordance with the provisions of the Charter in compliance with the Law and shall be permitted to take appropriate measures to achieve the objectives of the Company.

4.2. The Company may carry out business operations in other sectors permitted by the Law and approved by the General Meeting of Shareholders.

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

##### **Article 5. Charter Capital, Shares and other stocks.**

5.1. The Company's Charter Capital is VND 1,632,244,430,000 (One thousand six hundred and thirty two billion, two hundred and forty four million, four hundred thirty thousand VND).

The par value of each share is 10,000 (ten thousand) dong / share. The total number of shares of the Company is calculated by dividing the Company's Charter Capital by the par value of each share.

5.2. The Company may change its Charter Capital upon approval of the General Meeting of Shareholders in accordance with the Law.

5.3. All shares issued by the Company on the approving date of this Charter shall be common shares. The rights and obligations attached to such common shares shall be stipulated in Article 11 of this Charter.

5.4. The Company may issue preference shares after having the approval of the General Meeting of Shareholders and in accordance with the provisions of the Law.

5.5. New common shares intended to be issued shall be given priority to be offered for sale to existing Shareholders in proportion to the number of common shares of each Shareholder in the Company, unless otherwise decided by the General Meeting of Shareholders.

5.6. In the case the Company issued additional common shares and offered for sell to all existing Shareholders in proportion to the number of common shares of each Shareholder in the Company. The Company must give a notice of offering which specifies the number of shares to be offered for sale and a reasonable time-limit (not less than twenty (20) days or other time-limit under the Law) so that Shareholders can order for subscription. The number of remaining shares not subscribed to be purchased by such Shareholders shall be decided by the Board of Directors. The Board of Directors may allocate the shares to subjects in accordance with the conditions and in a manner that the Board of Directors deems appropriate, provided that the shares may not be sold on conditions which are more favorable than the conditions offered to the existing Shareholders, unless the shares are sold via the Stock Exchange by auction method.

5.7. The Board of Directors are to determines the offering price of the permitted for sales shares. The offering price of shares shall not be lower than the market price at the time of offering or the value recorded in the accounting books of the Company at the most recent time of report, except in the following cases:

- (a) Shares offered for the first time to non-founding shareholders

- (b) Shares offered for sell to all Shareholders in proportion to the number of shares of each Shareholder in the Company
- (c) Shares offered for sale to the broker or guarantor; in this case, the discount amount or the specific discount rate must be approved by the number of Shareholders representing at least seventy-five percent (75%) of the voting shares, unless the Law regulates differently or other approvals from the authorities;
- (d) Other cases as decided by the General Meeting of Shareholders or the Law or authorized by the competent authority.

5.8. The Company may purchase its own shares in any way permitted in the Charter and applicable Law. The shares acquired by the Company shall be treasury stocks and the Board of Directors may offer in ways in consistency with the provisions of this Charter, the Law of Securities and relevant guiding documents

5.9. The Company may issue secured and unsecured bonds. When approved by the General Meeting of Shareholders, the Company may issue convertible bonds and warranty bonds. When approved by the Board of Directors, the Company may issue other bonds.

5.10. The Company may issue other types of securities as approved by the General Meeting of Shareholders.

#### **Article 6. Share Certificates**

6.1. The Shareholder of the Company shall be granted a share certificate or a certificate of share ownership (hereinafter referred to as the "Share Certificate") corresponding to the number of shares and type of shares owned.

6.2. The share certificate must bear the seal of the Company and the signature of the legal representative of the Company in accordance with the provisions of the Law on Enterprises. A share certificate must specify the number and type of shares held by the Shareholder, the full name of the holder and other information in accordance with the Law on Enterprises. Each Share certificate represents only one type of share.

6.3. When the Company issued new share, within two (2) months (or longer according to the terms of the share issued) from the date of full payment of the share purchase price as stipulated in the plan of share issuance of the Company, the owner of the shares will be issued Share Certificate. Shareholder does not have to pay to the Company the cost of printing a share certificate or any other fees when buying new issued shares.

6.4. If a share certificate has been lost, torn, erased, destroyed or otherwise used in another form, the shareholder may request for new issuance of share certificate, provided that he/she must present evidence of the ownership of shares and pay all relevant expenses for the Company.

#### **Article 7. Other securities certificates**

Bonds or other securities certificates of the Company (excluding sale offer letters, temporary certificates and similar documents) will be issued with the seal and signature of the Legal Representative of the Company, excluding other terms and conditions of issue.

## **Article 8. Transfer of Shares**

8.1. All shares may be transferred freely unless otherwise stipulated by this Charter and the Law. All share certificates listed at the Stock Exchange shall be transferred in accordance to the regulations of the State Securities Commission and the Stock Exchange.

8.2. Shares which have not yet been fully paid shall not be transferred and entitled to any related benefits such as the right to receive dividends, the right to receive issued shares to increase share capital from equity, right to buy newly offering shares.

## **Article 9. Reclamation of Shares**

9.1. If a Shareholder fails to pay in full and on time the amount payable for the subscription of shares, the Board of Directors may send a notice to the Shareholder to request for payment the remaining amount together with interest due on delay payment on the remaining balance at the highest interest rate allowed at that time and expenses incurred due to non-payment of the full charge to the Company. Interest will be calculated from the date of notice until the full amount of the notice is actual paid.

9.2. The above-mentioned notice must specify a new time-limit for payment (at least seven (07) days from the date on which the notice is sent), place and method for payment. The notification clearly states that in the event that payment is not made as required, the shares which have not yet been fully paid for will be reclaimed and the related shareholder rights shall not be incurred until the shares have been paid in full, unless otherwise decided by the Board of Directors.

9.3. If the requirements stipulated in any of the above-mentioned notices are not fulfilled and in time, the Board of Directors has the right to reclaim the related shares.

9.4. The reclaimed shares shall become the Company's property. The Board of Directors may directly execute or authorize the sale, redistribution or settlement for people whose own shares reclaimed or other subjects under the conditions and ways which the Board of Directors deems appropriate. The Board of Directors may deal with the reclaimed shares in accordance with the provisions of Articles 9.4, 9.5 and 9.6 of this Charter and in other cases provided for in this Charter.

9.5. The shareholder who holds the reclaimed shares will have to relinquish his or her shareholder status in respect of those shares, but still have to pay all related amounts plus interest at the time of reclamation in accordance with the decision of the Board of Directors, from the date of reclamation to the date of payment. The Board of Directors reserves the right to enforce full payment of shares at the time of reclamation or may waive part or all such amounts.

9.6. A reclamation notice shall be sent to the shareholders holding reclaimed shares prior to the time of reclamation. The reclamation shall be still valid even in case of error or negligence in sending notice.

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

### **Article 10. Corporate Governance Structure**

The corporate governance structure of the Company comprises: (i) General Meeting of Shareholders; (ii) Board of Directors; (iii) Audit committee under the Board of Directors; and (iv) General Director.

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

### **Article 11. Rights of Shareholders**

11.1. Ordinary shareholders have the following rights:

- a) Attend, speak at the General Meeting of Shareholders and exercise the right to vote directly or through an authorized representative or by other means prescribed by the company's charter, , Legal provisions. Each ordinary share has one vote;
- b) Receive dividends at the rate decided by the General Meeting of Shareholders;
- c) Prioritize the purchase of new shares in proportion to the percentage of common shares owned by each shareholder in the Company;
- d) Freely transfer their shares to others, except for the case in Clause 3 Article 120, Clause 1 Article 127 of the Law on Enterprises and other relevant laws;
- đ) Examine, look up and extract information about names and contacts in the list of shareholders with voting rights; request to correct their inaccurate information;
- e) Review, look up, extract or copy the company's charter, minutes of the General Meeting of Shareholders and Resolutions of the General Meeting of Shareholders;
- g) When the Company is dissolved or goes bankrupt, to receive a portion of the remaining assets in proportion to the percentage of shares in the Company;
- h) Request the Company to repurchase shares in the cases specified in Article 132 of the Law on Enterprises;
- i) To be treated equally. Each share of the same type gives the owner the same rights, obligations and interests. In case the Company has types of preference shares, the rights and obligations associated with those types of preference shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;
- k) To have full access to periodic and extraordinary information published by the Company in accordance with the law;
- l) To have their legitimate rights and interests protected; propose to suspend or cancel resolutions and decisions of the General Meeting of Shareholders, the Board of Directors in accordance with the Law on Enterprises;
- m) Other rights as prescribed by law and this Charter.

11.2. A shareholder or group of shareholders owning from 05% of the total number of common shares or more has the following rights:

- a) Request the Board of Directors to convene 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, extract the number of minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts, transactions to be approved. Board of Directors and other documents, except documents related to trade secrets, business secrets of the Company;

c) Request the Board of Directors to examine each specific issue related to the management and operation of the Company when deeming it necessary. The request must be in writing and must include the following contents: full name, contact address, nationality, number of legal papers of the individual for an individual shareholder; name, business number or number of legal papers of the organization, address of the head office if the shareholder is an organization; number of shares and time of registration of shares of each shareholder, total number of shares of the group of shareholders and the percentage of ownership in the total number of shares of the Company; problem to check, test purpose;

d) Propose issues to be included in the agenda of the General Meeting of Shareholders. Recommendations must be in writing and sent to the Company at least 05 working days before the opening date. The recommendation must clearly state the name of the shareholder, the number of shares of each type of shareholder, and the proposed issues to be included in the meeting agenda;

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

11.3. A shareholder or group of shareholders owns 10% or more of the total number of common shares or has the right to nominate a person to the Board of Directors. The nomination of a person to the Board of Directors is done as follows:

a) Ordinary shareholders who form groups to nominate candidates to the Board of Directors must notify the meeting shareholders before declaring. the General Meeting of Shareholders;

b) Based on the number of members of the Board of Directors, a shareholder or group of shareholders specified in this Clause is entitled to nominate one or more people under the decision of the General Meeting of Shareholders as candidate to the Board of Directors. . In case the number of candidates nominated by a shareholder or group of shareholders is lower than the number of candidates they are entitled to nominate under a decision of the General Meeting of Shareholders, the remaining number of candidates shall be determined by the Board of Directors and other nominated by other shareholders.

