

**BAMBOO CAPITAL GROUP JOINT STOCK COMPANY**



**CHARTER**  
**OF**  
**BAMBOO CAPITAL GROUP**  
**JOINT STOCK COMPANY**  
**(The 20th Amendment and Supplement, April 28<sup>th</sup>, 2023)**

*Ho Chi Minh City, April 2023*

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# FOREWORD

This Charter of Bamboo Capital Group Joint Stock Company is the legal basis for the entire operation of the Company, a Joint Stock Company incorporated and operating under the Law on Enterprises. The Charter, resolutions of the General Meeting of Shareholders, decisions of the Board of Directors and other decisions issued by the Company, if duly approved in accordance with relevant laws, will be binding rules and regulations to conduct business activities of the Company.

This Charter consists of twenty-one (21) Chapters, forty-nine (49) Articles, effective from April 28th, 2023.

## I. DEFINITIONS OF TERMS IN THE CHARTER

### *Article 1. Interpretation of terms*

1. In this Charter, the following terms have the following meanings:
  - a. **“Company”** defined in this Charter is CÔNG TY CỔ PHẦN TẬP ĐOÀN BAMBOO CAPITAL; Company’s name written in English is: BAMBOO CAPITAL GROUP JOINT STOCK COMPANY; and is abbreviated as BCG.
  - b. **“Business Location”** means the geographical scope of the Company’s production and business activities, including within and outside the territory of Vietnam.
  - c. **“Charter capital”** means the capital contributed by all Shareholders and mentioned in Article 5 of this Charter.
  - d. **“Law on Enterprises”** means the Law on Enterprises No. 59/2020/QH14 approved by the National Assembly on June 17th, 2020, and effective from January 1st, 2021.
  - e. **“Law on Securities”** means the Law on Securities No. 54/2019/QH14 approved by the National Assembly on November 26th, 2019, effective from January 1st, 2021.
  - f. **“Manager”** means the Chairman of the Board of Directors, a member of the Board of Directors, the General Manager and the Chief Accountant Officer.
  - g. **“Establishment Date”** means the date the Company is granted the Business Registration Certificate (Enterprise Registration Certificate) for the first time.
  - h. **“Law”** means all legal documents specified in Article 2 of the Law on Promulgation of Legislative Documents No. 80/2015/QH13 approved by the National Assembly on June 22th, 2015, effective from July 1st, 2016.
  - i. **“Related Person”** means any individual or organization that falls into one of the cases specified in Clause 23, Article 4 of the Law on Enterprises, and Clause 46, Article 4 of the Law on Securities.
  - j. **“Shareholders”** means any individuals or organizations named in (i) the Share Register; or (ii) a similar document as prescribed by the Law on Securities for a listed company as a share holder.

- k. **“Operating term”** means the Company’s operating term as specified in Article 2 of this Charter and may be changed through a resolution of the General Meeting of Shareholders.
- l. **“Vietnam”** means the Socialist Republic of Vietnam.
- m. **“Acquirer”** means: (i) The person representing the Organizational shareholder, (ii) the Shareholder being an individual or the representative of the Shareholder being an individual/organization, which Shareholder (organization or individual) holds or together with the Related Person specified at Point i, Clause 1, Article 1 of this Charter holds from twenty-five (25)% of total voting shares of the Company or more.
- n. **“Authorized Representative”** means a person authorized by a Organizational/Individual shareholder to exercise the Shareholders' rights in accordance with the Law.
- o. **“Authorized Person to Attend Meeting”** means a person who is: (i) Shareholder (organization or individual); (ii) or Authorized Representative legally authorized to attend and vote at the General Meeting of Shareholders.
- p. **“Branch”** is a dependent unit of a company, legally incorporated in the territory of Vietnam, with the task of performing all or some of the functions of the Company, including the function of authorized representative. The lines of business of the branch must be consistent with the lines of business of the company.
- q. **“Representative Office”** is a dependent unit of the Company with the task of acting as the authorized representative in the interests of the company and protecting such interests.
- r. **“Business Location”** is a location where the Company’s specific business activities are carried out. Business Location may be apart from the registered address of the headquarters.
- s. **“Subsidiary”** means an enterprise in one of the following cases: (a) The Company owns more than fifty (50)% of the Charter Capital or the total number of ordinary shares issued of such enterprise; (b) The Company has the right to control such enterprise, through (i) the right to directly or indirectly appoint the majority or all the members of the Board of Directors, the Director or General Manager of such enterprise; or (ii) the right to decide to amend and supplement the charter of such enterprise; or (iii) other rights in accordance with the Law on Enterprises.
- t. **“Internal Management Rules”** means a document that sets forth principles and rules on operating and managing the Company issued according to its authority, sequence, procedures of the Company and in accordance with the provisions of the Law from time to time.
- u. **“Competitor”** means any organization that is providing, or may in the future provide products, services or trading in areas of similar interest (or better) for the target audience. Competitor is also more broadly understood as a competitor that has the ability to acquire ownership of the Company for the purpose of expanding its field of activity, gaining market share or increasing competitiveness.

2. In this Charter, any provision or document referenced shall include any amendments, supplements or replacements thereof.
3. The headings (Chapters, Articles of this Charter) are included for convenience only and do not affect the nature of the content and structure of this Charter;
4. Words or terms mentioned in the Law on Enterprises, the Law on Securities (if they do not conflict with the subject or context) will have the same meaning in this Charter.

## **II. NAME, FORM, HEADQUARTERS, LEGAL REPRESENTATIVES, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATION AND OPERATING TERM**

### ***Article 2. Name, Form, Headquarters, Legal Representatives, Branches, Representative Offices, Business Location and Company's operating term***

1. The legal name of the Company in Vietnamese is “**CÔNG TY CỔ PHẦN TẬP ĐOÀN BAMBOO CAPITAL**”.

Company name written in English is “**BAMBOO CAPITAL GROUP JOINT STOCK COMPANY**”.

The abbreviation is “**BCG**”.

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

2. The Company is incorporated, organized and operated under the Law on Enterprises. Accordingly, the Company has legal entity status from the Establishment Date, and the Shareholders are only responsible for the debts and other property obligations of the Company to the extent of the amount of capital contributed to the Company.
3. The Company's headquarters is located at:
 

Address	: 27C Quoc Huong, Thao Dien Ward, Thu Duc City, Ho Chi Minh City, Vietnam
Telephone	: 028. 62 680 680
Fax	: 028. 62 991 188
Website	: <a href="http://www.bamboocap.com.vn">http://www.bamboocap.com.vn</a>
4. The Chairman of the Board of Directors and the General Manager are the legal representatives of the Company.
5. The Company may establish its Branches, Representative Offices and Business Locations (hereinafter referred to as “Affiliates”); division, separation and conversion of Affiliates in the business location to achieve the Company's objectives in accordance with the provisions of the Law and this Charter.
6. Except for operation termination before the operating term according to Clause 2, Article 43 or Article 44 of this Charter, the company's operating term is unlimited from the Establishment Date .

## **III. THE COMPANY'S OBJECTIVES, BUSINESS AND OPERATION SCOPE**

### ***Article 3. Company's operating objectives***

1. Company's business sectors:

No.	Name of line of business	Code of line of business
1	Sawing, sawing, planing and preserving wood (not operating at the headquarters).	1610
2	Production of plywood, veneers, plywood and other thin boards (not operating at the headquarters).	1621
3	Production of construction furniture (not operating at the headquarters).	1622
4	Other retail sale of new goods in specialized stores Details: Retail fertilizer.	4773
5	Car and other motor vehicle dealers	4513
6	Iron ore mining (not operating at the headquarters)	0710
7	Mining uranium ore and thorium ore (not operating at the headquarters)	0721
8	Mining other non-iron metal ores (not operating at the headquarters)	0722
9	Exploitation of stone, sand, gravel and clay (not operating at the headquarters)	0810
10	Wholesale of food Details: Wholesale of milk, dairy products, confectionery and products processed from cereals, flour, starch, coffee, cocoa (Exclusion: not carrying out distribution activities of goods that economic organizations with foreign investors are not authorized to distribute according to the provisions of the law from time to time) (not operating at the headquarters).	4632
11	Wholesale of automobiles and other motor vehicles	4511
12	Wholesale of materials and other installation equipment in construction Details: Wholesale of wood, bamboo and cork. Wholesale of preliminarily processed wood products. Wholesale of building materials	4663
13	Organization of introduction and trade promotion	8230



No.	Name of line of business	Code of line of business
	(not operating in Ho Chi Minh City) (does not perform explosive effects and does not use explosives, inflammables, chemicals as props, tools for performing cultural programs, events, movies)	
14	Wholesale of other machinery, equipment and spare parts Details: Wholesale of other machinery, equipment and spare parts (Exclusion: not carrying out distribution activities of goods that economic organizations with foreign investors are not allowed to distribute according to the provisions of the law from time to time.)	4659
15	Computer Programming	6201
16	Computer consulting and computer system administration	6202
17	Activities of information technology services and other services related to computers	6209
18	Repair of computers and peripherals (except for mechanical processing, waste recycling, electroplating at the office)	9511
19	Data processing, leasing and related activities	6311
20	Trading in real estate, land use rights belonging to owners, users or renters Details: Real estate business (except: not doing the activity of "investing in the construction of cemetery and cemetery infrastructure to transfer land use rights associated with infrastructure")	6810
21	Other specialized wholesale not elsewhere classified Details: Wholesale of rubber and fertilizer (not operating at the office). Wholesale of fertilizers, pesticides and chemicals used in agriculture.	4669
22	Producing animal, poultry and aquatic feed (not operating at the headquarters)	1080
23	Sale of spare parts and accessories for automobiles and other motor vehicles	4530
24	Sell motorbikes, motorcycles	4541

No.	Name of line of business	Code of line of business
25	Sale of spare parts and auxiliary parts of motorbikes and motorcycles	4543
26	Motor vehicle rental Details: Car rental	7710
27	Maintenance and repair of cars and other motor vehicles (except for mechanical processing, waste recycling, electroplating at the headquarters)	4520
28	Maintenance and repair of motorbikes and motorcycles (except for mechanical processing, waste recycling, electroplating at the headquarters)	4542
29	Financial services support activities not elsewhere classified Details: Investment consulting activities (except financial, accounting and legal consulting).	6619
<b>30</b>	<b>Management consulting activities (except for financial, accounting and legal consulting)</b>	<b>7020 (Primary)</b>
31	Prepare surface <i>Details: (Exclusion: not performing the activity "Blasting services" in Section 1, List A, Appendix I of Decree 31/2021/ND-CP).</i>	4312
32	Installation of other building systems (except for mechanical processing, waste recycling, electroplating at the headquarters)	4329
33	Finishing the construction works	4330
34	Other specialized construction activities	4390
35	Demolition	4311
36	Retail of passenger cars (9 seats or less)	4512
37	Wholesale of fabrics, garments, shoes	4641
38	Agents, brokers, auctions of goods Details: Agents, brokers, auctions of goods (excluding: not carrying out distribution of goods that economic organizations with foreign investors are not entitled to distribute according to the provisions of the law from time to time).	4610

No.	Name of line of business	Code of line of business
39	Building residential houses	4101
40	Building non-residential houses	4102
41	Construction of railway works	4211
42	Construction of road works	4212
43	Construction of other public works	4229
44	Construction of other civil engineering works	4299
45	Production of knitted fabrics, crocheted fabrics and other nonwovens	1391
46	Production of carpets, blankets and cushions	1393
47	Electricity production Details: Production of solar power and wind power (except for transmission, dispatching of the national power system and management of the distribution power grid, multi-purpose hydroelectricity, nuclear power).	3511
48	Electricity transmission and distribution Details: Selling electricity to users (except for transmission, dispatching of national power system and management of distribution power grid, multi-purpose hydroelectricity, nuclear power).	3512
49	Short-stay services Details: Hotels, tourist villas, tourist apartments, tourist motels, houses with rooms for tourists to rent.	5510
50	Enterprises must strictly comply with the provisions of the law on land, construction, fire prevention and fighting, environmental protection, and other provisions of the current law and business conditions for conditional business lines	Sectors and occupations that do not match the codes of Vietnam's economic system

2. Company's operating objectives: continuously develop investment, mergers and acquisitions, and production and business activities in order to: maximize the possible profits of the Company for Shareholders; enhance the Company's value; and constantly improve the living conditions, working conditions and incomes for employees; at the same time fulfill the obligation to pay the state budget.

#### ***Article 4. Company's business and operation scope***

1. The Company is allowed to plan and participate in all business activities according to the Company's lines of business which have been published on the National Enterprise Registration Portal and this Charter, in accordance with the provisions of the Law and take appropriate measures to achieve the objectives of the Company.
2. The Company may conduct business activities in other fields permitted by the Law and approved by the General Meeting of Shareholders.

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

##### ***Article 5. Charter capital, Shares, Founding Shareholders***

1. The Charter Capital of the Company: VND 5,334,676,220,000 (*Five thousand three hundred and thirty four billion six hundred seventy six million two hundred and twenty thousand Vietnamese Dong*).

The total charter capital of the Company is divided into 533,467,622 shares (*Five hundred thirty-three million, four hundred and sixty-seven thousand six hundred and twenty-two shares*). Par value of shares is 10,000 VND/share (*Ten thousand Vietnam Dong per share*).

2. The Company's shares on the date of passing this Charter are all ordinary shares. The rights and obligations attached to ordinary shares are specified in Article 10 of this Charter.
3. The Company may increase or decrease its Charter Capital when it is approved by the General Meeting of Shareholders in accordance with the provisions of the Law.
4. If approved by the General Meeting of Shareholders, the Company may issue preference shares in accordance with the provisions of the Law.
5. The Company can issue shares at a price that can be paid in installments. The installment maturity and periodic payment amount must be determined at the time of share issuance.
6. New ordinary shares to be issued must be given priority to be offered to Shareholders in proportion to their respective ordinary shares contribution portions of each Shareholder in the Company, unless otherwise decided by the General Meeting of Shareholders. The company must notify the offering, clearly stating the number of shares to be offered and a reasonable time limit (not less than twenty (20) days or other time limit as prescribed by Law), for Shareholders to register to purchase. The number of shares which is not registered to purchase in full will be decided by the Board of Directors. The Board of Directors may offer such shares to the subjects according to the conditions and ways that the Board of Directors deems suitable, but may not sell such shares under more favorable conditions than those offered to existing Shareholders, except for the case that the shares are sold through the Stock Exchange by auction method.
7. The Company may purchase shares issued by the Company itself in the methods specified in this Charter and applicable Laws. Shares repurchased by the Company are treasury stock and the Board of Directors may offer them for sale in a manner consistent with the provisions of this Charter, the Law on Securities and relevant guiding documents.
8. The Company may issue other types of securities when approved by the General Meeting of Shareholders and in accordance with the provisions of the Law.

## ***Article 6. Share certificates and other securities certificates***

1. The Company's certificate of ordinary shares must contain the main contents as prescribed in Article 121 of the Law on Enterprises. Particularly for preference shares (if any) of the Company, there are other contents as prescribed in Articles 116, 117 and 118 of the Law on Enterprises.
2. The Company's shareholders will be granted a share certificate in proportion to the number of shares and type of owned shares. Share certificates must bear the seal of the Company and the signature of the Company's legal representative in accordance with the Law on Enterprises. The share certificate must clearly state 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.
3. Any person named in the Register of Shareholders owning at least one (01) share of any type will be granted one (01) share certificate free of charge (in case of issuance) within two (02) months (or longer term as specified in the rules of issuance) after purchase or assignment (in case of assignment).
4. In case only a number of registered shares are transferred in one (01) registered share certificate, the old certificate will be canceled and a new one (01) recording the remaining shares will be issued free of charge.
5. In case a share certificate is damaged or erased or is lost, stolen or destroyed, owner of such shares may request the grant of a new share certificate provided that proof of ownership of the shares is shown and all related expenses are paid to the Company in accordance with the decision of the Board of Directors.
6. The holder of an anonymous share certificate is independently responsible for the maintenance of the certificate and the Company shall not be liable in any event where such certificates are lost or used for illegal purposes.
7. The Company's bond certificates or other securities certificates (except for letters of offer, temporary certificates and similar documents) issued with the seal and signature of the Company's legal representative.
8. Within the framework of the Law provisions and the stock market, the Company may issue registered shares without certification and allow the shares (regardless of whether shares are issued in this form or not) are transferable without a written assignment; or from time to time the Board of Directors may issue other regulations to replace the corresponding provisions in this Charter on certification and assignment of shares.

## ***Article 7. Assignment of shares***

1. All shares may be freely assigned, except in the cases prescribed in this Charter and the other relevant provisions of this Law. The transfer of any shares listed on the Stock Exchange shall comply with the regulations of the State Securities Commission and the Stock Exchange.
2. The assignment of registered shares can be done in the form of: (i) in writing in the usual way; or (ii) by way of handover; or (iii) in any other way approved by the Board of Directors. Listed shares must be assigned through the Stock Exchange in accordance with the regulations and rules of the State Securities Commission and the Stock Exchange. The assignment papers are signed by the assignor and assignee (unless the shares have been paid in full). The assignor remains the owner of the

relevant shares until the name of the assignee is recorded in the Register of Shareholders, unless the General Meeting of Shareholders takes place during that time, the assignee has the right to participate on behalf of the assignor for the assigned shares as prescribed in the Law on Enterprises.

3. Shares that have not been paid in full are not assignable and enjoy related benefits such as the right to receive dividends, the right to receive shares issued to increase share capital from equity, the right to buy new shares offered for sale.
4. Within three (03) years from the Establishment Date, the Founding Shareholders must jointly hold at least twenty (20)% of the total assignable ordinary shares and in case of assigning these shares to persons who are not founding shareholders, the approval of the General Meeting of Shareholders in the Company is required. Shareholders who intend to assignment of shares do not have the right to vote on the assignment of such shares.
5. Founding Shareholders may not withdraw from their membership of the Company within the first two (02) fiscal years of the Company. The termination of membership must be requested in writing and sent by certified mail to the Board of Directors. In this case, the remaining Founding Shareholders will have the priority right for subscription for shares of the above Founding Shareholders in proportion to the number of owned shares.
6. The Board of Directors has the absolute right to refuse to register assignment for registered shares that have not been paid in full. Shares that have not been paid in full are not assignable and not entitled to dividends. Assignment registration procedures will be specified by the Board of Directors in a separate document or in the issuance plan.
7. In the event that an individual Shareholder dies; loss of capacity for civil acts; or has limited civil act capacity, the successors or lawful asset managers of that Shareholder will be the only person/persons recognized by the Company as having a right or interest in the shares; and this provision shall not be construed as dispensing the deceased Shareholder from all obligations attached to any shares held by such Shareholder.

#### ***Article 8. Withdrawal of shares***

1. If a Shareholder fails to pay in full and on time the amount to be paid for the share purchase, the Board of Directors shall send a notice to that Shareholder at any time to request to pay and to be responsible in proportion to the total par value of the shares registered to subscribe for the financial obligations of the Company arising from the failure to pay in full.
2. The above payment notice must clearly state the new payment term (at least seven (07) days from the date of sending the notice), the place of payment and the notice must clearly state that in the case of non-payment as required, unpaid shares will be withdrawn.
3. If the requirements of any of the foregoing notices are not fulfilled, the Board of Directors may withdraw any shares mentioned in such notice at any time prior to the full payment of all payables. This withdrawal will include all disclosed dividends on the withdrawn shares that have not been actually paid up to the time of withdrawal.

4. Withdrawn shares are considered to be shares that may be offered for sale. The Board of Directors can directly or authorize the sale, redistribution or settlement to the person who owns the withdrawn shares or other subjects according to the conditions and manner that the Board of Directors considers to be appropriate.
5. Shareholders holding withdrawn shares will have to give up their Shareholder status for those shares but still be responsible for paying to the Company all amounts in proportion to the total par value of the shares registered to buy for the financial obligations of the Company arising at the time of withdrawal of such shares according to the decision of the Board of Directors from the date of withdrawal until the date of payment and the Board of Directors has the right to take measures to deduct or request competent State agencies to apply measures of coercive withdrawal in accordance with the provisions of the Law or may exempt or reduce the payment of part of the payment or the entire amount.
6. The notice of withdrawal is sent to the holder of the withdrawn shares before the time of withdrawal. The withdrawal remains in effect even in the event of error or carelessness in the delivery of the notice.

## **V. GOVERNANCE, INSPECTION AND MANAGEMENT STRUCTURE**

### ***Article 9. Governance, inspection and management structure***

The Company's governance, inspection and management structure includes:

- a. General Meeting of Shareholders;
- b. Board of Directors;
- c. Inspection Committee;
- d. Executive Board.

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

### ***Article 10. Rights of Shareholders***

1. Shareholders who are the Company's owners, have rights and obligations in proportion to the number of shares and types of shares they own. Shareholders are only responsible for the debts and other property obligations of the Company to the extent of the amount of capital contributed to the Company.
2. Holders of ordinary shares have the following rights:
3. To attend and express opinions at the General Meeting of Shareholders and to exercise the right to vote directly at the General Meeting of Shareholders or through the Authorized Person to Attend Meeting of the General Meeting of Shareholders or remote voting or in other forms stipulated in this Charter in accordance with the provisions of the Law. Any ordinary share shall carry one vote;
  - a. To receive dividends at the rate decided by the General Meeting of Shareholders;
  - b. To freely assign their shares that have been paid in full to other persons, except in some cases where assignment is restricted according to the provisions of the Law, the Charter and the decision of the General Meeting of Shareholders;
  - c. To be given priority right for subscription for new shares offered for sale in proportion to the ratio of ordinary shares each shareholder holds;

- d. To check the information related to such Shareholder in the list of Shareholders eligible to participate in the General Meeting of Shareholders and request correction of incorrect information; to consult or make copies this Charter, the register of minutes of the General Meeting of Shareholders and the resolutions of the General Meeting of Shareholders that have been published on the electronic information page (website) of the Company;
  - e. In case the Company is dissolved, to receive the Company's assets in proportion to the ratio of ownership of share but only after the Company has paid off all debts and obligations and behind the Shareholders owning preferred shares;
  - f. To require the Company to redeem their shares in the cases specified in Article 132 of the Law on Enterprises;
  - g. To be treated equally. Each share of the same class gives Shareholders the same rights, obligations and interests. In case the Company has types of preference shares, the rights and obligations attached to these types of preferred shares must be approved by the General Meeting of Shareholders and fully disclosed to Shareholders;
  - h. To have full access to periodical and extraordinary information published by the Company in accordance with the provisions of the Law;
  - i. To have their legitimate rights and interests protected; to request suspension or cancellation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the Law on Enterprises; and
  - j. Other rights as provided for in this Charter and the Law.
4. A Shareholder or group of Shareholders holding five (5) percent or more of the total ordinary shares has the following additional rights:
- a. To review, lookup and make an extract the book of minutes and resolutions, decisions of the Board of Directors, biannual and annual financial statements, reports of the Inspection Committee, contracts, and transactions must be passed by the Board of Directors and other documents, except for documents relating to commercial secrets, business secrets of the Company;
  - b. To request the Board of Directors to convene the General Meeting of Shareholders according to the provisions of Clause 3, Article 115 and Article 140 of the Law on Enterprises;
  - c. (i) To check and (ii) receive a copy or a quote of the list of Shareholders attending and voting at the General Meeting of Shareholders after each the General Meeting of Shareholders;
  - d. To request the Inspection Committee to inspect each issue relating the management and administration of the operation of the company where it is considered necessary. The request must be make in writing and must contain the following contents: full name, contact address, nationality, serial number of the personal legal document in respect of a shareholder being an individual; name, enterprise code or number of legal papers of the organization, headquarters address of shareholder being an organization; the number of shares and the date of registration of shares of each Shareholder,



- the total number of shares of the group of Shareholders and the percentage of ownership in the total number of shares of the Company; issues to be inspected and purpose of the inspection;
- e. To propose the issues to be included in the agenda of the General Meeting of Shareholders. Proposals must be made in writing and sent to the Company at least 03 (three) working days before the opening date. The proposal must clearly state the name of the Shareholder, the number of shares of each type of the Shareholder, and the issues proposed to be included in the meeting of General Meeting of Shareholders agenda;
  - f. Other rights as prescribed by Law and this Charter.
5. A Shareholder or a group of Shareholders owning ten (10)% of the total number of ordinary shares or more has the right to nominate candidates to the Board of Directors or the Inspection Committee according to the corresponding provisions in Clause 5, Article 20, and Clause 2, Article 28 of this Charter. A Shareholder or a group of Shareholders, when exercising the rights specified in Clause 4 of this Article, must provide a written certification of the securities company (or other documents equivalent and acceptable to the Company) on the number of shares, the percentage of shares held to prove that all of the corresponding conditions above are satisfied.

#### ***Article 11. Obligations of Shareholders***

- 1. Shareholders have the following obligations:
  - a. To comply with this Charter and the Internal Management Rules; to comply with the resolutions of the General Meeting of Shareholders and the decisions of the Board of Directors;
  - b. To participate in the General Meeting of Shareholders and exercise the right to vote directly or through the Authorized Person to Attend Meeting of the General Meeting of Shareholders or perform remote voting or other forms in this Charter in accordance with the Law. Shareholders may authorize the member of the Board of Directors to represent them at the General Meeting of Shareholders;
  - c. To pay for share purchase according to the number of shares registered to buy in full and on time according to prescribed procedures, be liable for the Company's debts and other property obligations to the extent of the capital contributed to the Company; may not withdraw the contributed capital from the Company in any form except where shares are redeemed by the company or other persons. Where a shareholder withdraws a part or all of the share capital contributed not in accordance with this clause, such shareholder and any person with related interests in the company must be jointly liable for debts and other property obligations of the company to the extent of the value of shares withdrawn and any loss occurring;
  - d. To provide the correct address when registering to purchase shares;
  - e. To fulfill other obligations in accordance with current Laws;
  - f. To preserve confidentiality of information provided by the company pursuant to the Company's Charter and Law; and only to use information provided in order to perform and

protect their lawful rights and interests; not to distribute, copy or send such information to other organizations or individuals;

g. To bear personal liability when acting in the name of the Company in any form to perform any of the following acts:

g1. Breach of the Law;

g2. Conduct of business and other transactions for self-interest or to serve the interests of other organizations and individuals;

g3. Settle the outstanding debts that are not yet due where the Company is in financial fragility.

h. To take personal responsibility for expenses when directly or participating in the request to convene the General Meeting of Shareholders with inappropriate reasons and grounds.

2. Obligations of Major Shareholders:

a. Major Shareholder means a Shareholder that directly or indirectly owns five (05)% or more of the Company's voting shares; Organizations and individuals becoming major the Company's shareholders must disclose information and send a written report to the Company, the State Securities Commission and the Stock Exchange where the Company's shares are listed within five (05) working days from the date of becoming a Major Shareholder.

b. The report on ownership of a Major Shareholder includes the following contents::

b1. Name, number of the Business Registration Certificate, the Operation License or equivalent legal document, address, line of business for the Major Shareholder which is organization; full name, age, nationality, number of ID card/Passport/Citizen identity card, contact address, occupation for the Major Shareholder being an individual;

b2. Number and percentage of owned shares by Shareholders or together with other organizations or individuals over the total number of outstanding shares.

c. When there is an important change in the information stated in the report specified at Point b above or there is a change in the number of owned shares exceeding one (01)% of outstanding shares of the same class, within five (05) working days from the date of the above change, the Major Shareholder must submit an amendment and supplementation report to the Company, the State Securities Commission and the Stock Exchange where the Company's shares are listed in accordance with this Charter and the Law.

d. Major Shareholders are not allowed to abuse their advantages to affect the rights and interests of the Company and other Shareholders in accordance with the provisions of the Law and this Charter.

e. The provisions at Points a, b and c above also apply to Related Persons, groups of foreign investors related to ownership from five (05)% or more of the voting shares of the Company.