## **Article 12. Obligations of shareholders**

A common shareholder has the following obligations:

12.1. Pay fully and on time the committed shares to buy.

12.2. Do not withdraw the capital contributed by common shares from the Company in any form, unless the shares are repurchased by the Company or by someone else. In case a shareholder withdraws part or all of the contributed share capital contrary to the provisions of this clause, such shareholder and the person with related interests in the Company must be jointly responsible for the debts and obligations. Other assets of the Company within the value of the shares were withdrawn and damages occurred.

12.3. Comply with the Company Charter and the Internal Management Regulations of the Company.

12.4. Abide by the resolutions and decisions of the General Meeting of Shareholders, the Board of Directors.

12.5. Keep the information provided by the Company confidential in accordance with the company's charter and law; only use the information provided to exercise and protect its legitimate rights and interests; It is strictly forbidden to distribute or copy or send information provided by the Company to other organizations or individuals.

12.6. Attend the meeting of the General Meeting of Shareholders and exercise the right to vote through the following forms:

- a) Attend and directly vote at the meeting;
- b) Authorize other individuals and organizations to attend and vote at the meeting;
- c) Attend and vote via online conference, electronic voting or other electronic means;
- d) Send votes to the meeting by post, fax, or email;
- d) Send votes by [other means] in accordance with the company's charter.

12.7. To bear personal responsibility when performing one of the following acts in any form in the name of the Company:

- a) Breaching the law;
- b) Conducting business and other transactions for self-interest or for the interests of other organizations or individuals;
- c) Paying off undue debts when the Company is facing financial risks.

12.8. Fulfill other obligations in accordance with the current law.

### **Article 13. The General Meeting of Shareholders**

13.1. The General Meeting of Shareholders includes all Shareholders with voting rights and is the highest authority of the Company. The Annual General Meeting of Shareholders is held once a year. The venue of the meeting of the General Meeting of Shareholders must be in the territory of Vietnam. The General Meeting of Shareholders must be held annually within four (4) months from the end of the fiscal year. The Board of Directors decides to extend the Annual General Meeting of Shareholders when necessary, but not more than 6 months from the end of the fiscal year.

13.2. The Board of Directors convenes the Annual General Meeting of Shareholders and selects the appropriate venue. The Annual General Meeting of Shareholders shall make decisions on issues in accordance with the law and this Charter. Independent auditors shall be invited to the General Meeting of Shareholders to provide advice for the approval of the annual financial statements.

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

- a) The Board of Directors deems it necessary for the benefit of the Company;

b) The remaining number of members of the Board of Directors, independent members of the Board of Directors is less than the minimum number of members as prescribed by law;

c) At the request of a shareholder or a group of shareholders as provided for 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 shareholders concerned or the written request is made in many documents. and gather enough signatures of related shareholders;

d) At the request of the Audit Committee;

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

13.4. The extraordinary General Meeting of Shareholders will be convened as follows:

a) The Board of Directors must convene a meeting of the General Meeting of Shareholders within thirty days from the date of the remaining number of members of the Board of Directors, independent members of the Board of Directors as stipulated in point b clause. 3 of this Article or a request specified at Points c and d, Clause 3 of this Article;

b) If the Board of Directors does not convene a meeting of the General Meeting of Shareholders as prescribed at Point a, Clause 4 of this Article, within the next 30 days, the Auditing Committee shall replace the Board of Directors. General meeting of shareholders in accordance with clause 3 Article 140 of the Law on Enterprises;

c) In case the Auditing Committee fails to convene a meeting of the General Meeting of Shareholders as prescribed at Point b, Clause 4 of this Article, a shareholder or a group of shareholders specified at Point c, Clause 3 of this Article has the right to request a representative. The company convenes a meeting of the General Meeting of Shareholders in accordance with the Law on Enterprises;

d) Procedures for organizing the General Meeting of Shareholders are specified in Clause 5 Article 140 of the Law on Enterprises.

#### **Article 14. Rights and Duties of the General Meeting of Shareholders**

14.1. The General Meeting of Shareholders has the following rights and obligations:

a) To approve the development direction of the Company;

b) Decide the types of shares and the total number of shares of each class to be offered; decide the annual dividend rate of each type of shares;

c) Election, dismissal or removal of members of the Board of Directors;

d) Decide to invest or sell assets with a value of 35% or more of the total value of assets recorded in the latest financial statements of the Company;

d) The decision to amend and supplement the company's charter;

e) Approval of annual financial statements;

g) Decide to repurchase more than 10% of the total sold shares of each class;

- h) Examining and handling violations of members of the Board of Directors causing damage to the Company and the Company's shareholders;
- i) Decide the reorganization and dissolution of the Company;
- k) To decide on the budget or total remuneration, bonus and other benefits for the Board of Directors, Audit Committee;
- l) Approve the Internal Management Regulations; Operation Regulation of the Board of Directors, Audit Committee;
- m) Approve the list of approved auditing firms; decide that the auditing company is approved to inspect the company's operations, dismiss the approved auditor when it is considered necessary;
- n) Other rights and obligations in accordance with the law.

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

- a) The annual business plan of the Company;
- b) Annual audited financial statements;
- c) Report of the Board of Directors on the governance and results of operations of the Board of Directors and each member of the Board of Directors; Independent members of the Board of Directors are responsible for reporting at the annual General Meeting of Shareholders in accordance with Article 284 of the Government's Decree No. 155/2020 / ND-CP dated December 31, 2020. details of the implementation of a number of articles of the Securities Law;
- d) Report of the Audit Committee on the business results of the Company, the performance of the Board of Directors, Director (General Director);
- đ) Report on self-assessment of operation results of the Audit Committee and members of the Audit Committee;
- e) Dividend rate for each share of each class;
- g) Number of members of the Board of Directors;
- h) Election, dismissal or removal from office of members of the Board of Directors, members of the Audit Committee;
- i) Decide the budget or total remuneration, bonus and other benefits for the Board of Directors, Audit Committee;
- k) Approve the list of approved auditing companies; decide that the auditing company is approved to examine the company's operations when deeming it necessary;
- l) Supplement and amend the company's charter;
- m) Type of shares and number of new shares to be issued for each class of shares and transfer of shares by founding members within the first 3 years from the date of establishment;



- n) Division, separation, consolidation, merger or conversion of the Company;
- o) Reorganization and dissolution (liquidation) of the Company and appoint a liquidator;
- p) Decide to invest or sell assets with a value of 35% or more of the total value of assets recorded in the latest financial statements of the Company;
- q) Decide to repurchase more than 10% of the total sold shares of each class;
- r) The company enters into contracts, transactions with the subjects specified in Clause 1, Article 167 of the Law on Enterprises with a value of 35% or more or the transaction results in the total transactions value arising within 12 months from the date of the first transaction with a value of 35% or more of the total value of the Company's assets stated in the most recent financial statements, except for transactions and contracts between the Company and subsidiaries or affiliated companies;
- s) Approving the transactions specified in Clause 4 Article 293 of the Government's Decree No. 155/2020 / ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities;
- t) To approve the internal regulations on corporate governance, the Operation Regulation of the Board of Directors, the Operation Regulation of the Audit Committee;
- u) Other issues as prescribed by law and this Charter.

14.3. All resolutions and issues included in the agenda must be discussed and voted at the General Meeting of Shareholders.

#### **Article 15. Authorized representatives, the Proxy**

15.1. A Shareholder being an organization shall have the right to appoint one or more Authorized Representative(s) to exercise the Shareholder rights of such Shareholder in accordance with the Law. In case where more than one (01) Authorized Representative is appointed, then the number of votes authorized to each representative must be specified. The appointment, termination or change of an Authorized Representative must be notified in writing to the Company at the earliest possible time. The notification must contain the following main contents:

- (a) Name, permanent residence address, nationality, number and date of decision or business registration of the Shareholder;
- (b) Number of shares, classes of shares and registered date of the Company's shareholders;
- (c) Full name, permanent residence address, nationality, number of Identity Card, Passport or other lawful personal identification of the Authorized Representative;
- (d) The number of shares for which an Authorized Representative has been appointed;
- (d) Term of Authorized Representative;
- (e) Full name and signature of the Authorized Representative and the legal representative of the Shareholders.

15.2. Shareholders entitled to attend the General Meeting of Shareholders in accordance with the Law shall directly attend or authorize Proxies to attend. In case where more than one proxy is appointed, then the number of votes authorized to each proxy must be specified. A Proxy shall not be required to be a Shareholder.

15.3. Authorization of the representative to attend the General Meeting of Shareholders must be made into a document in accordance with the form of the Company and must be signed in accordance with the following provisions:

- (a) If an individual shareholder is the authorized representative, the power of attorney must be signed by the principal and the proxy;
- (b) In case that the authorized representative is an organization, the power of attorney must be signed by the principal, the legal representative of the organization, and their proxy;
- (c) In other cases, there must be the signature of the legal representative of the shareholder and the proxy to attend the meeting.

Any proxy to attend the General Meeting of Shareholders must submit the power of attorney before entering the meeting room.

15.4. The absentee ballots of the authorized person within the scope of authorization shall remain effective even in one of the following cases:

- (a) The principal died, or his civil legal capacity is lost or is restricted;
- (b) The principal has rescinded the appointment of authorization; or
- (c) The principal has rescinded the authority of the proxy.

15.5. If a lawyer on behalf the principal signs a letter of appointment of a representative, the appointment of such representative in this case shall be deemed to be effective only if such letter of appointment is presented together with the power of attorney authorizing the lawyer or with a valid copy of such power of attorney (if it was not registered with the Company)

This Clause shall not be applied in a case where the Company receives a notice of one of the above cases within twenty-four (24) hours prior to the time of opening of the General Meeting of Shareholders or prior to the time the meeting is reconvened

## **Article 16. Change of rights**

16.1. The change or cancellation of any special right attached to a class of preference shares shall take effect when such change or cancellation shall be approved by the shareholders holding at least sixty five percent (65%) of ordinary shares who are in attendance and concurrently approved by the shareholders holding at least seventy-five percent (75%) of voting rights of the above class of preference shares.

16.2. The holding of such meeting shall be valid only if there are at least two shareholders (or their proxies) and hold at least one-third (1/3) of the par value of the issued shares of such class. In case there are not enough attendees as mentioned above, the meeting shall be re-organized within a period of thirty (30) days after that and the persons holding

shares of such class (regardless of the number of attendees and the number of shares) who are present directly or via their authorized persons shall be deemed to constitute the quorum. At the meeting of the persons holding preference shares mentioned above, the persons holding shares of such class who are present in person or via proxies may request a secret ballot. Each share of the same class shall have the equal voting rights at the meeting mentioned above.

16.3. The procedures for conducting such separate meeting shall be implemented in the same way as stipulated in Article 18 and 20 of this Charter.

16.4. Unless otherwise stipulated in the terms of shares issuance, special rights attached to various classes of shares with preference rights with respect to some or all issues 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 17. Convene the General Meeting of Shareholders, agenda, and notice of the General Meeting of Shareholders**

17.1. The Board of Directors convenes the General Meeting of Shareholders. The General Meeting of Shareholders is convened in the circumstances stipulated in Article 13.4(b) or Article 13.4(c) of this Charter.

17.2. The convenor of the General Meeting of Shareholders must perform the following tasks:

a) Prepare a list of shareholders eligible to participate and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the meeting of the General Meeting of Shareholders shall be made 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 making of a list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days prior to the final registration date;

b) Prepare the agenda and content of the meeting;

c) Prepare documents for the meeting;

17.3. The notification of the General Meeting of Shareholders shall be sent to all Shareholders by a secured method and simultaneously published on the media of the Stock Exchange and on the Company's website. The notification of the General Meeting of Shareholders must be sent at least twenty one (21) days prior to the date of the General Meeting of Shareholders (calculated from the date the notification is validly sent or delivered, the date the postal charge is paid, or the date the notification is put in the mailbox). The agenda and documents of the General Meeting of Shareholders relating to the voting matters at the meeting shall be sent to the Shareholders and/or published on the Company's website. In the case the documents are not attached with the notification of the General Meeting of Shareholders, the meeting invitation must specify the website address in order to enable the Shareholders to access such documents, which include:

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

(b) List and detailed information about each candidate if electing members to the Board of Directors;

(c) Voting cards;

(d) Sample form for appointing an authorized representative to attend the meeting;  
and

- (e) Draft resolutions on each matter on the agenda.

17.4. A Shareholder or group of Shareholders referred to in Article 11.3 of this Charter shall have the right to propose any issue to be included in the agenda of the General Meeting of Shareholders. The proposal must be made in document and sent to the Company at least five (05) business days before the opening day of the General Meeting of Shareholders. The proposal must contain full names of the Shareholders, number and classes of shares held by them, and the issues proposed to be included in the agenda.

17.5. The convener of the General Meeting of Shareholders has the right to reject any proposal mentioned in Article 17.4 of this Charter in the following cases:

- (a) The proposal was not sent on time or not enough; wrong contents;
- (b) At the time of the proposal, the Shareholder or group of Shareholders does not own at least five percent (5%) of the ordinary shares for six (06) consecutive months or more; or
- (c) The proposed issues are not the authority of the General Meeting of Shareholders for discussion and approval.

17.6. The Board of Directors must prepare the draft resolutions for each issue on the agenda.

17.7. The resolutions of the General Meeting of Shareholders approved by 100% of total shares with voting rights are legal and effective even if the order and procedures for adopting such resolutions are not properly implemented as the provisions.

17.8. The convener of the General Meeting of Shareholders must accept and include the recommendations specified in Clause 4 of this Article into the proposed agenda and agenda of the meeting, except for the case specified in Clause 5 of this Article; The recommendation is officially added to the agenda and content of the meeting if it is approved by the General Meeting of Shareholders.

#### **Article 18. Conditions for conducting a meeting of the General Meeting of Shareholders**

18.1. The General Meeting of Shareholders deems to be valid when the number of shareholders and proxies represents at least fifty one percent (51%) of the voting shares of the Company.

18.2. In case the number of members of delegates shall not reach the sufficient quorum mentioned at Article 18.1 within sixty (60) minutes from the time set for the opening of the meeting, the convener must cancel the meeting. The General Meeting of Shareholders must be reconvened within thirty (30) days from the intended date of conducting the first meeting. The reconvened General Meeting of Shareholders shall be conducted only when the attendees are the shareholders and the proxies representing at least thirty three percent (33%) of the voting shares.

18.3. In case the meeting convened for the second time is not able to be conducted due to an insufficient quorum mentioned at Article 18.2 within sixty (60) minutes from the intended time of opening the meeting, the General Meeting of Shareholders may be convened for a third time within twenty days from the intended date of conducting the second meeting;

and in such case, the meeting shall be conducted irrespective of the number of attending shareholders or the proxies, and shall be deemed valid and shall have the right to make decisions on all matters which can be passed at the first General Meeting of Shareholders.

18.4. At the Chairman's request, the General Meeting of Shareholders may change the meeting agenda sent together with the invitation to attend the meeting as stipulated in Article 17.3 of this Charter.

#### **Article 19. Procedures for conducting the meeting and voting at the General Meeting of Shareholders**

19.1. On the day of the General Meeting of Shareholders, the Company must perform the procedures for registration of shareholders and fulfill the registration until the shareholders entitled to attend the meeting complete the registration.

19.2. Upon registration of shareholders, the Company shall issue to each shareholder or proxy one or many voting cards with voting rights which shall indicate the voting shares of that shareholder or proxy.

All issues in Shareholders General Meeting are approved by public voting of all shareholders by voting cards.

Shareholders and their representatives who have the right to attend the Shareholders General Meeting have the right to vote on issues under the authority of the General Meeting, corresponding to the number of owned shares and authorized shares.

Shareholders vote by raising public voting cards.

Shareholders discuss and vote on each issue in General Meeting. The count is conducted by counting number of approval, disapproval or blank voting cards. The counting result is announced by the Vote Counting Committee before the closing of the meeting.

People who are responsible for votes counting or supervising the counting are elected as the Chairman request. The number of the Vote Counting Committee's members is decided by the General Meeting of Shareholders and based on the Chairman request.

19.3. Any shareholder or proxy who arrives late at the General Meeting of Shareholders shall be registered immediately and shall have the right to participate and vote at the meeting. The Chairman shall not be responsible to delay the meeting so that such late shareholder may register, and the effectiveness of any voting which has already been conducted before the late shareholders attend shall not be affected.

19.4. The Chairman of the Board of Directors shall act as Chairman of the Annual General Meeting of Shareholders and other General Meeting of Shareholders convened by the Board of Directors. In case the Chairman is absent or is temporarily unable to work, then the remaining members of the Board of Directors shall elect one of them to act as the Chairman of the meeting. In case that there is no person on the Board of Directors can be Chairman, the most senior member of the Board of Directors shall conduct the meeting so that the General Meeting of Shareholders elects among the attendees and the person have the highest votes as Chairman of the meeting. In other cases, the person who signed the document convening the General Meeting of Shareholders shall arrange for the General Meeting of Shareholders to elect a Chairman of the Meeting and the person with the highest number of votes shall act as the Chairman of the meeting. In the event of the election of a Chairman, the name of the elected Chairman and the number of votes for the Chairman must be announced. The Chairman will nominate a secretary to make the minutes of the General Meeting of Shareholders.

19.5. The Chairman's decision on the orders, procedures or events arising out of the agenda of the General Meeting of Shareholders shall be final.

19.6. The Chairman of the General Meeting of Shareholders may postpone the General Meeting of Shareholders even if there are sufficient number of attending delegates to another time and at another location decided by the Chairman without taking the decision of the General Meeting of Shareholders if the Chairman finds that (a) the attendees do not have a convenient seat at the venue of the General Meeting of Shareholders, or (b) the behavior of attendees is disorderly or potentially disruptive of the meeting. The maximum delay is no more than three (3) days from the planned opening date of the General Meeting of Shareholders.

19.7. Where the Chairman adjourns or postpones the General Meeting of Shareholders contrary to Article 19.6 of this Charter, the General Meeting of Shareholders shall elect another person from the attendees to replace the Chairman in conducting the meeting until its completion, and the effectiveness of voting conducted at such meeting shall not be affected.

19.8. The Chairman or Secretary of the General Meeting of Shareholders may carry out activities required to direct the conduct of the General Meeting of Shareholders in a valid and orderly manner and to enable the meeting to reflect the expectations of the majority of attendees.

19.9. The Board of Directors may require Shareholders or the Proxy to attend the General Meeting of Shareholders subject to inspection or other security measures as the Board of Directors deems appropriate. Where a Shareholder or the Proxy does not comply with the said inspection or security measures, the Board of Directors, after careful consideration, may refuse or expel the Shareholder or the Proxy from the General Meeting of Shareholders.

19.10. The Board of Directors, after careful consideration, may take such measures as the Board of Directors deems appropriate:

- (a) Arranging seats at the main venue of the General Meeting of Shareholders;
- (b) Ensure safety for the attendees present at that venue;
- (c) Create favorable conditions for shareholders to attend (or continue to attend) the General Meeting of Shareholders.

The Board of Directors may have full powers to change the above measures and take all measures if necessary. The measures taken may be the issuance of entry permits or use of other options.

19.11. In cases where the General Meeting of Shareholders applies the abovementioned measures when determining the venue of the meeting, the Board of Directors may:

- (a) Notify that the meeting shall be conducted at the venue in the notice and the Chairman of the meeting shall be present there (the "Official Venue of the Meeting");
- (b) Arrange, organize for shareholders or proxies who are unable to attend the meeting in accordance with this Article or the persons who want to attend the General Meeting at a venue different from the Official Venue of the meeting can follow the meeting;

The notice of convention of the meeting does not need to specify state the detailed organizational measures in accordance with this Article.

19.12. In this Charter (unless the context otherwise requires), all shareholders shall be considered to attend the meeting at the Official Venue of the meeting.

19.13. The Company shall hold the General Meeting of Shareholders at least once per year. The Annual General Meeting of Shareholders shall not be held by way of collecting written opinions.

19.14. In case the Company applies modern technology to organize the General Meeting of Shareholders through an online meeting, the Company is responsible for ensuring that shareholders attend and vote in the form of electronic or electric voting, other entities as stipulated 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 20. Approving the decisions of the General Meeting of Shareholders**

20.1. The General Meeting of Shareholders approves the decisions under its authority by voting at the General Meeting of Shareholders or in the form of obtaining written opinions from Shareholders.