## ***Article 12. General Meeting of Shareholders***

1. The General Meeting of Shareholders is the highest authority of the Company and all Shareholders with voting rights are entitled to attend. The Annual General Meeting of Shareholders is held once a year and must be held within four (04) months from the end of the financial year; in necessary cases, the Board of Directors shall decide to extend the Annual General Meeting of Shareholders, but not beyond 06 months from the end of the financial year.
2. The Board of Directors shall convene the Annual General Meeting of Shareholders and select an appropriate venue, but must be the place where the chairperson attends the meeting of General Meeting of Shareholders and in the territory of Vietnam. The Annual General Meeting of Shareholders decides on issues in accordance with the Law and this Charter, especially passing the audited annual financial statements. In case the audit report of the annual financial statements of the Company contains material qualified opinion, adverse opinion or disclaimer, the Company must invite a representative of an audit organization approved to audit the Company's financial statements to attend the Annual General Meeting of Shareholders and the above-mentioned approved audit organization representative is responsible for attending the Company's Annual General Meeting of Shareholders.
3. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the following cases:
  - a. The Board of Directors considers that is it necessary to do so in the interest of the Company. Convening is necessary if the independent auditors consider that the meeting of General Meeting of Shareholders is important to discuss the audited reports or the Company's financial position and the Board of Directors considers similarly;
  - b. The annual balance sheet, the biannual or quarterly reports or the audited reports of the financial year reflecting that the owner's equity has been lost by half (1/2) compared to the beginning of the period;
  - c. When the number of the Board of Directors' members, the Inspection Committee is less than the number of members prescribed by Law or less than half of the members prescribed in this Charter;
  - d. A Shareholder or a group of Shareholders specified in Clause 3, Article 10 of this Charter requests to convene the General Meeting of Shareholders with a written request. The written request to convene must include the following contents: full name, contact address, nationality, serial number of the personal legal document in respect of a shareholder being an individual; name, enterprise code or number of legal documents of shareholder being organization; number of shares and date of share registration of each Shareholder, the total number of shares of the whole group of Shareholders and the percentage of ownership in the total number of shares of the Company, grounds and reasons for requesting the convening of the General Meeting of Shareholders. The request must by accompanied by documents and evidence about the violations of the Board of Directors, the extent of the violations or the decisions beyond its competence. The written request must be signed by the relevant Shareholders (the request may be made in many copies to have the signatures of all the relevant Shareholders);

- e. The Inspection Committee requests to convene the General Meeting of Shareholders in writing when the Inspection Committee has reason to believe that: (i) any Manager has seriously breached their obligations under Article 165 of the Law on Enterprises or (ii) the Board of Directors acts or intends to act outside of its jurisdiction; and
  - f. Other cases as stipulated by Law and this Charter.
4. Responsibility to convene an extraordinary General Meeting of Shareholders
- a. The Board of Directors must convene a the General Meeting of Shareholders within thirty (30) days from the date on which the number of the members of the Board of Directors or the Inspection Committee fails to satisfy the provisions of Point c, Clause 3 of this Article, or receive the request mentioned in Point d Clause 3 or Point e Clause 3 of this Article. In case the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in Point a, Clause 4 of this Article, within the next thirty (30) days, the Inspection Committee must replace the Board of Directors to convene the General Meeting of Shareholders;
  - b. In case the Inspection Committee fails to convene the General Meeting of Shareholders as prescribed, the Inspection Committee shall be responsible before the law and compensate for any loss arising and return to the company in accordance with Clause 3, Article 140 of the Law on Enterprises;
  - c. In case the Inspection Committee fails to convene a meeting as prescribed at Point b, Clause 4 of this Article, within the next thirty (30) days, Shareholders, the group of Shareholders making the request specified at Point d, Clause 3 of this Article shall have the right to replace the Board of Directors and the Inspection Committee to convene the General Meeting of Shareholders. In this case, if deemed necessary, a Shareholder or a group of Shareholders convening the General Meeting of Shareholders may request the agency to issue an Enterprise Registration Certificate or another competent agency as prescribed by law to supervise the order and procedures for convening, conducting meetings and making decisions of the General Meeting of Shareholders;
  - d. The convenor must make a list of Shareholders entitled to attend the General Meeting of Shareholders, provide information and settle complaints related to the list of Shareholders, set up the agenda and contents of the meeting of General Meeting of Shareholders, prepare documents, draft resolution of the General Meeting of Shareholders according to the proposed content of the meeting of General Meeting of Shareholders; list and detailed information of candidates in case of election of the members of the Board of Directors, Inspectors, determination of time and place of meeting, sending notice of meeting invitation to each Shareholder entitled to attend the meeting of General Meeting of Shareholders.
5. All costs of convening and conducting a General Meeting of Shareholders shall be borne by the Company. These expenses will not include expenses incurred by Shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

### ***Article 13. Rights and obligations of the General Meeting of Shareholders***

1. The General Meeting of Shareholders has the right to discuss and approve the following issues:
  - a. The Company's annual business plan;
  - b. Audited annual financial statements;
  - c. Report of the Board of Directors on the management and operation results of the Board of Directors and each member of the Board of Directors;
  - d. The Inspection Committee's report on the Company's business results, the performance results of the Board of Directors, the General Manager and the report on self-assessment of the performance of the Inspection Committee and Supervisors;
  - e. Report of the General Manager;
  - f. Dividend rate for each share of each class; annual payment of dividends for each class of shares in accordance with the Law on Enterprises and the rights attached to that class of shares. This dividend is not higher than the level proposed by the Board of Directors after consulting the Shareholders at the General Meeting of Shareholders;
  - g. Number of the members of the Board of Directors, the Inspection Committee;
  - h. Short-term and long-term development plan of the Company.
  - i. Approving the list of auditing companies; decide on the approved auditing company to inspect the Company's activities, dismiss the approved auditor when deeming it necessary;
  - j. Electing, removing, discharging and replacing the members of the Board of Directors and the Inspection Committee;
  - k. The total remuneration of the members of the Board of Directors, the Inspection Committee and the report on the remuneration of the Board of Directors and the Inspection Committee;
  - l. Approving the policy of remuneration for the members of the Board of Directors and the Inspection Committee;
  - m. Supplementing and amending the Company's Charter;
  - n. Approving the Company's business lines;
  - o. Deciding to change the Company's Charter capital, including the reduction of Charter Capital;
  - p. Type of shares and number of new shares to be issued for each class of shares entitled to be offered for sale;
  - q. Division, separation, consolidation, merger or conversion of the Company. Re-organization and dissolution (liquidation) the Company and appoint a liquidator;
  - r. Inspecting and dealing with the breaches of the Board of Directors or the Inspection Committee causing damage to the Company and Shareholders;

- s. Investment decision or transaction to sell the assets of Company or Branch or purchase/sale/investment transaction valued at thirty-five (35)% or more of the total value of assets of the Company and the Branches recorded in the most recent financial statements;
  - t. The Company buys back more than ten (10)% of a type of issued shares;
  - u. The Company or the Branches enter into contracts with the persons specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than thirty-five (35)% or more or a transaction that results in a total transaction value arising within twelve (12) months from the date of the first transaction with a value of thirty-five (35)% or more of the total asset value of the Company and the Branches as recorded in the most recent financial statements;
  - v. Contracts, transactions of borrowing and selling assets with a value greater than ten (10)% of the total value of assets recorded in the most recent financial statement between the Company and the Shareholders owning from fifty-one (51)% of the total number of voting shares or more or Related Persons of that Shareholder;
  - w. Issuance of convertible bonds and warrants allowing owners to buy shares at a predetermined price;
  - x. Approving the Company's Internal Management Rules, Operating Rules of the Board of Directors, Operating Rules of the Inspection Committee;
  - y. Other issues as prescribed in this Charter, other rules of the Company and the Law.
2. All resolutions and issues that have been included in the meeting of General Meeting of Shareholders agenda must be discussed and voted on at the General Meeting of Shareholders.

***Article 14. Authorized Representative; Authorized Person to Attend Meeting***

1. Shareholders are organizations that have the right to appoint one or several Authorized Representatives to exercise their Shareholders' rights in accordance with the provisions of the Law. In case more than one Authorized Representative is appointed, the number of votes for each representative must be specified. The appointment, termination or change of the Authorized Representative must be notified in writing to the Company as soon as possible.

The notice must contain the following principal contents:

- a. Name, headquarters address, nationality, establishment decision number or business registration number of the Shareholder;
- b. Number of shares, type of shares;
- c. Full name, contact address, nationality, number of Identity Card, Passport or other lawful personal identification of the Authorized Representative;
- d. Number of Authorized Representative and share ownership ratio, number of shares authorized to represent;
- e. Term of Authorized Representation, specifying the date of commencement of representation;

- f. Full name, signature of the Authorized Representative and the legal representative of the Shareholder.
2. Shareholders have the right to attend the General Meeting of Shareholders in accordance with the Law, can directly attend or authorize the Authorized Person to attend. The Authorized Person to attend the meeting of General Meeting of Shareholders is not necessarily a Shareholder.
3. The documents for appointing the Authorized Person to attend the meeting of General Meeting of Shareholders must be made in writing according to the provisions of civil law, must clearly state the name of the authorized individual or organization, authorized number of shares and must be signed by the authorizing party and the authorized party. The Authorized Person to attend the General Meeting of Shareholders must submit a written power of attorney when registering to attend the meeting of General Meeting of Shareholders.
4. In case of re-authorization, the Authorized Person to attend the meeting of General Meeting of Shareholders must also present the original power of attorney or a valid copy of that power of attorney of the Shareholder, the Authorized Representative of the Organizational shareholder (if not previously registered with the Company). If this is not done, the appointment of an Authorized Person to the meeting of General Meeting of Shareholders will be void.
5. Vote of Authorized Persons to attend the meeting of General Meeting of Shareholders within the scope of authorization are still valid in one of the following cases:
  - a. The authorizing person has died, has limited civil act capacity or has lost his civil act capacity;
  - b. The authorizing person has canceled the appointment of the authorization;
  - c. The authorizing person has revoked the authority of the person performing the authorization. However, this Clause shall not apply in the event that the Company receives written notice of one of the foregoing events not later than twenty-four (24) hours before the opening time of the meeting of General Meeting of Shareholders or before the meeting of General Meeting of Shareholders is re-convened.

#### ***Article 15. Change of rights***

1. The change or cancellation of special rights attached to a class of preferred shares takes effect when represented by a Shareholder from sixty-five (65)% of total votes or more of all Shareholders attending the meeting of General Meeting of Shareholders approved. A resolution of the General Meeting of Shareholders on the content that adversely changes the rights and obligations of a shareholder owning preferred shares may only be approved if the number of preferred shareholders of the same type attending the meeting of General Meeting of Shareholders owns from seventy five (75) % of the total number of preferred shares of that class or more vote in favor, or the preferred Shareholders of the same class who own 75% or more of the total number of preferred shares of that class vote in favor, in the case of passing a resolution in the form of collecting written opinions.
2. The organization of a meeting of Shareholders holding a type of preference share to approve the change of rights specified in Clause 1 of this Article is only valid when there are at least two (02) Shareholders (or their Authorized Person to Attend

Meeting) and hold at least one-third (1/3) of the par value of the issued shares of such class. If the requisite quorum is not satisfied as mentioned above, the meeting of General Meeting of Shareholders shall be re-organized within thirty (30) days thereafter and the holders of shares of that type (regardless of the number of people and the number of shares) present in person or through the Authorized Person to Attend Meeting of General Meeting of Shareholders are considered to satisfy requisite quorum. At the General Meeting of Shareholders of Shareholders holding preferred shares mentioned above, the holders of shares of such class who are present in person or through the Authorized Person to Attend Meeting of General Meeting of Shareholders may request secret ballot. Each share of the same class has equal voting rights at the above-mentioned meetings.

3. Procedures for conducting such separate meetings are similar to the provisions of Articles 17 and 18 of this Charter.
4. Except as otherwise provided in the terms of the issue of shares, special rights attached to classes of shares with preference for some or all matters relating to the distribution of profits or the Company's assets remain unchanged when the Company issues additional shares of the same class.

***Article 16. The convening the General Meeting of Shareholders, the agenda and notice of the meeting of General Meeting of Shareholders***

1. The Board of Directors will convene a General Meeting of Shareholders, except for the cases specified at Points b and c, Clause 4, Article 12 of this Charter.
2. The convener of General Meeting of Shareholders must perform the following tasks:
  - a. Prepare a list of Shareholders entitled to participate and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be made no later than ten (10) days before the date of sending the notice of invitation to the General Meeting of Shareholders. The Company must disclose information about making the list of Shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days before the last registration date;
  - b. Preparing the agenda and contents of the meeting of General Meeting of Shareholders;
  - c. Preparing the documents for the meeting of General Meeting of Shareholders;
  - d. Drafting the resolution of the General Meeting of Shareholders according to the proposed content of the meeting of General Meeting of Shareholders;
  - e. Determining the time and place to hold the meeting of General Meeting of Shareholders;
  - f. Notifying and sending the notice of the General Meeting of Shareholders to all Shareholders;
  - g. Other works serving the meeting of General Meeting of Shareholders.
3. The notice of the General Meeting of Shareholders shall be sent to all Shareholders by a method to ensure that the contact address of the Shareholders is reached and at the same time published on the media of the State Securities Commission, Stock Exchange, on the Company's website. The notice of the General Meeting of



Shareholders must be sent at least twenty one (21) days before the opening date of the General Meeting of Shareholders, counting from the date on which the notice is duly sent or transmitted. The agenda of the General Meeting of Shareholders, documents related to the issues to be voted on at the meeting of General Meeting of Shareholders are sent to the Shareholders and/or posted on the Company's website. In case the documents are not attached to the notice of the General Meeting of Shareholders, the notice of invitation must clearly state the link to all meeting documents so that the Shareholders can access.

4. Shareholders or groups of Shareholders mentioned in Clause 3, Article 10 of this Charter have the right to recommend issues to be included in the agenda of the General Meeting of Shareholders. The recommendation must be made in writing and must be sent to the Company at least three (03) working days before the opening of the General Meeting of Shareholders. The proposal must include: the name of the Shareholder, the number and type of shares such Shareholder holds, and the content recommended to be included in the meeting of General Meeting of Shareholders agenda.
5. The convenor of General Meeting of Shareholders has the right to refuse recommendations related to Clause 4 of this Article only if:
  - a. Recommendations are not sent in accordance with Clause 4 of this Charter;
  - b. At the time of the recommendation, the Shareholder or group of Shareholders does not hold five (5) percent or more of the ordinary shares as prescribed in Clause 3, Article 10 of this Charter;
  - c. The proposal does not contain the necessary information specified in Clause 4 of this Article, point e, Clause 3, Article 10 of the Charter; and
  - d. The proposed issue is not within the competence of the General Meeting of Shareholders to discuss and pass resolutions.
6. The convenor of General Meeting of Shareholders must accept and include the recommendations specified in Clause 4 of this Article in the proposed agenda and contents of the meeting of General Meeting of Shareholders, except for the case specified in Clause 5 of this Article; recommendations are officially added to the agenda and contents of the meeting of General Meeting of Shareholders if approved by the General Meeting of Shareholders.
7. The Board of Directors must prepare draft resolutions for the issues in the agenda of the meeting of General Meeting of Shareholders.
8. In case all Shareholders representing one hundred (100)% of the voting shares directly attend or through the Authorized Representative at the General Meeting of Shareholders, Decisions approved unanimously by the General Meeting of Shareholders are considered legal and valid even if the sequence, the procedure for convening a meeting and passing such resolution breach the provisions of the Law on Enterprises and this Charter.

***Article 17. Conditions for conducting the meeting of General Meeting of Shareholders and preparing minutes of the meeting of General Meeting of Shareholders***

1. The Chairman of the Board of Directors shall chair the General Meeting of Shareholders convened by the Board of Directors. In case the Chairman is absent or temporarily incapacitated for work, the remaining members shall elect one of them

to chair the meeting of General Meeting of Shareholders. In other cases, the person who signs to convene the General Meeting of Shareholders directs the General Meeting of Shareholders to elect the chairperson of the meeting of General Meeting of Shareholders and the person with the highest number of votes shall be appointed to chair the meeting of General Meeting of Shareholders. In case of election of a chair, the name of the nominated chair and the number of votes for the chairperson must be announced.

The chairperson appoints one or more people to act as secretary of the meeting.

2. Except for the case specified in Clause 3 of this Article, Resolutions of the General Meeting of Shareholders must be passed by voting in favor by a majority of Shareholders owning more than fifty (50)% of the total votes of the Shareholders entitled to vote present in person or through the Authorized Person to Attend Meeting and vote at the General Meeting of Shareholders; or if it is approved by the number of Shareholders holding more than fifty (50)% of the total votes of all Shareholders entitled to vote (in the case of collecting Shareholders' opinions in writing).
3. Resolution relating to the content of types of shares and the total number of shares of each class; changing business sectors and lines of business; change the Company's organizational and managerial structure; transactions of buying and selling assets of the Company or its Branches with a value of thirty-five (35)% or more of the total value of the Company's assets calculated according to the most recent financial statements; merger, reorganization and Company's dissolution; shall be approved if the Shareholders representing sixty-five (65%) or more of the total votes of all Shareholders attending and voting at the General Meeting of Shareholders vote in favor.

Voting to elect the members of the Board of Directors and the Inspection Committee must be done by cumulative voting, whereby each Shareholder has a total number of votes in proportion to the total number of owned shares multiplied by the number of elected members of the Board of Directors or the Inspection Committee and the Shareholder has the right to pool all of such Shareholder's total votes for one or several candidates.

The method of cumulative voting shall be established by the Board of Directors in the Internal Management Rules.

The person elected to be a member of the Board of Directors or a member of the Inspection Committees is determined by the number of votes counted from high to low, starting from the candidate with the highest number of votes until the number of members specified in the Company's Charter is reached.

In case there are two (02) or more candidates with the same number of votes for the last member of the Board of Directors or the Inspection Committee, the election will be re-elected from among the candidates with the same number of votes or selected according to the criteria in the election rules or the Company's Charter.

If there are not sufficient members of the Board of Directors or the Inspection Committee, the meeting of General Meeting of Shareholders will re-elect until the number of members is sufficient.

Vote can be sent by registered mail to the Board of Directors, the head of the vote counting committee has the right to open, this vote has legal effect even if it is not conformable in terms of form.

4. Meeting minutes of the General Meeting of Shareholders, the appendix to the list of shareholders registered to attend the meeting of General Meeting of Shareholders, the approved resolutions and relevant documents enclosed with the meeting of General Meeting of Shareholders invitation notice (if any) must be disclosed in accordance with the law on disclosure of information on the stock market and kept at the headquarters of the Company. Meeting minutes of the General Meeting of Shareholders must be published on the website of the Company within twenty-four (24) hours and sent to all Shareholders by email or fax within fifteen (15) days from the end of the General Meeting of Shareholders. These minutes are considered as authentic proofs of the work carried out at that General Meeting of Shareholders unless an objection is validly raised on the content of the minutes within ten (ten) days from the date of dispatch of such minutes. The meeting minutes of General Meeting of Shareholders will be made in Vietnamese, signed for certification by the chairperson of the General Meeting of Shareholders and signed by the secretary, and made in accordance with the provisions of the Law on Enterprises and this Charter. In case the chairperson or secretary refuses to sign the meeting minutes of General Meeting of Shareholders, the minutes will take effect if all other members of the Board of Directors attending the meeting of General Meeting of Shareholders agree to approve the meeting minutes, which contains all the contents stipulated by the Law on Enterprises and this Charter. The meeting minutes of General Meeting of Shareholders shall clearly state the refusal of the chairperson and secretary to sign the meeting minutes of General Meeting of Shareholders. The person who signs the meeting minutes of General Meeting of Shareholders is jointly responsible for the accuracy and truthfulness of the content of the meeting minutes of General Meeting of Shareholders. The chairperson, the person writing the minutes is personally responsible for damage caused to the company due to the refusal to sign the meeting minutes of General Meeting of Shareholders in accordance with this Law, the company's charter and relevant laws. The records, minutes, signature book of the Shareholders attending the meeting of General Meeting of Shareholders and the written authorization to attend must be kept at the headquarters of the Company.
5. To conduct the General Meeting of Shareholders and to pass the decisions, requisite quorum must be satisfied. The requisite quorum is the number of Shareholders and the Authorized Persons to Attend Meeting present at the General Meeting of Shareholders representing more than fifty (50)% of the total voting shares. If the requisite quorum is not satisfied within thirty (30) minutes from the time fixed for the opening of the meeting of General Meeting of Shareholders, the meeting of General Meeting of Shareholders convenor shall cancel the meeting of General Meeting of Shareholders. The General Meeting of Shareholders must be re-convened within thirty (30) days from the intended date of holding the first General Meeting of Shareholders. The re-convened General Meeting of Shareholders may only be conducted when the attending members are the Shareholders and the Authorized Persons to Attend Meeting representing from thirty-three (33)% of the voting shares. In the event that the Second General Meeting of Shareholders is not conducted due to insufficient quorum within thirty (30) minutes from the time fixed for opening the meeting of General Meeting of Shareholders, the third meeting of General Meeting of Shareholders may be convened within twenty (20) days from

the intended date of the second meeting of General Meeting of Shareholders and in this case the meeting of General Meeting of Shareholders is conducted regardless of the number of Shareholders or Authorized Person to Attend Meeting of General Meeting of Shareholders and is considered valid and has the right to decide on all issues expected to be approved at the first meeting of General Meeting of Shareholders.

6. On the date of conducting the meeting of General Meeting of Shareholders, the Company must carry out the procedures for registration of Shareholders and must carry out the registration until all Shareholders entitled to attend the meeting of General Meeting of Shareholders are present.

Shareholders are considered to attend and vote at the meeting of General Meeting of Shareholders in the following cases:

- a. Attending and voting directly at the meeting of General Meeting of Shareholders;
- b. Authorizing another person to attend and vote at the meeting of General Meeting of Shareholders;
- c. Attending and voting through video conferences, electronic voting or other electronic means;

Attendance, voting and exercise of other rights and obligations of Shareholders at the meeting of General Meeting of Shareholders through online conference will be carried out in accordance with detailed provisions in the Rules on organization of the meeting of General Meeting of Shareholders and other relevant internal documents.

- d. Sending the votes to the meeting of General Meeting of Shareholders via mail, fax, email.
7. When conducting Shareholder registration, the Company shall issue to each Shareholder or Authorized Person to Attend Meeting entitled to vote a voting card, on which is written the registration number, full name of the Shareholder, full name of the Authorized Person to Attend Meeting (if any) and the number of votes of that Shareholder. When voting at the meeting of General Meeting of Shareholders, the number of cards in favor of the resolution is collected first, the number of cards against the resolution is collected later, and finally the total number of votes for or against is counted to make decision. The total number of votes for, against, abstention or invalidity of each issue shall be announced by the chairperson immediately after voting on that issue. The meeting of General Meeting of Shareholders elects the persons responsible for counting votes or supervising the counting of votes at the proposal of the chair. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders based on the proposal of the chair, but shall not exceed the number of persons prescribed by current law. In order to ensure that the vote counting committee performs its duties and rights, the vote counting committee may set up a department to assist it.
  8. Shareholders or Authorized Persons to Attend Meeting who arrive at the General Meeting of Shareholders later than the opening time of the meeting of General Meeting of Shareholders have the right to register immediately and then have the right to participate and vote at the General Meeting of Shareholders. The chairperson is not responsible for stopping the meeting of General Meeting of

Shareholders to allow the Late Shareholders or Authorized Persons to Attend Meeting to register and the validity of the voting sessions conducted before the Shareholders or Authorized Persons to Attend Meeting who arrive late will not be affected.

9. The chairperson is the person who has the right to decide on the sequence, procedures and events arising outside the agenda of the General Meeting of Shareholders.
10. Without consulting the General Meeting of Shareholders, at any time, the chairperson of the General Meeting of Shareholders may adjourn the General Meeting of Shareholders with satisfied requisite quorum, no more than three (03) working days from the date the meeting of General Meeting of Shareholders is intended to open and may only adjourn the meeting of General Meeting of Shareholders or change the meeting of General Meeting of Shareholders place to another time and at a different location decided by the chairperson if it is found that one of the following cases exists: (a) the attending members cannot have suitable seatings at the venue of the General Meeting of Shareholders; (b) the conduct of those present obstructs, disrupts order, and threatens to prevent the meeting of General Meeting of Shareholders from being conducted in a fair and lawful manner; or (c) the media at the meeting of General Meeting of Shareholders place does not ensure that the attending Shareholders can participate, discuss and vote. The adjourned meeting of General Meeting of Shareholders will not address any further issues other than those that should have been legally resolved at the previous General Meeting of Shareholders.

In case the chairperson suspends or adjourns the meeting of General Meeting of Shareholders contrary to the provisions of this Clause, the meeting of General Meeting of Shareholders shall elect another person from among the attending members to replace the chairperson to control the meeting until its completion and the validity of votes at that meeting shall not be affected. The method of electing the chairperson of the General Meeting of Shareholders is carried out in the sequence specified in Clause 1 of this Article.

11. The chairperson of the meeting of General Meeting of Shareholders has the right to conduct necessary and reasonable activities to control the General Meeting of Shareholders in a valid and orderly manner, in accordance with the approved program and for the meeting of General Meeting of Shareholders to reflect the wishes of the majority of attendees:
  - a. Arranging the seats at the venue of the General Meeting of Shareholders;
  - b. Ensuring the safety of everyone present at the meeting of General Meeting of Shareholders venue;
  - c. Facilitating Shareholders to attend (or continue to attend) the meeting of General Meeting of Shareholders. The convenor of General Meeting of Shareholders has the full right to change the above measures and apply all necessary measures. Measures applied may be to issue a pass or to make use of other options.
12. The convenor or the chairperson of the meeting has the right to request the attending Shareholders or the Authorized Persons to Attend Meeting to undergo a security check or be subject to other lawful and reasonable security measures. In case a Shareholder or Authorized Person fails to comply with the above regulations on

- security check or security measures, the convenor or the chairperson of the meeting may, after careful consideration, refuse or expel such Shareholder or Authorized Person to Attend Meeting from attending the meeting and/or request the competent authority to maintain the order of the meeting of General Meeting of Shareholders.
13. In the event that the above-mentioned measures are applied at the General Meeting of Shareholders, the Chairperson or the Convenor after determining the venue of the meeting may:
    - a. Announce the meeting of General Meeting of Shareholders shall be conducted at the venue stated in the notice and the chairperson is present there (the "main venue of the meeting of General Meeting of Shareholders");
    - b. Arrange and organize so that Shareholders or Authorized Persons to Attend Meeting who cannot attend the meeting in accordance with this Article or those who wish to attend at a venue other than the main venue of the meeting of General Meeting of Shareholders can concurrently attend the General Meeting of Shareholders.
    - c. The notice of holding the meeting of General Meeting of Shareholders may not detail the organization measures under this Article.
  14. In this Charter (unless the circumstances require otherwise), all Shareholders and Authorized Persons to Attend Meeting of General Meeting of Shareholders (if any) are considered to attend the meeting of General Meeting of Shareholders at the main venue of the meeting of General Meeting of Shareholders.
  15. The Company conducts a General Meeting of Shareholders at least one (01) time each year. *The organization of the General Meeting of Shareholders can be conducted offline or online, depending on the specific economic and social circumstances of each year, based on the principles of publicity, transparency and compliance with the law and the company's charter, ensuring the legitimate rights and interests of shareholders.* The Annual General Meeting of Shareholders may not be held in the form of collecting written opinions.
  16. The General Meeting of Shareholders passes decisions under its authority by voting at the meeting of General Meeting of Shareholders or collecting written opinions or through electronic voting or other electronic forms in accordance with the Law on Enterprises and the Company's Charter. In case the Company applies modern technology to organize the General Meeting of Shareholders via online meeting, the Company is responsible for ensuring that Shareholders or Authorized Persons to Attend Meeting of General Meeting of Shareholders vote by electronic voting or other electronic forms as prescribed in Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/ND-CP dated December 31st, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

***Article 18. Authority and method for collection of written opinions for passing resolution of General Meeting of Shareholders***

The authority and procedures for collection of written opinions of Shareholders in order to pass a decision of the General Meeting of Shareholders shall comply with the following provisions:

1. The Board of Directors has the right to collect opinions of Shareholders in writing to pass a decision of the General Meeting of Shareholders at any time if it is deemed

necessary for the benefit of the Company in all matters mentioned in Clause 1, Article 13 of the Charter. Specifically:

- a. Approving the annual financial statements;
- b. The annual dividend payment for each class of shares is consistent with the Law on Enterprises and the rights attached to that class of shares. The Board of Directors is responsible for proposing a specific dividend rate when collecting written opinions of the General Meeting of Shareholders;
- c. Number of the members of the Board of Directors, the Inspection Committee;
- d. Selection of independent auditing organizations; approving the list of auditing companies; decide on an approved auditing company to inspect the Company's activities when it is deemed necessary;
- e. Electing, discharging, removing and replacing the members of the Board of Directors and Inspection Committee;
- f. Total remuneration of the members of the Board of Directors, the Inspection Committee and the report on the remuneration of the Board of Directors and the Inspection Committee;
- g. Approving the policy of remuneration for the members of the Board of Directors and the Inspection Committee;
- h. Supplementing and amending the Company's Charter;
- i. Approving the Company's business lines;
- j. Deciding to change the Company's Charter Capital, including the reduction of Charter Capital;
- k. Type of shares and number of new shares to be issued for each class of shares;
- l. Division, separation, consolidation, merger or conversion of the Company;
- m. Re-organizing and dissolution (liquidation) the Company and appoint a liquidator;
- n. Inspecting and dealing with breaches of the Board of Directors or the Inspection Committee causing damage to the Company;
- o. Deciding on a transaction to sell the assets of the Company or a Branch or a purchase/sale/investment valued at thirty-five (35)% or more of the total value of assets of the Company and its Branches as recorded in the most recent financial statements;
- p. The Company redeems more than ten (10)% of a type of issued shares;
- q. The Company or the Branches enter into contracts with the persons specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than thirty-five (35)% or a transaction that results in a total transaction value arising within twelve (12) months from the date of the first transaction with a value of thirty-five (35)% or more of the total value of assets of the Company and the Branches recorded in the most recent financial statements;
- r. Contracts, transactions of borrowing and selling assets with a value greater than ten (10)% of the total value of assets recorded in the most recent financial statement between the Company and the Shareholders owning from fifty-one

- (51)% of the total number of voting shares or more or Related Persons of such Shareholder;
- s. Issuance of convertible bonds and warrants allowing owners to buy shares at a predetermined price;
  - t. Other issues as provided for in this Charter and other rules of the Company.
2. The Board of Directors must prepare the written opinion form, the draft resolution of the General Meeting of Shareholders and documents explaining the draft resolution. The written opinion form enclosed with the draft resolution and explanatory documents must be sent by a method guaranteed to reach the registered address of each Shareholder. The Board of Directors must ensure to send and announce documents to the Shareholders within a reasonable time for consideration and voting and must be sent at least ten (10) days before the end of time-limit for receiving the written opinion form. The request and method of sending the written opinion form and enclosed documents shall comply with the provisions of Clause 3, Article 16 of this Charter.
3. The written opinion form must contain the following main details:
- a. Name, headquarters address, enterprise code number, place of business registration of Bamboo Capital Group Joint Stock Company;
  - b. Purpose of collecting written opinions;
  - c. Full name, contact address, nationality, number of citizen identity card, national identity card, passport or other lawful personal identification of shareholders being individuals; name, enterprise code number or establishment decision number or business registration number of shareholders being organizations or full name, contact address, nationality, number of citizen identity card, national identity card, passport or other lawful personal identification of the authorized representative of the organizational shareholder; the number of shares of each class and the number of votes of shareholders;
  - d. Issues on which it is necessary to obtain opinions for passing decisions;
  - e. Voting options include valid written opinion form for, against or abstentions for each issue for opinion;
  - f. The time limit for sending the completed written opinion form to the Company;
  - g. Full name and signature of the Chairman of the Board of Directors.
4. Shareholders can send their completed written opinion form to the Company in one of the following forms:
- a. Mailing. The completed written opinion form must be signed by the shareholder being an individual, the authorized representative or the legal representative of the organizational shareholder. The written opinion form sent to Bamboo Capital Group Joint Stock Company must be contained in a sealed envelope and no one is allowed to open it before counting the votes;
  - b. Sending fax or email. The written opinion form sent to the company via fax or email must be kept confidential until the time of counting of votes;
  - c. The written opinion form sent to the company after the time limit specified in the written opinion form or opened in the case of mailing and disclosed in



the case of faxing or emailing are invalid. The written opinion form that are not sent back are considered as forms not participating in the vote.

5. Shareholders can vote through written form or electronic voting form. When deeming it is necessary, the convenor of General Meeting of Shareholders has the right to deploy either of the above two forms or a combination of the two forms or other forms of collecting shareholders' opinions provided that: in accordance with the actual situation, complying with the law, complying with the Charter, ensuring the principles of publicity and transparency, and ensuring the legitimate rights and interests of shareholders.
6. The Board of Directors counts the votes and makes a minutes of the vote counting in the presence of the Inspection Committee or Shareholders who do not hold managerial positions in the Company. The vote counting report must contain the following principal contents:
  - a. Name, headquarters address, number and date of issuance of the Enterprise Registration Certificate, place of business registration;
  - b. Purpose and issues on which it is necessary to obtain opinions for passing decisions;
  - c. Number of Shareholders with the total number of votes that participated in the vote, distinguishing the number of valid votes and invalid votes, enclosed with an appendix of the list of Shareholders participating in the vote;
  - d. Total number of votes for, against and abstention for each issue;
  - e. The decisions that have been passed and corresponding percentage of votes for passing;
  - f. Full name and signature of the Chairman of the Board of Directors, the person supervising the counting of votes and the person counting the votes.

The members of the Board of Directors, the vote counting persons and the vote counting supervisors must be jointly responsible for the truthfulness and accuracy of the vote counting report; jointly responsible for damages arising from decisions passed due to dishonest and inaccurate counting of votes.

7. The report of vote counting results must be sent to the Shareholders within 15 days from the date of completion of the counting of votes. In case Bamboo Capital Group Joint Stock Company has a website, the submission of the vote counting report may be replaced by posting on the website of Bamboo Capital Group Joint Stock Company within twenty-four (24) hours from the time of completion of counting the votes.
8. The completed written opinion form, the vote counting report, the full text of the approved resolution and relevant documents enclosed with the written opinion form must all be kept at the headquarters of the Company.
9. Resolutions approved in the form of collecting written opinions of Shareholders must be approved by the number of Shareholders owning more than fifty (50)% of the total number of voting shares and has the same validity as the resolution passed at the General Meeting of Shareholders.

### ***Article 19. Demand for cancellation of resolutions of the General Meeting of Shareholders***

Within ninety (90) days from the date of receipt of the minutes of the General Meeting of Shareholders or the report of vote counting results to collect opinions of the General Meeting of Shareholders, Shareholders, The Group of Shareholders specified in Clause 2, Article 115 of the Law on Enterprises has the right to request a Court or Arbitrator to consider and cancel a resolution or part of a resolution of the General Meeting of Shareholders in the following cases:

1. The sequence and procedures for convening meetings and making decisions of the General Meeting of Shareholders did not comply with the provisions of the Law on Enterprises and the Charter of Bamboo Capital Group Joint Stock Company, except for the case specified in Clause 8, Article 16 of this Charter.
2. The content of the Resolution breaches the Law or the Charter of Bamboo Capital Group Joint Stock Company.

In case the decision of the meeting of General Meeting of Shareholders is cancelled according to the decision of the Court or Arbitration, the person who convenes the canceled General Meeting of Shareholders may consider to re-organize the meeting of General Meeting of Shareholders within thirty (30) days according to the sequence and procedures specified in the Law on Enterprises and this Charter.

## **VII. BOARD OF DIRECTORS**

### ***Article 20. Composition and Term of office of members of Board of Directors***

1. The number of the members of the Board of Directors is at least five (05) people and at most eleven (11) people. The term of office of the Board of Directors shall not exceed five (05) years; the members of the Board of Directors may be re-elected for an unlimited number of terms. One individual shall not be elected as an independent member of the Board of Directors of one company for no more than 02 consecutive terms of office. If the term of office of all members of the Board of Directors expires at the same time, such members shall continue to be member of the Board of Directors until new members are elected as replacements to and take over the job.
2. The structure of the Company's Board of Directors must ensure that at least one third (1/3) of the total number of the members of the Board of Directors are non-executive members.
3. The total number of the independent members of the Board of Directors must ensure the following provisions:
  - a. There is at least one (01) independent member in case the Company has between 03 and 05 members of the Board of Directors;
  - b. There are at least two (02) independent members in case the Company has from 06 to 08 members of the Board of Directors;
  - c. There are at least three (03) independent members in case the Company has between 09 and 11 members of the Board of Directors.

The independent members of the Board of Directors must fully satisfy the conditions as prescribed by Law. The members of the Board of Directors may not be the Company's shareholders, may not hold Vietnamese nationality and/or may not reside in Vietnam.

4. Criteria and conditions of the members of the Board of Directors

Any person who is both an Acquirer but at the same time a Competitor or a representative of a Competitor of the Company may not be nominated for election to the Board of Directors.

A member of the Board of Directors must not concurrently be a member of the Board of Directors of more than five (05) other companies.

Individuals/organizations to be elected to the Board of Directors must satisfy the following conditions:

- a. Having full civil act capacity, not being banned from establishing and managing enterprises as prescribed in Clause 2, Article 17 of the Law on Enterprises;
  - b. Having a minimum professional qualification at university level (bachelor's degree), having experience in business management, having held senior management positions (Deputy General Manager, General Manager, President of Company) in enterprises with total assets of over 200 billion VND, with a minimum duration of 5 years, and are over 30 years old.
  - c. Having good personal financial health, no bad debts or potential bad debts arising in the next 12 months from the time of election for a member of the Board of Directors, do not use debt to invest in BCG shares for the purpose of acquiring businesses.
  - d. Not relevant to "hostile takeover" transactions of other businesses in the past.
  - e. Not relevant to "stock manipulation" practices.
5. Election and nomination of the members of the Board of Directors. A Shareholder or a Group of Shareholders owning ten (10)% of the total number of ordinary shares or more has the right to combine the number of voting rights of each person together to nominate candidates for election to the Board of Directors.

A Shareholder or a group of Shareholders owning from ten (10)% to less than twenty (20)% of ordinary shares may nominate one (01) member to be elected to the Board of Directors; from twenty (20)% to less than thirty (30)% of ordinary shares may nominate up to two (02) candidates; from thirty (30)% to less than forty (40)% of ordinary shares may nominate up to three (03) candidates; from forty (40)% to less than fifty (50)% of the ordinary shares may nominate up to four (04) candidates; from fifty (50)% to less than sixty (60)% of ordinary shares may nominate up to five (05) candidates; from sixty (60)% to less than seventy (70)% of ordinary shares may nominate up to six (06) candidates; from seventy (70)% to eighty (80)% of the ordinary shares may nominate a maximum of seven (07) candidates; and from eighty (80)% to less than ninety (90)% of the ordinary shares may nominate up to eight (08) candidates.

The sequence, procedures for the election of the Board of Directors are carried out in accordance with the Company's election rules.

In case the number of candidates for the Board of Directors through nomination and candidacy is still not sufficient as required, the incumbent Board of Directors may nominate additional candidates or organize the nomination according to the mechanism prescribed by the Company in the Internal Management Rules. The nomination mechanism or the way in which the incumbent Board of Directors

nominate candidates for the Board of Directors must be clearly announced and must be approved by the General Meeting of Shareholders before the nomination is made.

6. A member of the Board of Directors will no longer be a member of the Board of Directors in the following cases:
  - a. Such member is not eligible to be a member of the Board of Directors under the provisions of the Law on Enterprises or is prohibited by law from being a member of the Board of Directors;
  - b. Such member submits a written resignation to the Company's headquarters and is approved;
  - c. Such member (i) loses or has limited civil act capacity; (ii) have committed breaches of the Law and are detained by competent State agencies in accordance with the Criminal Procedure Law; and (iii) other Board of Directors' members unanimously decide to terminate their membership of the Board of Directors;
  - d. Such member is absent, not attend meetings of the Board of Directors continuously for six (06) consecutive months without the approval of the Board of Directors and the Board of Directors has decided that such person's position is vacant;
  - e. Such member is removed or discharged as a member of the Board of Directors according to the resolution of the General Meeting of Shareholders;
  - f. Such Member when/at the time is an Acquirer but is also a Competitor or representative of a Company's Competitor;
  - g. Providing false personal information when providing to the Company as a candidate for the Board of Directors.
7. The appointment of the members of the Board of Directors must be disclosed in accordance with the provisions of the Law on securities and securities market.

#### ***Article 21. Rights and obligations of the Board of Directors***

1. The Company's business activities and affairs are subject to the supervision and direction of the Board of Directors. The Board of Directors is an agency with full power to decide and exercise all rights and obligations on behalf of the Company, except for those belonging to the General Meeting of Shareholders.

A shareholder means an individual or an organization whose ownership representative is the Chairman of the Board of Directors, a member of the Board of Directors, the Head of the Inspection Committee and the Inspection Committee, the General Manager, Chief Executive Officer (or Deputy General Manager), Chief Accountant and equivalent managerial positions elected by the General Meeting of Shareholders or appointed by the Board of Directors and Major Shareholders who are Related Persons of the above subjects must commit to continue holding one hundred (100)% of owned shares for a period of six (06) months from the first trading date of the shares on the Stock Exchange and fifty (50)% of these shares within a period of six (06) following months.
2. The Board of Directors is responsible for supervising the General Manager and Senior Managers under its authority according to the mechanism mentioned in the Internal Management Rules.