20.2. The decisions of the General Meeting of Shareholders on the following issues must be approved by voting at the General Meeting of Shareholders:

- (a) Approval on annual Audited financial statement;
- (b) Approval on Annual report;
- (c) Approval on the report of the Board of Directors on the corporate governance and the performances of the Board of Directors
- (d) Approval on the Company's short-term and long-term development plans;
- (e) Dismissal, removal, and replacement of members of the Board of Directors; and approval on the Chairman of the Board to hold the position of General Director of the Company.

Excluding five above issues, the General Meeting of Shareholders may approve the decisions under written opinion form of the Shareholder for all other issues within the authority of the General Meeting of Shareholders.

20.3. The decision of the General Meeting of Shareholders is passed at the General Meeting of Shareholders when it falls into one of the following cases:

- (a) Approved by a number of shareholders that represent at least fifty one percent (51%) of all votes of attending shareholders, excluding the cases mentioned at Clause (b) and Clause (c);
- (b) The decisions of the General Meeting decisions shall be adopted when at least sixty five percent (65%) of the total number of votes of all voting shareholders agree on the following issues:

- (i) Class of shares and number of newly shares issued for each class of shares;
  - (ii) Change the lines and the sector of business;
  - (iii) Change the organizational structure of the Company;
  - (iv) An investment, sale or purchase transaction carried out by the Company, valued at 35% or more of the Company's total assets recorded in the latest audited consolidated financial statements.
  - (v) Reorganization and dissolution of the Company.
- (c) Voting to elect members of the Board of Directors must be implemented by the method of cumulative voting, under which each shareholder shall have his/her total votes corresponding to the total shares he or she owns multiplied by the number of members to be elected to the Board of Directors, and each shareholder shall have the right to accumulate all his or her votes for one or more candidates. The elected members of the Board of Directors are determined by the number of votes count from high to low, starting with the highest number of candidates until enough members. In cases where two or more candidates reach the same number of votes for the last member to be elected, the General Meeting of Shareholders shall proceed to further vote among candidates with equal number of votes or decisions according to the criteria prescribed in the Regulation on Election.
- (d) The decision of the General Meeting of Shareholders form of seeking shareholders' written opinion shall be adopted when it satisfies the conditions in Article 20.2 and Article 21.8 of this Charter.

#### **Article 21. Authority and procedures for collection of written opinions in order to pass a resolution of the General Meeting of Shareholders**

The authority and procedures for collection of written opinions in order to pass a resolution of the General Meeting of Shareholders shall be implemented in accordance with the following provisions:

21.1. The Board of Directors shall have the right to collect written opinions in order to pass a resolution of the General Meeting of Shareholders whenever necessary for the benefits of the Company.

21.2. The Board of Directors must prepare written opinion forms, a draft of the resolution of the General Meeting of Shareholders, and other documents explaining the draft resolution. The written opinion form together with the draft resolution and explanatory documents must be sent by a method which is guaranteed to reach the registered address of each Shareholder. The Board of Directors must ensure to send and release the documents to Shareholders within a reasonable period for the review and voting and must sent at least ten (10) days prior to the expiry date of receipt of written opinion forms.

21.3. The written opinion form must contain the following basic details:

- (a) Name, address of head office, number and issuing date of business registration certificate, place of business registration of the Company;



- (b) Purpose of collecting written opinions;
- (c) Full name, permanent address, nationality, and the number of People's identity card, of the passport or other lawful personal identification with regard to a shareholder being an individual and the name, permanent address, nationality, number of establishment decision or number of business registration of a Shareholder or Proxy with regard to a Shareholder being an organization; the number of shares of each class and number of votes of the Shareholder;
- (d) The issues to be obtained opinions in order to pass the decision;
- (d) Voting options, comprising agreement, non-agreement, or abstention with respect to each issue to be obtained opinions;
- (e) Time-limit within which the completed written opinion form must be returned to the Company;
- (g) Full name and signature of the Chairman of the Board of Directors and of the Legal Representative of the Company.

21.4. Any completed written opinion form must bear the signature of the Shareholder being an individual, and of the Authorized Representative or of the Legal Representative of the Shareholder being an organization.

Written opinion form must be returned to the Company in a sealed envelope and no one shall be permitted to open the envelope prior to the vote-counting. Any completed written form received by the Company after the expiry of the time-limit stated in the written opinion form or any form which has been opened shall be invalid.

21.5. The Board of Directors shall conduct the vote-counting and shall prepare minutes of the vote-counting in the presence of Person in charge of Corporate Governance or Shareholder(s) who not holding a managerial position in the Company.

- (a) Name, head office address, number and date of issuance of the Enterprise Registration Certificate; and place of business registration of the Company;
- (b) Purpose of collection of written opinions and issues to be obtained opinions in order to pass a resolution;
- (c) Number of shareholders with total numbers of votes having participated in the vote, classifying the votes into valid and invalid;
- (d) Total number of votes for, against and abstentions on each issue voted on;
- (d) Resolutions which have been passed; and
- (e) Full name and signature of the Chairman of the Board of Directors, of the legal representative of the Company and of the person who supervised the vote-counting.

The members of the Board of Directors and the person who supervised the vote-counting shall be jointly liable for the truthfulness and accuracy of the vote-counting minutes,

and shall be jointly liable for any loss and damage arising from a resolution which is passed due to an untruthful or inaccurate counting of votes.

21.6. The vote counting minutes must be published on the website of the Company within twenty-four (24) hours from the time of completion of the vote-counting.

21.7. Written opinion forms which were returned, the vote-counting minutes, the full text of the resolution which was passed and any related documents sent with all of the written opinion forms must be kept as archives at the head office of the Company.

21.8. A resolution which is passed by way of collecting written opinions of Shareholders must be approved by the Shareholders representing at least fifty one percent (51%) of the total voting shares and shall have the same validity as a decision passed in the General Meeting of Shareholders.

## **Article 22: Resolutions and Minutes of General Meeting of Shareholders**

22.1. The meeting of the General Meeting of Shareholders must be recorded in minutes and may be recorded or recorded and stored in other electronic forms. The minutes must be made in Vietnamese, may be additionally in a foreign language and contain the following main details:

- a) Name, head office address, enterprise identification number;
- b) Time and location of the General Meeting of Shareholders;
- c) The agenda and contents of the meeting;
- d) Full names of the chairman and secretary;
- d) Summarize the meeting progress and opinions made at the General Meeting of Shareholders on each issue in the agenda;
- e) Number of shareholders and total votes of the attending shareholders, the appendix of the list of shareholders registration, the representative of shareholders attending the meeting with the corresponding number of shares and number of votes;
- g) Total number of votes for each issue voted on, clearly stating the method of voting, total number of valid, invalid, agree, disagree and no opinion votes; corresponding rate on the total number of votes of the attending shareholders;
- h) The issues that have been passed and the corresponding percentage of votes through;
- i) Full names and signatures of the chair and secretary. If the chair or secretary refuses to sign the meeting minutes, this minutes shall be effective if signed by all other members of the Board of Directors attending the meeting and fully contain the contents as prescribed in this Clause. Minutes of the meeting clearly state that the chairman and secretary refused to sign the minutes of the meeting.

22.2. Minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The chair and secretary of the meeting or another person who signs in the minutes of the meeting must be jointly responsible for the truthfulness and accuracy of the content of the minutes.

22.3. The minutes are made in both Vietnamese and a foreign language with the same legal effect. In case of any discrepancy between the record in Vietnamese and in a foreign language, the Vietnamese version of the record shall prevail.

22.4. Resolutions, Minutes of the General Meeting of Shareholders, appendix of list of shareholders registering to attend the meeting with shareholder signatures, authorization documents to attend the meeting, all documents attached to the Minutes (if any) and relevant documents attached to the meeting invitation must be kept at the head office of the Company.

#### **Article 23. Demand for cancellation of decisions of the General Meeting of Shareholders**

23.1. Within ninety (90) days from the date of receipt of the minutes of the General Meeting of Shareholders or the minute of vote counting at the General Meeting of Shareholders, or from the date the Company disclosure of information these documents, shareholders, members of the Board of Directors, the Board of Management shall have the right to request a Court or Vietnam International Arbitration Center and the Chamber of Commerce and Industry of Vietnam ("Arbitration") to consider and cancel a resolution of the General Meeting of Shareholders in the following cases:

- (a) The sequence and procedures for convening the General Meeting of Shareholders did not comply with the provisions of law and this Charter;
- (b) The sequence and procedures for issuing a decision and the content of the decision breached the law or this Charter.

23.2. In cases where a shareholder or group of shareholders requests the Court or Arbitrator to cancel the resolution of the General Meeting of Shareholders in accordance with Article 147 of the Law on Enterprises, such resolutions shall remain effective until Courts and Arbitration shall decide otherwise, excluding the cases of application of the provisional emergency measures under decisions of competent authorities.

23.3. If the decision of the General Meeting of Shareholders is canceled in accordance with the decision of the Court or the Arbitrator, the convener of the General Meeting of Shareholders or the collecting the written shareholder's opinion person may consider reschedule the General Meeting of Shareholders or reorganize the gathering of Shareholders' opinions in writing in accordance with the order and procedures in the Law on Enterprise and this Charter within thirty (30) days from the date the decision of the Court or Arbitration takes effect.

#### **Article 24. Election, nominating members of the Board of Directors**

24.1. In case it is determined that candidates for the Board of Directors have been identified, the Company must disclose information related to the candidates at least 10 days before the date of Opening the General Meeting of Shareholders on the website of the Company so that shareholders can learn about these candidates before voting. Candidates of the Board of Directors must have a written commitment to the truthfulness and accuracy of the published personal information and must commit to performing the tasks honestly, carefully and for high benefits. member of the Company if elected as a member of the Board of Directors. Information relating to candidates for the Board of Directors to be announced includes:

- a) Full name, date of birth;
- b) Professional qualifications;

- c) Working history;
- d) Other managerial positions (including titles of the Board of Directors of other companies);
- d) Benefits related to the Company and related parties of the Company;
- e) Other information (if any) in accordance with the company's charter;
- g) Public companies are responsible for disclosing information about companies in which the candidate holds the position of member of the Board of Directors, other managerial positions and interests related to the company. candidate's Board of Directors (if any).