3. The Rights and obligations of the Board of Directors are stipulated by the Law, the Charter, the Internal Management Rules and the resolutions of the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and duties:
- a. To make decisions on medium term developmental strategies and plans and annual business development plans and budgets;
  - b. To determine operational objectives on the basis of strategic objectives approved by the General Meeting of Shareholders;
  - c. To elect, remove and discharge the Chairman of the Board of Directors; to appoint, remove, and sign contracts or terminate contracts with (i) the General Manager or, (ii) any Senior Manager of the Company at the request of the General Manager; to make decisions on salaries, remuneration, bonuses and other benefits of such Managers; to appoint Authorized Representatives exercising ownership of shares or capital contributions in other organizations/enterprises, and to make decisions on the level of remuneration and other benefits of such persons;
  - d. To approve the agenda and contents of documents for the meetings of the General Meeting of Shareholders, to convene meetings of the General Meeting of Shareholders or to obtain opinions in order for the General Meeting of Shareholders to pass a resolution;
  - e. To decide on the issuance of bonds;
  - f. To make decision on selling unsold shares within the number of shares of each class which may be offered for sale; to make decision on raising additional funds in other forms;
  - g. To resolve the Company's complaints against the Manager as well as decide on the selection of the Company's representative to resolve issues related to legal proceedings against that Manager;
  - h. To propose the types of shares to be issued and the total number of shares to be offered for sale of each type;
  - i. To propose the issuance of convertible bonds and warrants allowing owners to buy shares at a predetermined price;
  - j. To make decision on offering prices for bonds, stocks and convertible securities;
  - k. To make decision on investments with a value lower than thirty-five (35)% of the total value of the Company's assets, based on the most recent financial statement data;
  - l. Proposed annual dividend rate; organize the payment of dividends; decide on the time limit and procedures for paying dividends or dealing with losses arising in the course of business;
  - m. To propose the restructuring or dissolution or requesting bankruptcy of the Company.
  - n. Disclosure of benefits. A member of the Board of Directors who, in one way or another, directly or indirectly benefits from a contract or transaction that has been entered into or is expected to be concluded with the Company, must

disclose the nature, the content of that interest in the meeting at which the Board of Directors first considers the issue of signing the contract, this transaction if then such member has already known that such member has an interest in it, or this member may disclose it at the first meeting of the Board of Directors held after such member knows that such member has an interest or will have an interest in the relevant transaction or contract.

- o. To make decision on the organizational structure, internal management rules of the Company, to decide on the establishment, merger, separation, consolidation, conversion and dissolution of the Subsidiaries, establishment of branches, representative offices and capital contribution and share purchase of other enterprises;
- p. Within the scope specified in Clause 2, Article 153 of the Law on Enterprises and except for the case specified in Clause 3, Article 167 of the Law on Enterprises, which must be approved by the General Meeting of Shareholders, the Board of Directors shall, from time to time, decide on the implementation, amendment and cancellation of major contracts of the Company or its Branches, Subsidiaries (including contracts of purchase, sale, merger, acquisition of the Company and joint ventures with a value from fifty (50)% of the total value of assets recorded in the Company's most recent financial statements or more);
- q. To appoint and discharge the persons authorized by the Company as commercial representatives and Lawyers of the Company;
- r. All (i) borrowings, debts and (ii) performance of any security and indemnification by the Company to the extent set forth in the Company's Management Rules;
- s. To make decision on investment plans and investment projects within its competence and within the limits prescribed by Law;
- t. To approve the contracts to buy, sell, borrow, lend and other transactions with a value of thirty-five (35%) or more of the total value of assets recorded in the Company's most recent financial statements, except for contracts and transactions under the decision-making authority of the General Meeting of Shareholders as prescribed at Point d, Clause 2, Article 138, Clauses 1 and 3, Article 167 of the Law on Enterprises;
- u. Valuation of assets contributed to the Company other than cash related to the issuance of shares or bonds by the Company, including gold, land use rights, intellectual property rights, technology and technological know-how;
- v. The Company's redemption or withdrawal of no more than ten (10)% of each class of shares sold within a period of twelve (12) months. Decide the price to redeem or withdraw shares of the Company;
- w. Any other business or transaction issue that the Board of Directors decides to require approval of within the scope of its powers and responsibilities, as mentioned in the Company's Management Rules;
- x. To submit the audited annual financial statements to the General Meeting of Shareholders; and

- y. Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other provisions of the Law and this Charter.
4. To have the right to change the capital use plan, the proceeds from the offering, the issuance with the change in value less than 50% of the capital, the proceeds from the offering, the issuance when it is authorized by the General Meeting of Shareholders, except for the offering of non-convertible bonds without warrants under the plan approved by the Board of Directors. The Board of Directors must report to the General Meeting of Shareholders on its activities according to the provisions of Article 280 of Decree No. 155/2020/ND-CP dated December 31st, 2020, including the supervision by the Board of Directors of the General Manager and Senior Managers in the fiscal year.
5. Unless otherwise provided by the Law and the Charter, the Board of Directors may authorize the Manager to represent in handling the affairs on behalf of the Company.
6. The members of the Board of Directors are entitled to receive remuneration for their work as the member of Board of Directors. The total remuneration for the Board of Directors shall be decided by the General Meeting of Shareholders. This remuneration will be divided among the members of the Board of Directors in accordance with Company's Management Rules.

The remuneration of the members of the Board of Directors is included in the business expenses of the Company in accordance with the provisions of the Law on corporate income tax and must be shown in a separate section in the Company's annual financial statements.

The total amount paid to each member of the Board of Directors including remuneration, expenses, commissions, right to buy shares and other benefits enjoyed from the Company, its Subsidiaries, and its affiliates and Other companies in which the Board of Directors' members are representatives of the contributed capital must be disclosed in detail in the Company's Annual Report.

7. The members of the Board of Directors holding executive positions or the Board of Directors' members work at the Councils, Committees of the Board of Directors or perform other tasks which, according to the Board of Directors, are beyond the scope of normal duties of a member of the Board of Directors, may be paid additional remuneration in the form of a lump-sum wage, salary, commission, percentage of profit or in other forms according to the Company's remuneration policy for the members of the Board of Directors.
8. The members of the Board of Directors have the right to be paid all travel expenses, meals, accommodation and other reasonable expenses that they had to pay when performing their responsibilities as the Board of Directors' members, including expenses incurred in attending meetings of the Board of Directors, or the Councils, Committees of the Board of Directors or the General Meeting of Shareholders.

#### ***Article 22. Chairman of the Board of Directors***

1. The Board of Directors selects from among its members to elect one (01) Chairman. The election of the Chairman is done in accordance with the Company's Management Rules. The Chairman of the Board of Directors shall not concurrently hold the position of the Company's General Manager.
2. Rights and obligations of the Chairman of the Board of Directors:

- a. To prepare working plans and programs of the Board of Directors;
  - b. To prepare or organize the preparation of agenda, content and documents for the meeting of General Meeting of Shareholders; convene, preside over and chair the General Meeting of Shareholders and the meetings of the Board of Directors;
  - c. The Chairman of the Board of Directors must be responsible for ensuring that the Board of Directors sends annual financial statements, reports on the operation of the Company, audit report and inspection report of the Board of Directors to Shareholders at the General Meeting of Shareholders.
  - d. To sign the Resolutions/Decisions of the Board of Directors on behalf of the Board of Directors;
  - e. To monitor and inspect the implementation of resolutions and decisions of the Board of Directors;
  - f. To propose the Board of Directors on the appointment, removal and discharge of the General Manager. On behalf of the Board of Directors to sign labor contract with the General Manager;
  - g. In case of necessity, the Chairman of the Board of Directors may temporarily suspend the decisions of the General Manager to limit losses and then must report in writing to the Board of Directors for an official decision on the suspension or cancel such suspension decision within fifteen (15) days from the date of issuance of such suspension decision;
  - h. To organize the approval of resolutions and decisions of the Board of Directors;
  - i. Other rights and obligations as prescribed in the Law on Enterprises and this Charter.
3. The Chairman of the Board of Directors must convene and preside over the General Meeting of Shareholders and the meetings of the Board of Directors. In case the Chairman has notified the Board of Directors that he is absent or must be absent due to force majeure reasons or lose the ability to fulfill their duties, a member of the Board of Directors authorized by the Chairman of the Board of Directors will exercise the Rights and obligations of the Chairman of the Board of Directors. In case there is no authorized person, the Board of Directors may elect another person from among them to perform the duties of the Chairman according to the majority rule.
  4. In case the Chairman of the Board of Directors resigns or is removed, discharged, the Board of Directors must elect a replacement within ten (10) days from the date on which the Company receives the letter of resignation or from the date the Board of Directors passes the decision on removal, discharge of the Chairman of the Board of Directors.

***Article 23. Meetings of the Board of Directors and the Councils, Committees of the Board of Directors***

**A- Meetings of the Board of Directors**

1. The first meeting of the term of the Board of Directors: In case the Board of Directors elects the Chairman, the initial meeting of the term of the Board of Directors to elect the Chairman and make other decisions within its competence must be conducted within a time-limit of seven (07) working days, from the date of completion the election of the Board of Directors for that term. Such meeting shall



be convened and chaired by the member who obtains the highest number of votes or the highest percentage of votes. If two or more members obtain the same highest number of votes or the same highest percentage of votes, the members shall elect by a majority vote to select a person amongst them to convene the meeting.

2. Ordinary meetings of the Board of Directors: The Chairman of the Board of Directors must convene ordinary meetings of the Board of Directors, set the agenda, time and place of the meeting of General Meeting of Shareholders at least five (05) days before the scheduled meeting date. The Chairman may convene a meeting whenever deem necessary, but at least one (01) time quarterly.
3. The extraordinary meeting of the Board of Directors: The Chairman must convene the meetings of the Board of Directors, which must not be delayed without a valid reason, when one of the following subjects proposes in writing to present the purpose of the meeting of General Meeting of Shareholders and issues to be discussed:
  - a. Upon request of the Inspection Committee or an independent member of the Board of Directors;
  - b. Upon request of the General Manager of the Company or upon request at least five (05) other managers;
  - c. Upon request of at least two (02) members of the Board of Directors;
  - d. Upon request of the independent auditor to discuss the audited reports and the Company's situation.
4. The Chairman of the Board of Directors must convene the Board of Directors' meetings within seven (07) working days from the date of receipt of the request specified in Clause 3 of this Article. In case the Chairman fails to convene the Board of Directors' meetings at the request, the Chairman shall be responsible for any damage caused to the Company; the person making the request has the right to replace the Board of Directors to convene the Board of Directors' meetings.
5. Venue of meeting: The meetings of Board of Directors specified in Clauses 1, 2 and 3 of this Article are conducted at the Company's headquarters address or other addresses located in Vietnam or abroad at the proposal of the Chairman of the Board of Directors and unanimously agreed by the Board of Directors.
6. Notice and agenda of The meetings of the Board of Directors: The notice of The meetings of the Board of Directors must be sent in advance to the members of the Board of Directors at least three (03) working days before holding a meeting, the members of the Board of Directors may reject the notice of meeting invitation in writing and such rejection may constitute retroactive effect. The meeting invitation notice must specify the time and place of the meetings of the Board of Directors, the agenda, issues for discussion and decisions. The meeting invitation notice must be enclosed with documents to be used at the meeting and voting forms for members.

The notice of meeting invitation shall be sent by post, fax, email or other means, but must guaranteed to reach the contact address of each member of the Board of Directors registered at the Company.
7. A meeting of the Board of Directors shall be conducted where three quarters (3/4) or more of the total members are in attendance. If the meeting convened in

accordance with this clause does not have sufficient quorum as stipulated, it shall be convened for a second time within seven (07) days from the intended date of the first meeting. In this case, the meeting shall be conducted if more than half (1/2) of the number of members of the Board of Directors attend the meeting.

A member of the Board of Directors shall be deemed to attend and vote at the meeting in the following cases:

- a. Attending and voting directly at the meeting of the Board of Directors;
- b. Authorizing another person to attend and vote at the meeting if approved by a majority of the member of the Board of Directors;
- c. Attending and voing via an online conference, by casting an electronic vote or by other electronic forms;
- d. Sending the written votes to the meeting by mail, fax, email.

8. Voting:

- a. Except as prescribed at Point b of this Clause, each member of the Board of Directors or an authorized person presenting in person at the meeting of Board of Directors has one (01) vote;
- b. The member of the Board of Directors may not vote on contracts or transactions or proposals that such member or the Related Person to that member has an interest and such interest conflicts or may conflict with the interests of the Company. A member of the Board of Directors is not counted in the quorum of the meeting of the Board of Directors on decisions for which such member does not have the right to vote;

Any member of the Board of Directors who benefits from a contract or transaction specified in Clause 4, Article 30 of this Charter shall be deemed to have a significant interest in such contract or transaction.

- c. According to the provisions of Point b of this Clause, when an issue arises in the meeting of the Board of Directors related to the interests of a member of the Board of Directors or related to the voting right of a member, but such issue is not resolved by voluntarily giving up the voting right of the relevant member of the Board of Directors, such matter shall be brought to the chairperson of the meeting for decision. The decision of the chairperson regarding such issue is final unless the nature or scope of interests of the relevant member of Board of Directors has not been fully disclosed.

9. Vote on passing resolutions/decisions. The Board of Directors passes the resolutions and makes decisions by following the consent of the majority of the member of the Board of Directors present (over 50%). If the number of votes in favor and against are equal, the final decision will belong to the side with the opinion of the Chairman of the Board of Directors or the person authorized by the Chairman of the Board of Directors to participate in voting at the meeting of the Board of Directors.
10. Disclosure of interests: The member of the Board of Directors directly or indirectly, and knowingly having an interest from the contract or transaction that have been signed or expected to be signed with the Company is responsible to disclose the nature and content of such interest in the meeting of General Meeting of Shareholders at which the Board of Directors first considers the issue of signing

this contract or transaction. In case a member of the Board of Directors does not know that such member and related persons have interests at the time a contract or transaction is signed with the Company, such member of the Board of Directors must disclose relevant interests at the first meeting of the Board of Directors held after this member knows that he or she has an interest or will have an interest in the relevant transaction or contract.

11. Voting of the persons who are absent at the meeting of the Board of Directors: The persons who are absent from the Board of Directors may vote on resolutions/decisions of the Board of Directors by way of voting in writing. Voting forms must be enclosed in a sealed envelope and must be delivered to the Chairman of the Board of Directors at least one (01) hour before the opening time. Voting forms may only be opened in the presence of all attendees.
12. Meeting by phone or other forms: Meetings of the Board of Directors may be held in the form of a meeting between the member of the Board of Directors when all or several members are in different places provided that each member attending the meeting of General Meeting of Shareholders can:

- a. Listen to each other member of the Board of Directors speaking at the meeting of General Meeting of Shareholders;
- b. Express opinions at meetings to all other participants simultaneously.