24.2. A shareholder or a group of shareholders owning 10% or more of the total number of common shares can gather together votes to nominate candidates to the Board of Directors. A Shareholder or group of Shareholders holding from ten percent (10%) to less than twenty percent (20%) of the total voting shares of the Company has the right to nominate one (1) candidate for the Board of Directors. Tri; from twenty percent (20%) to less than thirty percent (30%) to nominate two (2) candidates; from thirty percent (30%) to less than fifty percent (50%) to nominate three (3) candidates; from fifty percent (50%) to less than sixty five percent (65%) to nominate four (4) candidates; and from sixty five percent (65%) or more to nominate the full number of candidates.

24.3. In case the number of candidates for the Board of Directors through nomination and candidacy is still insufficient as prescribed in Clause 5 Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates. nomination member or organization according to the company's charter, the internal corporate governance regulations and the operation regulation of the Board of Directors. The introduction of 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 law.

24.4. A member of the Board of Directors must satisfy the criteria and conditions specified in Clauses 1 and 2, Article 155 of the Law on Enterprises and the company's charter.

## **VII. BOARD OF DIRECTORS**

### **Article 25. Composition and Term of the members of the Board of Directors**

25.1. The Board of Directors shall have at least five (5) members and not more than eleven (11) members. The office term of a member of the Board of Directors shall not exceed five (5) years. Members of the Board of Directors may be re-elected with an unlimited number of terms. The total number of independent members of the Board of Directors must account for at least one-third (1/3) of the total members of the Board of Directors. A member of the Board of Directors may not hold Vietnamese nationality and/or nor reside in Vietnam.

25.2. In case the number of the Board of Directors candidates and nominates is not enough, the current Board of Directors may nominate more candidates or nominated by the company as stipulated in the Internal Regulations on Corporate Governance. The nomination mechanism or the method of the current Board of Directors nominates Board of Directors candidates must be clearly announced and approved by the General Meeting of Shareholders prior to nomination.

25.3. The status as a member of the Board of Directors shall be terminated in the following cases:

- (a) Such member is ineligible to be a member of the Board of Directors in accordance with the Law on Enterprises or is prohibited from being a member of the Board of Directors by Law;
- (b) Such member sends a written application for resignation to the head office of the Company;
- (c) Such member has his/her civil act capacity lost;
- (d) Such member absented, did not attend meetings of the Board of Directors for a consecutive period of six (06) months without consent of the Board of Directors, and the Board of Directors decides that the position of such member is vacated;
- (d) The member is dismissed, removed from the Board of Directors by a resolution of the General Meeting of Shareholders.

25.4. The appointment of members of the Board of Directors must be disclosed in accordance with the Laws on securities and securities market.

25.5. Members of the Board of Directors shall not need to be Shareholders.

#### **Article 26. Powers and duties of the Board of Directors**

26.1. Business activities and affairs of the Company must be managed and directed by the Board of Directors. The Board of Directors is empowered to exercise all the rights on behalf of the Company, excluding the authorities which belong to the General Meeting of Shareholders.

26.2. The Board of Directors takes responsibility to observe the General Director and other Managers.

26.3. The rights and obligations of the Board of Directors shall be regulated by law, the Charter and the internal regulation of the Company and the decision of the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and duties:

- (a) To make decisions on annual business development plans and budgets;
- (b) To determine the operational objectives based on strategic objectives which was approved by the General Meeting of Shareholders;
- (c) To appoint, remove or dismiss the General Director; to appoint, remove or dismiss other Managers upon request of General Director; to make decisions on their salary and other benefits;
- (d) To decide the organizational structure of the Company;
- (d) To resolve claims of the Company against Managers as well as to decide on selecting the representatives of the Company to resolve legal issues against that Managers;
- (e) To propose the class of shares which may be issued and the total number of shares of each class to be issued;

- (g) To propose issuance of bonds, converting bonds or warranty bonds at the General Meeting of Shareholders;
- (h) To decide on the issuance of other bonds (excluding convertible and warranty bonds) or other forms to mobilize more capital;
- (i) To decide the price of bonds, shares and other securities offered for sale if so authorized by the General Meeting of Shareholders;
- (k) To propose annual dividends and determine the level of advance dividend; to organize the dividend payment;
- (l) To propose the restructuring or dissolution or bankruptcy of the Company;
- (m) To appoint, remove or dismiss the authorized representative to exercise ownership of the Company's shares or contributed capital in other companies, to determine their remuneration and other benefits; nominate candidates for manager positions in those companies; to appoint, remove or dismiss manager positions in companies where the Company holds one hundred percent (100%) of charter capital.
- (n) Other rights and duties under this Law and this Charter.

26.4. The following issues must be approved by the Board of Directors:

- (a) To establish Branches or Representative Offices of the Company;
- (b) To establish Subsidiaries of the Company;
- (c) To approve on contracts and transactions of the Company specified in Clause 1, Article 167 of the Law on Enterprises and others that are worth at least 35% of the total assets written the Company's latest financial statement.
- (d) The Company's loan, issuance of bonds or other debt instruments; the performance of mortgages, guarantees or other security measures of the Company; the implementation of the Company's compensation;
- (d) The investments are not included in the business plan and budget exceeds one percent (1%) of the Company's total assets recorded in the recent audited consolidated financial statements; or the investments exceed ten percent (10%) of the planned value and annual business budget;
- (e) The purchase or sale of shares or capital contributions in other companies established in Vietnam or abroad;
- (g) Valuation of non-cash assets contributed to the Company and relating to the issuance of shares or bonds of the Company, including gold, land use rights, intellectual property rights, technology and technological know-how;
- (h) Purchase or reclamation by the Company of no more than ten percent (10%) of the total number of shares of each class offered for sale in twelve months; to determine the price for repurchase of the Company's shares;

- (i) Any other business issues or transaction which require approval as decided by the Board of Directors within the scope of its power and responsibilities;
- (k) To publish the Company's internal corporate governance.

26.5. The Board of Directors must report to the General Meeting of Shareholders their activities, in particular, their supervision in respect of the General Director and other Managers within a financial year. If the Board of Directors fails to submit such report to the General Meeting of Shareholders, the Company's annual financial statements shall be deemed invalid and not yet approved by the Board of Directors.

26.6. Unless otherwise stipulated by Law and the Charter, the Board of Directors may authorize subordinate employees and Managers to handle work on behalf of the Company

26.7. Members of the Board of Directors (excluding authorized representatives) receive remuneration for their work as members of the Board. The total remuneration for the Board of Directors shall be decided by the General Meeting of Shareholders. The total remuneration shall be distributed to members of the Board of Directors as agreed or equally divided in the case of failure to reach an agreement.

26.8. The total remuneration members of the Board of Directors, including remuneration and other benefits received from the Company, must be disclosed in accordance with the Laws.

26.9. Members of the Board of Directors who hold executive positions (including the Chairman or Deputy Chairman), or members of the Board of Directors working for subcommittees of the Board of Directors, or exercise other works that is beyond the normal scope of duties of a Board member in the Board's view, may be paid in addition to remuneration or other form of award as determined by the Board of Directors.

26.10. Members of the Board of Directors shall be entitled to reimbursement of all costs of meals, accommodation and travel and other reasonable expenses paid by them when performing their responsibilities as a member of the Board of Directors, including expenses arising out of attending at the meetings of the Board of Directors or sub-committees of the Board of Directors, or the General Meeting of Shareholders.

## **Article 27. Chairman of the Board of Directors**

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

27.2. The Chairman of the Board of Directors cannot concurrently hold the position of the General Director.

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

- a) To elaborate the operation plans and programs of the Board of Directors;
- b) Prepare the agenda, content, and documents for the meeting; convene, chair and chair the meeting of the Board of Directors;

- c) Organize the adoption of resolutions and decisions of the Board of Directors;
- d) Supervising the implementation of the resolutions and decisions of the Board of Directors;
- đ) The chairperson of the meeting of the General Meeting of Shareholders;
- e) Other rights and obligations in accordance with the Law on Enterprises and the company's charter.

27.4. 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 application.

27.5. 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 on the prescribed principles. in the company charter. In case no person is authorized or the Chairman of the Board of Directors dies, is missing, is held in custody, is serving a prison sentence, is serving administrative handling measures at a compulsory detoxification establishment or establishment Compulsory education, escaping from residence, restricted or incapable of civil acts, having difficulty in understanding, mastering acts, banned by court from holding positions, banned from practicing or working as a public For certain things, the remaining members elect one of the members to hold the position of Chairman of the Board of Directors on the principle that the majority of the remaining members approve until there is a new decision of the Board of Directors.

#### **Article 28. Meetings of the Board of Directors**

28.1. Chairman election meeting: The initial meeting of a term of the Board of Directors in order to elect the Chairman and to pass other decisions within its authority must be conducted within seven (07) working days from the date of completing the election of the Board of Directors for that term. Such meeting shall be convened by the member who obtains the highest number of votes. If two or more members obtain the same highest number of votes, such members shall elect a person amongst them to convene the meetings of the Board of Directors by a majority vote.

28.2. Regular Meetings: The Chairman of the Board of Directors must convene meetings of the Board of Directors, set the agenda, time and venue of the meeting at least five business days prior to the scheduled meeting date. The meetings of the Board of Director shall be convened by the Chairman of the Board of Directors whenever necessary, but there must be at least one (01) meeting every quarter.

28.3. The extraordinary meetings: The extraordinary meetings of the Board of Director shall be convened by the Chairman of the Board of Directors whenever necessary for the Company's benefits. Furthermore, the Chairman shall convene meetings of the Board of Directors, must not delay without plausible reason when one of the following subjects has written proposal to present the purpose of the meeting and the issues to be discussed:

- (a) The General Director or at least five (05) Other Enterprise Managers;
- (b) An independent member of the Board of Directors; or
- (c) At least two (02) members of the Board of Directors;



28.4. Meetings of the Board of Directors stipulated in Article 28.3 must be conducted within seven (07) working days after the request for the meeting is made. If the Chairman of the Board of Directors does not accept to convene a meeting as requested, then the Chairman must be liable for any damage caused to the Company; the person making the request as referred to in Article 28.3 may himself or herself convene a meeting of the Board of Directors.

28.5. Where the independent auditor requests, the Chairman of the Board of Directors must convene a meeting of the Board of Directors to discuss the audit report and the performance of the Company.

28.6. Meeting Venue: Meetings of the Board of Directors shall be conducted at the registered address of the Company or at another address in Vietnam or abroad as proposed by the Chairman of the Board of Directors and unanimously approved by the Board of the Management.

28.7. Notification and agenda: Notice of meetings of the Board of Directors must be sent to the members of the Board of Directors at least three working days before the meeting date. Notice of meetings of the Board of Directors shall be made in Vietnamese and fully informed of the program, time and place of the meeting, together with the necessary documents on the matters to be discussed and voted on at the Board meeting and votes for the members of the Board of Directors who are unable to attend the meeting.

The notice of invitation shall be sent by post, fax, electronic mail or other methods guaranteed to reach the address of each member of the Board of Directors as registered with the Company.

28.8. Minimum number of participants: Meetings of the Board of Directors may only be proceeded and pass decisions when at least three quarters (3/4) of the members of the Board of Directors present in person or through an authorized representative.

In case of an insufficient quorum, the meeting must be reconvened within fifteen days from the proposed date of the first meeting. The reconvened meeting shall be conducted if more than half of the number (1/2) of members of the Board of Directors attends.

28.9. Voting:

- (a) Excluding Article 28.9(b), each member of the Board of Directors or his/her authorized representative who is present at the meeting of the Board of Directors shall have one (1) vote.
- (b) A member of the Board of Directors shall not be permitted to vote on any contract or transaction or proposal in which such member or any related person of such member has interests which conflict or possibly conflict with the interests of the Company. A member of the Board of Directors shall not be included in quorum required to be present to hold a meeting of the Board of Directors regarding resolutions on which the member does not have the voting right.
- (c) According to Article 28.9(d), when an issue arises at a meeting of the Board of Directors, relating to the interest of a member of the Board of Directors or the voting right of such member, which is not resolved by voluntary waiver of the

voting right of the relevant member of the Board of Directors, then such issue shall be referred to the Chairperson for decision. The decision of the chairman concerning all other members of the Board of Directors shall be final, except where the nature or scope of the interest of the relevant member of the Board of Directors has not been fully announced.

- (d) Any member of the Board of Directors who benefits from any contract stipulated in Article 34.4(a) and Article 34.4(b) of this Charter shall be deemed to have a considerable interest in such contract.

28.10. Declaration of interests: Any member of the Board of Directors who directly or indirectly benefits from a contract or transaction signed or intended to be signed with the Company and aware that he/she has an interest in such contract or transaction is responsible to disclose the nature and contents of such interest at the meeting where the Board of Directors considers the signing of such contract or transaction for the first time. Where a member of the Board of Directors is not aware of themselves and their related person has an interest at the time the contract or transaction is signed with the Company, such member must publicly announce his/her related interests at the first meeting of the Board of Directors to be held after such member becomes aware that he/she has or will have an interest in the relevant contract or transaction.

28.11. Majority voting: The resolutions or decisions of the Board of Directors will be passed at the Board meeting when agreed by the majority of the presenting members of the Board of Directors. Where the number of votes and against is the same, the vote of the Chairman shall be the decisive ballot.

28.12. Meetings by telephone or by other forms: A meeting of the Board of Directors may be conducted by way of a conference call between members of the Board of Directors when all or the number of members are at different places that each attending member is able to:

- (a) Hear each other member of the Board of Directors expressing their opinions in the meeting;
- (b) Express his/her opinions to other attending members at the same time.

The communication among the members may be implemented directly via telephone or by any other means of communication or by a combination of such means. According to this Charter, the members of the Board of Directors who attend such meeting shall be deemed physically present at such meeting. The meeting venue to be held in accordance with this provision shall be the venue where the largest group of the Board of Directors gathers, or shall be the venue where the Chairman of the meeting is present if there is no such a group.

Decisions passed at a meeting via telephone which are duly held and conducted shall take effect immediately after closing the meeting, but must be confirmed by the signatures of all attending members of the Board of Directors in the meeting minutes.

28.13. Written resolution: The Board may pass a resolution by written opinion of the Board members. Such resolutions are effective and of such value as the resolutions passed by the Board members at a convened and conventionally convened meeting. Written opinion will be conducted as follows:

- (a) The Chairman of the Board of Directors has the right to seek written opinion from the Board of Directors in order to pass resolutions of the Board of Directors at any time deemed necessary for the benefit of the Company.
- (b) Upon written opinion of Board members, the resolution shall be passed by the majority vote of the members of the Board of Directors over the total number of members of the Board that has the right to vote on the issue being consulted. Where the number of agree and disagree is equal, the opinion of the Chairman of the Board of Directors will be the decision.
- (c) The written resolution shall be effect and value as the resolution by the members of the Board of Directors at convened and valid meeting.

28.14. Meetings Minutes of Board of Directors: The Chairman is responsible for forwarding meeting minutes of the Board of Directors to members and such minutes should be considered as evidence of the work performed during those meetings unless there is a protest against the content of the minutes within ten days from the date of delivery. Meeting minutes of the Board of Directors are in Vietnamese and must be signed by the Chairman and the minutes taker.

28.15. Persons invited to attend a meeting as observers: The General Director, other Managers and experts may attend a meeting of the Board of Directors at its invitation but shall not be permitted to vote, unless they are members of the Board of Directors or are authorized by the Board members.

28.16. Execution of decisions of the Board of Directors, or sub-committees under the Board of Directors must comply with current law provisions and provisions of the company's charter, Internal corporate governance regulations.

#### **Article 29. Sub-committees of the Board of Directors**

29.1. The Board of Directors may establish subcommittees that will take charge of development policies, personnel, salaries and bonuses, internal audit, risk management. The quantity of members of each subcommittee shall be decided by the Board of Directors with at least 03 persons that are members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members of the Board of Directors shall make up a majority of the subcommittee and one of these member shall be designated as the chief of the subcommittee under a decision of the Board of Directors. The subcommittees shall operate in accordance with regulations of the Board of Directors. A subcommittee's resolution is only effective when it is voted for by the majority of its members during its meetings.

29.2. Execution of decisions of the Board of Directors, or sub-committees under the Board of Directors must comply with current law provisions and provisions of the company's charter, Internal corporate governance regulations.

#### **Article 30. Person in charge of Corporate Governance**

30.1. The Board of Directors must appoint at least one person to act as the person in charge of corporate governance in order to assist corporate governance to be carried out effectively ("Person in charge of Corporate Governance"). The office terms shall be decided by the Board of Directors. The Board of Directors may remove the Person

in charge of Corporate Governance at any time, provided that it is not contrary to the relevant laws on labor. The Board may also appoint one or more Company Secretaries. The roles and responsibilities of the Company Secretary include:

- (a) To advise the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations related works between the Company and shareholders.
- (b) To prepare meetings of the Board of Directors and the General Meeting of Shareholders upon request of the Board of Directors.
- (c) To advise on the procedures of the meetings;
- (d) To attend the meetings;
- (e) To advise on procedures of making the Board of Directors resolutions in accordance with the Law;
- (f) To provide financial information, copies of meeting minutes of the Board of Directors and other information to members of the Board of Directors
- (g) To monitor and report to the Board of Directors on the information disclosure activities of the company.
- (h) To protect confidential information according to the provisions of Law and the Company's Charter;
- (i) Other rights and obligations as prescribed by law and the company's charter.

30.2. The secretary of the Company shall be responsible to keep information confidential in accordance with the Law and this Charter.

30.3. The person in charge of corporate governance cannot concurrently work for an approved audit organization that is auditing the financial statements of the Company.

## **VIII. GENERAL DIRECTOR, OTHER SENIOR MANAGERS AND SECRETARY OF THE COMPANY**

### **Article 31. Organization of management apparatus**

The Company promulgates the management apparatus system in which the Board of Management shall be responsible for and under the management of the Board of Directors. The Company has a General Director, one or several Deputy General Directors and a Chief Accountant whose are appointed by the Board of Directors. The General Director and Deputy General Directors may concurrently hold the position of the members of the Board of Directors, that are appointed, dismissed or removed by the Board of Directors.

### **Article 32. Executive of the Company**

32.1. The Executive of the company includes the General Director, Deputy General Director, Chief Accountant and other executives in accordance with the company's charter

32.2. Salary, remuneration, benefits and other benefits of the General Director shall be decided by the Board of Directors.

32.3. Salary, remuneration, benefits and other benefits of other Enterprise Managers shall be decided by the Board of Directors after consultation with the General Director. Information about salary of Other Enterprise Managers must be recorded in a separate item in the annual financial statements and annual report of the Company.

32.4. The Executive's salary is included in the Company's business expenses in accordance with the law on corporate income tax, which is presented as a separate item in the annual financial statements of the Company.

### **Article 33. Appointment, dismissal, removal, Duties and Powers of the General Director**

33.1. Appointment. The Board of Directors shall appoint a member of the Board or another person to be the General Director. The Board of Directors shall enter into a contract which shall specify the salary, remuneration, benefits and other terms related to the recruitment. The information about salary, remuneration and benefits of the General Director must be reported at the Annual General Meeting of Shareholders and must be itemized in the annual report of the Company.

33.2. Term of office: The term of General Director is not more than 05 years and can be reappointed with unlimited number of terms. The appointment may expire based on the provisions of the labor contract. The General Director is not allowed to be the people prohibited by Law from this position.

33.3. Powers and Duties. The General Director has the following powers and responsibilities:

a) Deciding issues related to the daily business of the Company that are not within 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 plans and investment plans;

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

d) To appoint, dismiss, remove from office managerial positions in the Company, except for positions within the authority of the Board of Directors;

e) Decide the salary and other benefits for the employees of the Company, including the manager who is appointed by the General Director;

g) Labor recruitment;

h) To propose plans to pay dividends or deal with business losses;

i) Other rights and obligations as prescribed by law, the company's charter and resolutions and decisions of the Board of Directors

33.4. Report to the Board of Directors and Shareholders: The General Director is responsible to the Board of Directors and the General Meeting of Shareholders for the performance of assigned duties and powers and shall report these authorities when requested.

33.5. Removal: The Board of Directors may remove or dismiss the General Director when a majority of the Board members vote and appoint a new replacement General Director.

## **IX. AUDITING COMMITTEE UNDER THE BOARD OF DIRECTORS**

### **Article 34. Nomination and self-nomination of members of the Audit Committee**

34.1. The Chairman of the Audit Committee and other members of the Audit Committee are nominated by the Board of Directors and are not the operator of the Company.