The communication between members can be done directly by phone or by other means of communication (including the use of this means at the time of approval of the Charter or later) or is a combination of all these methods. The member of the Board of Directors participating in such a meeting are considered "present" at such meeting. The meeting of General Meeting of Shareholders place to be held in accordance with this regulation is the place where the largest group of the members of the Board of Directors gathers, or if there is no such group, the place where the chairperson of the meeting is present.

The decisions approved in a duly organized and conducted teleconference shall take effect immediately upon conclusion of the Board of Directors' meeting but must be confirmed by the signatures in the minutes of all the Board of Directors' members attending this meeting.

13. Written resolution: A resolution in the form of collecting written opinions is approved on the basis of the consent of the majority of the members of the Board of Directors entitled to vote. This resolution has the same effect and validity as the resolution approved by the members of the Board of Directors at the meeting of the Board of Directors convened and conducted in accordance with customary practice.
14. Meeting minutes: The Secretary of the Company is responsible for sending the meeting minutes of the Board of Directors to the members and such minutes shall be regarded as corroborating evidence of the work carried out in such meetings unless an objection to the content of the minutes is raised within ten (10) days from the sending. Minutes are made in Vietnamese and must be signed by all the members of the Board of Directors and the person writing the minutes who attend the meeting. In case there is a member of the Board of Directors who cannot speak Vietnamese, the meeting minutes of the Board of Directors may be translated into English and such member must sign both the minutes in English and Vietnamese. The content

approved by the majority of members attending the meeting of the Board of Directors must be made into a resolution for approval.

The time limit for archiving the meeting minutes of the Board of Directors complies with the Company's Management Rules.

15. Persons invited to observe the meeting: The Chairman of the Board of Directors or the convenor shall send the notice of meeting invitation and accompanying documents to the members of the Inspection Committee in the same manner to the members of the Board of Directors. Members of the Inspection Committee have the right to attend meetings of the Board of Directors, and have the right to discuss but not to vote. The General Manager, Senior Managers and experts may attend meetings of the Board of Directors at the invitation of the Board of Directors, but may not vote.

#### **B- Councils and Committees of the Board of Directors**

1. The Board of Directors establishes the Human Resources Committee, the Investment Council, and a number of other Councils and Committees based on actual needs to assist the operation of the Board of Directors.
2. The Board of Directors may establish special Councils and Committees after having resolutions approved by the General Meeting of Shareholders.
3. The Board of Directors may authorize the Councils and Committees specified in Clauses 1 and 2 of this Article to act and make decisions on matters falling within the competence of the Board of Directors.

Members of the Council, the Committee may include one or more the members of the Board of Directors and one or more outside members as decided by the Board of Directors. In the process of exercising their delegated powers, the Councils and Committees must comply with the regulations set forth by the Board of Directors. These regulations may regulate or allow the admission of the non-members of the Board of Directors to the above Councils, Committees and permitting such person to vote as a member of the Council, the Committee but (i) must ensure that the number of outside members is not more than half of the total number of members of the Council, the Committee and (ii) the resolutions of the Councils, the Committee shall only take effect when the members attending and voting at the meeting are more than fifty (50)% of the members of the Board of Directors in such Council, Committee.

4. The implementation of decisions of the Councils, Committees under the Board of Directors or of the person holding the status of a member of the Councils, Committees under the Board of Directors is considered to be valid even if the appointment of the members of the Councils, Committees may have errors.
5. The Board of Directors shall detail the establishment and responsibilities of the Councils and Committees and the responsibilities of each member.

### **VIII. COMPANY'S GENERAL MANAGER, SENIOR MANAGERS AND SECRETARY**

#### ***Article 24. Organization of the managerial apparatus***

The Company's management system must ensure that the management apparatus is accountable to the Board of Directors and is directly under the leadership of the Board of Directors. The Company has one (01) General Manager and several Chief Executive

Officers (or Deputy General Managers) and one (01) Chief Financial Officer (CFO) appointed by the Board of Directors. The appointment, removal and discharge of the above positions must be done by a resolution of the Board of Directors duly passed. Accordingly:

1. The Chief Executive Officer (or Deputy General Manager) is the person who assists the General Manager with one or several tasks as assigned and authorized by the General Manager; be responsible to the General Manager, the Board of Directors and the Law for the scope of work assigned and authorized.
2. Chief accountant is the person who assists the General Manager to direct and uniformly perform the work of investment, accounting, financial management and statistics; be responsible for the Company's financial and accounting management in accordance with the provisions of the Law.

***Article 25. Senior Managers***

1. At the proposal of the General Manager and the approval of the Board of Directors, the Company will have a certain number and positions of Senior Managers necessary and appropriate to the organizational structure and management practices of the Company as decided by the Board of Directors from time to time.
2. The salary, remuneration, benefits and other terms in the labor contract for the General Manager shall be decided by the Board of Directors and contracts of Senior Managers will be decided by the Board of Directors after consulting the General Manager.

***Article 26. Appointment, discharge, removal, powers and obligations of the General Manager***

1. Appointment: The Board of Directors will appoint one member of the Board or another person as the General Manager and will sign a contract stipulating the salary, remuneration, benefits and other terms related to employment. Information on salary, allowance, benefits of the General Manager must be reported at the Annual General Meeting of Shareholders and stated in the Company's Annual Report.
2. Conditions and criteria:
  - a. The General Manager must not be a person who is prohibited by law from holding this position specified in Clause 2, Article 17 of the Law on Enterprises, including: (i) minors, persons whose capacity for civil acts is restricted or lost; (ii) a person who has been sentenced to prison, who is serving a prison sentence; (iii) employees of the armed forces, State officials and employees and (iv) persons prohibited from working as enterprise managers during the period of prohibition, cooperatives under a decision of the state competent authorities, including the owner of a private enterprise, unlimited liability partner of a partnership, the Director (General Manager), the President and members of the Board of Directors, the Partner's Council of enterprise, the chairman and members of the Board of Directors of the cooperative having been declared bankruptcy, except for the case where such enterprise, cooperative is declared bankrupt due to force majeure;
  - b. Must not be a family member of the Manager, Inspector of the Company; the representative of the state capital contribution, the representative of the enterprise's capital contribution at the Company;

- c. Owning professional qualifications and experience in business administration of the Company.

Term: The term of office of the General Manager is five (05) years and can be re-appointed. The appointment may expire based on the provisions of the labor contract.

3. Rights and duties: The General Manager has the following rights and duties:

- a. To organize the implementation of the resolutions and the decisions approved by the Board of Directors and the General Meeting of Shareholders;
- b. To decide on issues related to the day-to-day business of the Company that are not under the authority of the Board of Directors;
- c. To propose the number and management positions that the Company needs to recruit for the Board of Directors to appoint or remove, discharge when necessary for the positions under the authority of the Board of Directors; Recommend organizational structure plan, internal management rules of the Company and advise the Board of Directors to decide salary, remuneration, the benefits and other terms of the employment contract of the Senior Manager;
- d. To consult with the Board of Directors to decide the number of employees, salary, allowance, benefits, appointment, removal and other terms related to their labor contract; To appoint, remove, discharge managerial positions in the Company, except for those under the authority of the Board of Directors and the General Meeting of Shareholders;
- e. On November 30th of each year, the General Manager must submit to the Board of Directors for approval of the detailed business plan for the next fiscal year on the basis of meeting the requirements of the appropriate budget;
- f. To organize the implementation of the Company's annual business plan and investment plan approved by the General Meeting of Shareholders and the Board of Directors;
- g. To propose the measures to improve the Company's operation and management;
- h. To prepare long-term, annual and quarterly estimates of the Company (hereinafter referred to as estimates) for long-term, annual and quarterly management activities of the Company according to the business plan. Annual budget (including balance sheet, statement of business performance and expected cash flow statement) for each fiscal year must be submitted to the Board of Directors for approval and must include the information specified in the Company's rules issued by the Board of Directors;
- i. To propose a plan to pay dividends or deal with business losses;
- j. The General Manager will be the Company's representative or authorize the Senior Manager to perform the recruitment and sign labor contracts. Decide salary and other benefits for employees in the Company, including managers under the appointment authority of the General Manager;

- k. Within the scope of assigned duties and rights, the General Manager may authorize other individuals and/or organizations to perform tasks related to his/her duties and rights as necessary from time to time;
- l. To manage the Company's daily business in accordance with the provisions of the Law, this Charter and the Company's rules issued by the Board of Directors, resolutions of the Board of Directors, labor contract signed with the Company.

If operating contrary to the above provisions and causing damage to the Company, the General Manager must be responsible before the Law (if any) and must compensate the Company for damage.

4. To report to the Board of Directors and Shareholders. The General Manager is responsible before the Board of Directors and the General Meeting of Shareholders for the performance of assigned tasks and powers and must report to these agencies when it is required.
5. Discharge, removal. The Board of Directors may remove or discharge the General Manager with at least two-thirds (2/3) of the Board members voting in favor and appoint a new General Manager to replace.

The General Manager may be removed by the Board of Directors in the following cases:

- a. As the business needs, transfer and rotation of the Company's personnel;
- b. The health is not guaranteed to continue working.

The General Manager may be discharged by the Board of Directors in the following cases:

- a. Failing to complete tasks or breaching the Company's rules and regulations;
- b. Breaching the Law but not to the extent of being prosecuted for criminal liability or forced to terminate the labor contract.

#### ***Article 27. Company Secretary***

1. The Board of Directors will appoint one (01) or more Company Secretary with the term of office and provisions as decided by the Board of Directors. The Board of Directors may dismiss the Company Secretary at any time, but not contrary to the provisions of current labor laws. The rights and obligations of the Company Secretary and the person in charge of corporate governance include:
  - a. Advising the Board of Directors in organizing the General Meeting of Shareholders according to regulations and related work between the Company and Shareholders;
  - b. Preparing and organizing the meeting of the Board of Directors, the Inspection Committee and the General Meeting of Shareholders at the request of the Chairman of the Board of Directors or the Inspection Committee;
  - c. Attending and taking the minutes of meetings;
  - d. Advising on the procedure of meetings;
  - e. Providing financial information, copies of the meeting minutes Board of Directors and other information to the members Board of Directors and the Inspection Committee;

- f. Monitoring and reporting to the Board of Directors on the Company's information disclosure activities; and
  - g. Advising on procedures for making resolutions of the Board of Directors in accordance with the provisions of the Law;
  - h. Acting as a contact point for stakeholders;
  - i. Ensuring the resolutions of the Board of Directors are in accordance with the Law.
2. The Company Secretary is responsible for keeping information confidential in accordance with the provisions of the Law and the Charter.

## **IX. THE INSPECTION COMMITTEE**

### ***Article 28. The Inspection Committee***

1. The Inspection Committee and its members will have the powers and responsibilities as prescribed in Article 170 of the Law on Enterprises and this Charter, mainly the following responsibilities and powers:
  - a. The Inspection Committee supervises the Company's financial situation, the compliance with the law by the Board of Directors, the General Manager and Senior Managers in the Company's management and administration; responsible before the General Meeting of Shareholders for the performance of assigned tasks;
  - b. Checking the reasonableness, lawfulness, honesty and prudence in the management and administration of business activities, in the organization of accounting, statistics and preparing financial statements;
  - c. Evaluating the completeness, legitimacy and truthfulness of the Company's business reports, annual, biannual and quarterly financial statements, and reporting on the evaluation of the management work of the Board of Directors. Submitting the evaluation report of financial statements, annual business situation report of the Company and report on the evaluation of the management of the Board of Directors to the General Meeting of Shareholders at the annual meeting; Reviewing the contracts, transactions with Related Persons under the approval authority of the Board of Directors or the General Meeting of Shareholders and preparing the recommendations on contracts, the transaction requires approval of the Board of Directors or the General Meeting of Shareholders;
  - d. Reviewing, checking and evaluating the effectiveness and efficiency of the Company's internal control, internal audit, risk management and early warning systems;
  - e. Reviewing the accounting books and other documents of the Company, the management and administration of the Company's operations whenever it is necessary or at the decision of the General Meeting of Shareholders or at the request of a Shareholder or a group of Shareholders specified in Clause 3, Article 10 of this Charter;
  - f. At the request of a Shareholder or a group of Shareholders specified in Clause 3, Article 10 of this Charter, the Inspection Committee shall carry out and conduct an inspection within seven (07) working days, from the date of receipt of the request. Within fifteen (15) working days from the date of completion of the inspection, the Inspection Committee must report and explain the issues requested to be examined to the Board of Directors and



- Shareholders or a group of shareholders who make the request. The inspection by the Inspection Committee as prescribed in this Clause must not interfere with the normal operation of the Board of Directors or disrupt the Company's management of the business activities;
- g. Proposing the Board of Directors measures to amend, supplement and improve the organizational structure of the Company;
  - h. When detecting a member of the Board of Directors, the General Manager breaches the obligations of the Company's manager as prescribed in the Law on Enterprises, Article 29 and Article 30 of this Charter, it must immediately notify in writing to the Board of Directors within forty-eight (48) hours, request the person in breach to cease the breach and take measures to remedy the consequences;
  - i. The Inspection Committee is entitled to use independent consultants, the internal audit department of the Company to perform the assigned tasks;
  - j. In accounting and auditing the Company's activities, the Inspection Committee will have the following powers and responsibilities:
    - j1. Proposing the selection of an independent auditing company, the audit fee and all related issues; deciding on an approved audit organization to inspect the Company's operations, dismissing the approved auditor when deeming it necessary;
    - j2. Discussing with the independent auditor the nature and extent of the audit prior to initiating the audit;
    - j3. Discussing difficult issues and outstanding findings from the mid-term or final audit results as well as any issues that the independent auditor wishes to discuss;
    - j4. Reviewing the management letter of the independent auditor and the feedback of the Company's management committee;
  - k. Inspector is entitled to attend meetings of the Board of Directors; entitled to discuss but not vote;
  - l. The Inspection Committee may consult the Board of Directors before submitting reports, conclusions and recommendations to the General Meeting of Shareholders;
  - m. Reporting at the General Meeting of Shareholders according to Article 290 of the Government's Decree No. 155/2020/ND-CP dated December 31st, 2020 detailing the implementation of a number of articles of the Law on Securities;
  - n. Ensuring the coordination with the Board of Directors, General Manager and Shareholders;
  - o. Entitled to access the Company's records and documents kept at the headquarters, branches and other locations; entitled to go to the workplace of managers and employees of the Company during working hours;
  - p. Performing other rights and duties as prescribed in this Charter, Article 170, Article 171 and Article 173 and other provisions of the Law on Enterprises and Article 288 of the Government's Decree No. 155/2020/ND-CP dated December 31st, 2020 detailing the implementation of a number of articles of the Law on Securities.