34.2. The appointment of the Chairman of the Audit Committee and other members of the Audit Committee must be approved by the Board of Directors at the meeting of the Board of Directors.

### **Article 35. Composition of the Audit Committee**

35.1. The Audit Committee shall have at least 02 members. The chairperson of the Audit Committee shall be an independent member of the Board of Directors. Other members of the Audit Committee shall be non-executive members of the Board of Directors.

35.2. Members of the Audit Committee must have knowledge of accounting and auditing, have a general understanding of laws and operations of the Company and do not fall into the following cases:

- a) Working in the accounting and finance department of the company;
- b) Being a member or employee of an auditing organization approved to audit the company's financial statements in the previous 3 years.

35.3. The Chairman of the Audit Committee must have a university or higher degree in one of the majors in economics, finance, accounting, auditing, law, and business administration.

### **Article 36. Rights and obligations of the Audit Committee**

The Audit Committee has the rights and obligations prescribed in Article 161 of the Law on Enterprises, the company's charter and the following rights and obligations:

36.1. Have the right to access documents related to the Company's operations, exchange with other members of the Board of Directors, General Director, Chief Accountant and other management staff to collect information for service. operation of the audit committee.

36.2. Having the right to request the representatives of the approved auditing organization to attend and answer matters related to the audit financial statements at the meetings of the audit committee.

36.3. Use legal advice, accounting or other external advice when necessary.

36.4. Develop and submit to the Board of Directors risk detection and management policies; propose to the Board of Directors solutions to handle risks arising in the operations of the Company.

36.5. Make a written report to the Board of Directors when detecting that members of the Board of Directors, General Director and other managers fail to fulfill their responsibilities as prescribed in the Law on Enterprises and the company's charter.

36.6. Develop the Operation Regulation of the Audit Committee and submit it to the Board of Directors for approval.

#### **Article 37. Meeting of the Audit Committee**

37.1. Auditing Committee must have at least 02 meetings a year. The minutes of the meeting are detailed, clear and must be kept fully. The minutes maker and members of the Audit Committee attending the meeting must sign the minutes of the meeting.

37.2. The Audit Committee approves the decision by voting at the meeting, soliciting opinions in writing or other forms as stipulated by the company's charter or the Audit Committee's Operation Regulation. Each Audit Committee member has one vote. A decision of the Audit Committee shall be adopted if it is approved by a majority of the attending members; In case the number of votes is equal, the final decision belongs to the side with the opinion of the Audit Committee Chairman.

#### **Article 38. Report on activities of independent members of the Board of Directors in the Audit Committee at the Annual General Meeting of Shareholders**

38.1. Independent members of the Board of Directors in the Audit Committee are responsible for reporting activities at the Annual General Meeting of Shareholders.

38.2. Report on activities of independent members of the Board of Directors in the Auditing Committee at the annual General Meeting of Shareholders must ensure the following contents:

a) Remuneration, operating costs and benefits other of the audit committee and each member of the audit committee in accordance with the provisions of the Enterprise Law and the company's charter;

b) Summarizing the meetings of the Auditing Committee and conclusions and recommendations of the Audit Committee;

c) The results of supervision of the financial statements, the performance of the Company, the financial situation of the Company;

d) Assessment report on transactions between the Company, subsidiaries, other companies with over 50% or more of the charter capital held by the Company with members of the Board of Directors, General Director, and operator other business and its related persons; transactions between the Company and a company in which a member of the Board of Directors, the General Director, other executives of the enterprise is a founding member or manager of the enterprise within the latest 03 years prior to the date deal;

đ) Assessment results of the Company's internal control and risk management system;

e) Results of supervision of the Board of Directors, General Director and other executives of the enterprise;

g) Results of assessment of the coordination of activities between the Audit Committee with the Board of Directors, General Director and shareholders;

i) Other contents (if any).

## **X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBER OF INSPECTION COMMITTEE, THE GENERAL DIRECTOR AND OTHER SENIOR MANAGERS**

### **Article 39. Responsibility to be prudent**

Members of the Board of Directors, the General Director and other Managers are responsible to perform their duties including those as a member of sub-committees under the Board of Directors in bona fide for the best interests of the Company and with an extent of prudence expected from any prudent peer under similar circumstances.

### **Article 40. Responsibility to be honest and avoid conflicts of interest**

40.1. Members of the Board of Directors, the General Director and other managers are not permitted to take advantage of profitable business opportunities of the Company for personal purposes; and concurrently not permitted to use information obtained by virtue of their positions for their personal interest or for the interests of other individuals or organizations.

40.2. Members of the Board of Directors, the General Director and other Managers are obliged to inform the Board of all interests that may conflict with the interests of the Company that they may enjoy through economic legal entities, transactions or other individuals as prescribed by law, except for the cases specified at Point r, Clause 2, Article 14 and Clause 3, Article 40 of this Charter. The above-mentioned persons may only use such opportunities when members of the Board of Directors without related interests vote in favor. The announcement content includes:

- (a) Name, address of the head office, business lines, issuance number and date of the Enterprise Registration Certificate, place of business registration of any enterprise in which they own contributed capital or shares; ratio and date of owning such contributed capital or shares.
- (b) Name, address of the head office, business lines, issuance number and date of the Business Registration Certificate, place of business registration of any enterprise in which their Related Persons jointly or severally own shares or contributed capital of more than thirty-five (35%) of the Charter Capital.

The declaration stipulated in this clause must be made within a time-limit of seven (07) working days from the arising date of any relevant interest; any amendment or addition must be reported to the Company within seven (07) working days from the date of such amendment or addition.



The declaration stipulated in this Clause shall be stored in the head office of the Company. Shareholders, their authorized representatives, members of the Board of Directors and the General Director shall have the rights to review the declared contents whenever necessary.

Any Board of Directors member, and the General Director, if performing work in any form in his/her name or on behalf of others within the scope of business of the Company, must report the nature and content of that work to the Board of Directors and must only be permitted to perform the work if the majority of the remaining members of the Board of Directors approve; if the work is performed without reporting or without the approval of the Board of Directors, all income arising from such activity shall belong to the Company.

40.3. Unless otherwise decided by the General Meeting of Shareholders, the Company shall not grant loans or guarantees to members of the BOD, their General Directors, Managers, and Related Persons or legal entities in which such persons have financial interests unless the Company and the entity related to this member are the subsidiaries, affiliated companies.

40.4. A contract or transaction between the Company and the following entities (except for the transactions mentioned at Point r, Clause 2, Article 14 and Clause 3, Article 40 of this Charter):

- (a) Shareholders or authorized representative of the Shareholders holding more than thirty-five (35%) of the ordinary shares of the Company, and their Related Persons;
- (b) Any member of the Board of Directors, the General Director and their Related Persons;
- (c) Any enterprise in which any member of the Board of Directors, the General Director or any other Managers own contributed capital or shares;
- (d) Any enterprise in which any member of the Board of Directors, the General Director or any other Managers own contributed capital or shares; any enterprise in which the Related Persons of any member of the Board of Directors, the General Director or any other Manager own jointly or separately shares or contributed capital of more than thirty five percent (35%) of the charter capital;

shall not be invalid if:

- (i) for contracts valued at less than or equal to twenty percent (20%) of the total value of the Company's assets recorded in the most recently audited consolidated financial statements, contracts or transactions as well as the relationships and benefits of the Manager or members of the Board of Directors, have been reported to the Board or subcommittee. At the same time, the Board or subcommittee has authorized the performance of the contract or transaction in an honest manner by a majority vote of the non-related Board members
- (ii) for contracts with a value greater than twenty percent (20%) of the total value of the Company's assets recorded in the most recently audited consolidated financial statements, the significant elements of this contract or transaction as

well as the relationship and benefits of the Manager or members of the Board of Directors have been disclosed to the non-benefits Shareholders that have the right to vote on that issue. These contracts are approved when there are sixty-five percent (65%) of the non-benefits Shareholders agreed.

- (iii) the contract or transaction is considered by an independent consultant to be fair and reasonable in all respects in relation to the Shareholder of the Company at the time of the transaction or this contract is permitted for implementation or approval by the Board of Directors or a subcommittee of the Board of Directors or Shareholders.

Members of the Board of Directors, the General Director, other Managers and their Related Persons must not use the Company information which have not yet been permitted to be disclosed, or must not disclose information to others in order to implement related transactions.

#### **Article 41. Responsibilities for damage and compensation**

41.1. Responsibilities for damage: Members of the Board of Directors, the General Director, the Managers violate the obligation to act honestly and fail to fulfill their obligations with caution, diligence, and professional competence will be responsible for the damage caused by their violation.

41.2. Compensation: the Company shall make compensation for those who have, are or may become a party involved in the complaints, lawsuits and prosecution that have been being or may be made including civil and administrative cases (and not the lawsuits initiated by the Company as the petitioner) if that persons were or are members of the Board of Directors, the Managers, employees, or representatives authorized by the Company that persons have been implementing at the request of the Company as members of the Board of Directors, the Managers, employees, or representatives authorized by the Company, provided that they have acted honestly, prudently and diligently for the benefits without being against the highest interests of the Company, on the basis of compliance with the law and there is no evidence to confirm that persons have violated their responsibilities.

41.3. The compensation expenses include accrued expenses (including attorney's fees), judgment expenses, fines, amounts payable arising in reality or are considered to be reasonable when dealing with these cases in the framework of the law allowed. The Company can buy insurance for these people to avoid the compensation liability above mentioned.

### **XI. RIGHT TO INVESTIGATE BOOKS AND RECORDS OF THE COMPANY**

#### **Article 42. Right to investigate books and records**

42.1. A shareholder and a group of shareholders mentioned Article 11.3 of this Charter shall have the right to send, directly or via an authorized person, a written request to check shareholder list and the minutes of General Meeting of Shareholders and to excerpt these records during the working hours and at the main business location of the Company. The request of an authorized representative of shareholder must be accompanied by a power of attorney of shareholder represented by such person or a notarized copy of such power of attorney.

42.2. Members of the Board of Directors, General Director and Managers have the right to check the book of shareholder registration of the Company, the list of shareholders, other books and records of the Company for purposes relating to their positions provided that such information must be kept confidential.

42.3. The Company shall keep this Charter and its amendments and additions, the Enterprise Registration Certificate, regulations, documents proving asset ownership, meeting minutes and resolutions of the General Meeting of Shareholders and of the Board of Directors, annual financial statements, accounting books, and any other documents in accordance with the Law at the head office of the Company or another place provided that the Shareholder and the business registry are informed of the location of these documents.

42.4. The Company's Charter must be disclosed on the Company's website.

## **XII. EMPLOYEES AND THE TRADE UNION**

### **Article 43. Employees and the Trade Union**

43.1. The General Director must make a plan for the Board of Directors to approve the issues related to recruitment, labor, dismissal, salaries, social security, welfare, bonuses and discipline for Managers and employees.

43.2. The General Director must make a plan for the Board of Directors to approve the issues related to the Company's relationships with the Trade Union in accordance with the standards, the best practices and management policies, practices and policies stipulated in this Article, the Company's regulations and the applicable laws

## **XIII. PROFIT DISTRIBUTION**

### **Article 44. Dividend**

44.1. The General Meeting of Shareholders shall decide the rate of dividends to be paid and the method of annual dividend payment from the Company's retained profits. Dividends may be paid in cash, in shares of the Company or in other assets as decided by the General Meeting of Shareholders. The Company will only pay dividends to shareholders when the Company has fulfilled its tax obligations and other financial obligations in accordance with the law; setting funds and make up for the previous losses in accordance with the provisions of the Law and this Charter. Immediately after the payment of the dividend, the Company still has to make sure that all debts and other property obligations are fully paid.

44.2. According to the Law on Enterprises, the Board of Directors may decide to advance the dividend if it considers that such payment is in line with the profitability of the Company

44.3. Where dividend payment shall be paid by cash, the Company must make such payment in Vietnamese dong and can pay by check or by transfer through the bank account that shareholder providing. In case that the Company makes a bank transfer based on the exact banking detail provided by a Shareholder but such Shareholder cannot receive money, the Company shall not be liable for amount which it has transferred to the Shareholder entitled to such amount. Dividend payment for shares listed on the Stock Exchange may be made through a Securities Company or a Depository Center.

#### **Article 45. Other matters relating to profit distribution**

Other matters relating to profit distribution shall be implemented in accordance with Law.

### **XIV. BANK ACCOUNT, RESERVE FUND, FISCAL YEAR AND ACCOUNTING SYSTEM**

#### **Article 46. Bank account**

46.1. The Company opens accounts at Vietnamese banks or foreign banks permitted to operate in Vietnam.

46.2. If necessary, the Company may open a bank account in a foreign country in accordance with the Law.

46.3. The Company will make all payments and accounting transactions via its Vietnamese dong accounts or foreign currency accounts at the bank where the Company opened such accounts.

#### **Article 47. Fiscal year**

The fiscal year of the Company shall begin from the first day of January each year and shall end on the 31<sup>st</sup> day of December of the same year.

#### **Article 48. Accounting system**

48.1. The accounting system used by the Company shall be Vietnamese Accounting System (VAS) or another accounting system approved by the Minister of Finance.

48.2. The Company shall prepare accounting books in Vietnamese. The Company will keep the accounting records in accordance with the form of business operations in which the Company shall be engaged. These records must be accurate, updated, systematic and sufficient to prove and explain the transactions of the Company.

48.3. The Company uses the Vietnamese dong (or a freely convertible foreign currency in cases where it is approved by a competent authorities) as the official currency in accounting.

### **XV. ANNUAL REPORTS, RESPONSIBILITY FOR INFORMATION DISCLOSURE AND NOTIFICATION TO THE PUBLIC**

#### **Article 49. Annual, semi-annual and quarterly financial statements and annual reports**

49.1. The Company must prepare annual financial statements in accordance with the provisions of the law as well as those of the State Securities Commission and such statement must be audited in accordance with Article 47 of this Charter. The Company will disclose annual financial statements in accordance with the Law.

49.2. The annual financial statements must include reports on the results of business and production activities which reflect truthfully and objectively the profit and loss situation of the Company in the financial year, a balance sheet which reflects truthfully and objectively

the activities of the Company up to date of preparing such report, a cash flow statement and explanatory notes to the financial statements.

49.3. The Company must prepare semi-annual and quarterly reports in accordance with the regulations of the State Securities Commission and submit them to the State Securities Commission and the Stock Exchange, and submit to the relevant tax authorities in accordance with the Law.

49.4. The annual audited financial statements (including the auditor's opinion), quarterly and semi-annual statements of the Company must be disclosed on the Company's website.

49.5. The Company must prepare and publish annual reports in accordance with the Laws on Securities and Securities Market.

49.6. Interested organizations or individuals shall be entitled to examine or copy the annual audited financial statements and the semi-annual and quarterly reports during the working hours of the Company at the head office of the Company, and shall be required to pay a reasonable amount of copying fees.

#### **Article 50. Information Disclosure**

The annual financial statements and other supporting documents must be disclosed to the public in accordance with the regulations of the State Securities Commission.

### **XVI. AUDITING**

#### **Article 51. Auditing**

51.1. At the Annual General Meeting of Shareholders, the Company shall appoint an independent auditing firm which is legally operating in Vietnam and is approved by the State Securities Commission to audit the listed companies or approval on the list of independent auditing firms and authorize the Board of Directors to selected one of these firms to conduct the Company audit for the next financial year on the basis of the terms and conditions as agreed with the Board of Directors.

51.2. The independent auditing firm shall inspect, certify and make a report on the annual financial statements which reflect the income and expenditure of the Company, and shall prepare an audit report and submit it to the Board of Directors within ninety (90) days from the end of a financial year.

51.3. Auditors perform the audit of the Company shall be invited to attend all meetings of General Meeting of Shareholders and shall have right to receive notices and other information related to General Meeting of Shareholders where any shareholder has the right to receive and has the right to express opinions at the General Meeting of Shareholders on the issues related to audit.

### **XVII. SEAL**

#### **Article 52. Seal**

52.1. The Board of Directors shall make a decision on approving the official seal of the Company and the seal is inscribed in accordance with the Law.

52.2. The Board of Directors, the General Director shall use and manage the seal in accordance with Law.

## **XVIII. TERMINATION OF OPERATION AND LIQUIDATION**

### **Article 53. Termination of operation**

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

- (a) The court declares the Company bankrupt in accordance with applicable law;
- (b) Dissolution as a decision of the General Meeting of Shareholders; or
- (c) Other cases stipulated by the law.

53.2. The dissolution of the Company shall be decided by the General Meeting of Shareholders and shall be implemented by the Board of Directors. The decision on dissolution must be notified or must be approved by the competent authorities in accordance with the provisions of the Law.

### **Article 54. Liquidation**

54.1. After a decision to dissolve the Company, the Board of Directors must establish a Liquidation Committee consisting of three (03) members. Two (02) of these members shall be appointed by the General Meeting of Shareholders and one (01) shall be appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall formulate its own operational regulations. The members of the Liquidation Committee may be selected from the Company's employees or independent experts. All expenses relating to liquidation shall be paid by the Company in priority to the Company's other debts.

54.2. The Liquidation Committee shall be responsible to report its dates of establishment and commencement of operation to the business registration authority. From such point of time, the Liquidation Committee will represent the Company in all work relating to the liquidation of the Company before a Court and the administrative authorities.

54.3. Proceeds from the liquidation shall be disbursed in the following order:

- (a) Liquidation expenses;
- (b) Salaries and insurance expenses for employees;

- (c) Taxes and other items paid to the State;
- (d) Loans of the Company; and
- (d) After all the debts from (a) to (e) above have been paid, the balance shall be distributed to shareholders. Payment of the preference shares shall be given priority.

## **XIX. INTERNAL DISPUTE SETTLEMENT**

### **Article 55. Internal dispute settlement**

55.1. When any dispute or complaint relating to the Company's activities or the shareholders' rights arising out of the Charter or any rights or obligations stipulated in the Law on Enterprises or other laws or the administrative regulations, between

- (a) Shareholder and the Company; or
- (b) Shareholder and the Board of Directors, the General Director or Managers.

The related parties will try to resolve such dispute through negotiation and reconciliation. Except where such dispute concerning the Board of Directors or the Chairman of the Board of Directors, the Chairman will preside over the settlement of disputes and shall require each party to present the actual factors relating to the dispute within five (5) working days from the date of the arising. If the conflict concerns the Board of Directors or the Chairman of the Board, either party may request the Supervisory Board to appoint an independent expert who shall act as an arbitrator for the dispute resolution.

55.2. If no reconciliation is reached within sixty (60) days since the beginning of reconciliation process or a decision of a mediator is not accepted by the parties, then either party may refer the dispute to the Arbitration or the Court of competent jurisdiction.

55.3. Each party will bear its own costs relating to procedures for negotiation and reconciliation. Payment of the court expenses shall be made in accordance with the judgment of the Arbitration or the Court.

## **XX. AMENDMENT AND SUPPLEMENT OF THE CHARTER**

### **Article 56. Amendment and supplement of the Charter**

56.1. The amendment and supplement of this Charter must be decided and approved by the General Meeting of Shareholders.

56.2. Where any legal provision relating to the Company's operation has not been mentioned in this Charter or where any new legal provision is different from the terms of this Charter, such provision of law shall automatically apply, and shall govern the Company's operation.

## **XXI. EFFECTIVE DATE**

### **Article 57. Effective date**

57.1. This Charter includes 21 Chapters and 57 Articles, approved by the General Meeting of Shareholders and takes effect on April 26, 2023.

57.2. This Charter is made several copies of equal validity, of which at least one copy shall be filed in the head office of the Company.

57.3. This Charter is the official and unique document of the Company and replacing the previous Charters and amendment appendix.

57.4. Copies or excerpts of this Charter of the Company are valid only when they bear the signature of Chairman of the Board of Directors or the signature of at least half (1/2) of the total number of members of the Board of Directors.



**The Signature of the Company's Legal Representative**

MR. DOAN HONG VIET  
Chairman of the BOD

A handwritten signature in black ink, appearing to read "Dang Kien Phuong".

MRS. DANG KIEN PHUONG  
General Director

[NOTICE: This Convocation Notice is a translation of the Vietnamese language original for convenience purpose only, and in the event of any discrepancy, the Vietnamese language original shall prevail.]