2. Election and nomination of the members of the Inspection Committee. A Shareholder or a group of Shareholders owning ten (10)% of the ordinary shares or more has the right to combine the number of voting rights to nominate and stand for election to the Inspection Committee.

A Shareholder or a group of Shareholders holding from ten (10)% to less than twenty (20)% of the total voting shares may nominate one (01) candidate; from twenty (20)% to less than (30)% can nominate up to two (02) candidates; from thirty (30)% to less than forty (40)% can nominate up to three (03) candidates; from forty (40)% to less than fifty (50)% can nominate up to four (04) candidates; from fifty (50)% to less than sixty (60)% can nominate up to five (05) candidates.

The sequence, procedures for election of the Inspection Committee shall comply with the Company's election rules.

In case the number of candidates for the Inspection Committee through nomination and election is still insufficient as required, the incumbent Inspection Committee may nominate additional candidates or organize nominations according to the mechanism prescribed by the Company in the Internal Management Rules. The mechanism by the incumbent Board of inspectors to nominate candidates for the Inspection Committee must be clearly announced and must be approved by the General Meeting of Shareholders before the nomination is carried out.

3. The member of the Board of Directors, General Manager and other managers must provide all information and documents related to the Company's operations at the request of the Inspection Committee. The Company Secretary must ensure that all copies of financial information, other information provided to the member of the Board of Directors and copies of meeting minutes of the Board of Directors are also provided to members of the Inspection Committee at the same time that they are provided to the Board of Directors.
4. The Inspection Committee must not have less than three (03) members and more than five (05) members, the specific number will be submitted by the Board of Directors and approved by the General Meeting of Shareholders according to the provisions of Point g, Clause 1, Article 13 of this Charter. Members of the Inspection Committee must meet the criteria and conditions prescribed in Article 169 of the Law on Enterprises, Article 286 of the Decree No. 155/2020/ND-CP and the provisions of this Charter. The members of the Inspection Committee shall not be person in the Company's accounting and finance departments and shareholder, a member with contributed capital or an employee of an independent auditing company who has made the financial statements of the Company in the three (03) years immediately preceding. The Inspection Committee must have at least one (01) member who is an accountant or auditor. The members of the Inspection Committee are not Related Persons to the member of the Board of Directors in the company, General Manager and Senior Managers. The Members of the Inspection Committee may not hold Vietnamese nationality and/or do not reside in Vietnam, but it must be ensured that more than half of the members of the Inspection Committee reside in Vietnam. The Inspection Committee elects one (01) of them to be the Head of the Inspection Committee. The head of the Inspection Committee must be a person with accounting expertise and must work full-time at the company. The Head of the Inspection Committee has the following rights and responsibilities:

- a. Convening a meeting of the Inspection Committee and act as the chairperson of the meeting of General Meeting of Shareholders;
  - b. Requesting the Board of Directors, General Manager and Senior Managers to provide relevant information to report to the Inspection Committee; and
  - c. Preparing and signing the report of the Inspection Committee after consulting the Board of Directors to submit to the General Meeting of Shareholders.
5. The total remuneration of the Inspection Committee will be decided by the General Meeting of Shareholders. The members of the Inspection Committee are entitled to reasonable payment for travel, accommodation and other expenses incurred when they attend meetings of the Inspection Committee or perform other activities of the Inspection Committee.
6. After consulting the Board of Directors, the Inspection Committee may issue rules on organization and operation of the Inspection Committee. The Inspection Committee must conduct meetings at least two (02) times a year and the number of members attending the meeting is at least two thirds (2/3) of the members of the Inspection Committee. The minutes of the Inspection Committee meeting shall be made clearly and in detail. The person recording the minutes and members of the Inspection Committee attending the meeting must sign the meeting minutes. The meeting minutes of the Inspection Committee must be kept in order to determine the responsibilities of each member of the Inspection Committee.
7. The members of the Inspection Committee are elected by the General Meeting of Shareholders, have a maximum term of five (05) years and can be re-elected for an unlimited number of terms.
8. A member of the Inspection Committee is no longer a member in the following cases:
- a. Such member is prohibited by the Law from being a member of the Inspection Committee;
  - b. That member resigns by a written notice sent to the Company's headquarters and approved;
  - c. That member suffers from a mental disorder and other members of the Inspection Committee have professional evidences to prove that he or she has lost the capacity for civil acts;
  - d. Such member is absent and does not attend the meetings of the Inspection Committee continuously for six (06) consecutive months without the approval of the Inspection Committee and the Inspection Committee decides that such person's position is vacant;
  - e. Such member is discharged as a member of the Inspection Committee according to a decision of the General Meeting of Shareholders.

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

### ***Article 29. Responsibility of prudence***

The members of the Board of Directors, members of the Inspection Committee, the General Manager and Senior Managers are responsible for performing their duties,

including those as members of the Council, Committee of the Board of Directors, honestly and in the best interest of the Company with a degree of care that a prudent person must exercise in a similar position and under similar circumstances.

***Article 30. Responsibility of honesty and avoidance of conflicts of interest***

1. The Board of Directors' members, members of the Inspection Committee, the General Manager and Senior Managers are not allowed to use business opportunities that can bring benefits to the Company for personal purposes; not use the information obtained through his or her position for personal gain or to serve the interests of any other organization or individual; at the same time must disclose relevant interests in accordance with the provisions of the Law on Enterprises and relevant legal documents.
2. The Board of Directors' members, members of the Inspection Committee, the General Manager and Senior Managers are obliged to notify in writing the Board of Directors and the Inspection Committee of all interests that may cause conflicts with the Company's interests that they may enjoy through other economic entities, transactions or individuals, including those between the Company, Subsidiaries, companies in which the Company holds control over 50% or more of the charter capital with such Managers or with their Related Persons in accordance with the Law. For transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with regulations of the Law on Securities on information disclosure. The content of the notice includes:
  - a. Name, headquarters address, line of business, number and date of issuance of the Certificate of Enterprise Registration, place of business registration of the enterprise in which they own the contributed capital or shares; rate and time of ownership of such contributed capital or shares.
  - b. Name, headquarters address, line of business, number and date of issuance of the Certificate of Enterprise Registration, place of business registration of the enterprise in which their Related Persons jointly own or own shares or capital contribution of more than ten (10)% of Charter Capital.

The declaration as prescribed in this clause must be made within seven (07) working days from the date on which the relevant interest arises; the amendments and supplements must be notified to the Company within seven (07) working days from the date of the corresponding amendments and supplements.

The declaration prescribed in this clause must be notified to the General Meeting of Shareholders at the annual meeting and posted and archived at the headquarters of the Company. Shareholders, Authorized Representatives of Shareholders, the Board of Directors' members, members of the Inspection Committee, the General Manager have the right to review the declared contents at any time if necessary.

The Board of Directors' members, members of the Inspection Committee, the General Manager in their own name or in the name of others to perform work in any form within the scope of the Company's business must explain the nature of the Company's business activities, the content of that work before the Board of Directors, the Inspection Committee and may only do so when approved by the majority of the remaining the Board of Directors'

members; if performed without declaration or without the approval of the Board of Directors, all income from such activities belongs to the Company.

3. The Company does not grant loans or guarantees to the Board of Directors' members, members of the Inspection Committee, the General Manager, Senior Managers who are not Shareholders and their Related Persons or any legal entity in which they have financial interests, except for (i) Companies and organizations related to this member are companies in the same Group or companies operating under groups of companies, including parent companies - subsidiaries, economic groups; (ii) Approved by the General Meeting of Shareholders; (iii) otherwise prescribed by specialized laws.
  4. According to Article 167 of the Law on Enterprises, a contract or transaction between the Company and the following entities:
    - 4.1. Shareholders, Authorized Representative of Shareholders owning more than ten (10)% of the total number of ordinary shares of the Company and their Related Persons; or
    - 4.2. The Board of Directors' members, General Manager and their Related Persons; or
    - 4.3. The Enterprises that the Board of Directors' members, members of the Inspection Committee, the General Manager and Senior Managers must declare according to the provisions of Clause 2, Article 164 of the Law on Enterprises.
    - 4.4. Transactions between the Company and the Board of Directors' members, members of the Inspection Committee, General Manager and Senior Managers and their Related Persons will not be null and void, if:
      - a. For contracts or transactions with a value of less than thirty-five (35)% of the total value of assets of the Company and the Branch recorded in the most recent financial statements and the contents of the contract or the main contents of such transaction have been announced and approved by a decision of and permitted by the Board of Directors to perform;
      - b. For contracts or transactions valued at thirty-five (35)% of the total value of assets of the Company and Branch or more, or contracts, transactions resulting in a total transaction value arising within twelve (12) months from the date of the first transaction with a value of thirty-five (35)% or more of the total value of assets recorded in the most recent financial statement and other contracts or transactions that are not under the authority of the Board of Directors and the contents of the contract or the main contents of such transaction have been announced and approved and permitted by the General Meeting of Shareholders.
- The members of the Board of Directors, members of the Inspection Committee, the General Manager, Senior Managers and Related Persons to the above members are not allowed to use information that has not been disclosed by the Company or to disclose to other persons to make relevant transactions.
5. No member of the Board of Directors, General Manager, Senior Manager or their Related Persons is allowed to buy or sell or trade in any other way the Company's shares or Subsidiaries at any time, when they have information that will certainly affect the price of those shares while other Shareholders are not aware of this information.

### ***Article 31. Responsibility for damage and compensation***

1. The Board of Directors' members, members of the Inspection Committee, the General Manager and Senior Managers breaching their obligations and responsibilities of honest and prudence, or failing to fulfill their obligations with diligence and professional competence as provided in this Charter and the Internal Management Rules shall be responsible for the damages caused by such breach.
2. The Company compensates those who have been, are or may become a party involved in complaints, lawsuits and prosecutions (including civil, administrative proceedings and not lawsuits filed by the Company) if that person was or is a member of the Board of Directors, a member of the Inspection Committee, the General Manager, Senior Managers, employees or is an authorized representative of the Company or that person was or is acting at the request of the Company as a member of the Board of Directors, a member of the Inspection Committee, the General Manager, Senior Managers, employees or authorized representatives of the Company provided that such person has acted honestly, prudently, diligently for the benefit or not against the best interests of the Company, on the basis of compliance with the Law and without corroborating evidence that such person has breached their responsibilities. When performing the assigned tasks, duties or performing the works as authorized by the Company, the Board of Directors' members, members of the Inspection Committee, General Manager, Senior Managers, employees or authorized representatives of the Company are indemnified by the Company when becoming a related party in complaints, lawsuits, prosecutions (except for lawsuits filed by the Company) in the following cases:
  - a. Acting honestly, prudently, diligently in the interests of and not in conflict with the interests of the Company;
  - b. Complying with the Law and have no proof of failure to fulfill their responsibilities.
3. Compensation costs include incurred costs (including attorneys' fees), judgment costs, fines, payables arising in reality or considered reasonable when settling these cases within the framework permitted by the Law.

The Company may purchase liability insurance for the persons specified in Clause 2 of this Article to avoid the above-mentioned indemnification liabilities according to the following provisions:

- a. The General Meeting of Shareholders approves the purchase of liability insurance for the Board of Directors' members and members of the Inspection Committee;
- b. The Board of Directors approves the purchase of liability insurance for the General Manager and Senior Managers; and
- c. The General Manager shall decide on the purchase of liability insurance for cases not specified at Points a and b of this Clause.

## **XI. RIGHT FOR INVESTIGATING THE COMPANY'S BOOKS AND RECORDS**

### ***Article 32. Right for investigating the books and records***

1. Ordinary shareholders have the right to consult books and records, specifically as follows:

- a. Ordinary shareholders have the right to sight, consult and make an extract of information about names and contact addresses in the list of shareholders entitled to vote; request correction of their own incorrect information; sight, consult and make an extract of or copy the Company's Charter, minutes of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;
  - b. A shareholder or a group of Shareholders owning five (5) percent or more of the total number of ordinary shares has the right to sight, consult and make an extract of the minutes, resolutions and decisions of the Board of Directors, mid-year and annual financial statements, reports of the Inspection Committee, contracts, transactions must be approved by the Board of Directors and other documents, except documents related to commercial secrets, business secrets of the Company;
  - c. The request for inspection by the authorized representative of the Shareholder must be accompanied by the power of attorney of the Shareholder that such person represents or a notarized copy of this power of attorney.
2. The Board of Directors' members, members of the Inspection Committee, the General Manager and Senior Managers have the right to inspect the Register of The Company's shareholders, list of Shareholders and other books and records of the Company for purposes related to their positions provided that such information is kept confidential.
  3. The Company will have to archive this Charter and its amendments and supplements, the Enterprise Registration Certificate, the rules, documents proving property ownership, resolutions, minutes of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Inspection Committee, annual financial statements, accounting books and any other documents according to regulations of the Law at the headquarters of the Company.
  4. The Charter must be published on the Company's website.

## **XII. WORKERS AND TRADE UNIONS**

### ***Article 33. Workers and trade unions***

1. The General Manager must make a plan for the Board of Directors to approve issues related to employee recruitment and termination, salary, social insurance, welfare, reward and discipline employees and Senior Managers.
2. The General Manager must make a plan for the Board of Directors to approve issues related to the Company's relations with trade unions in accordance with the best management standards, practices and policies, and the practices and policies specified in this Charter, the rules of the Company and the provisions of the Law.

## **XIII. PROFIT DISTRIBUTION**

### ***Article 34. Profit distribution***

1. The General Meeting of Shareholders decides on the level of dividend payment and the form of annual dividend payment from retained earnings of the Company.
2. According to the provisions of the Law on Enterprises, the Board of Directors may decide to advance a mid-term dividend if it deems that this payment is suitable with the profitability of the Company.

3. The Company does not pay interest on dividends or payments related to a class of shares.
4. The Board of Directors may recommend the General Meeting of Shareholders to approve the payment of all or part of dividends in shares and the Board of Directors is the body to implement this decision.
5. Where dividends or other payments related to a stock are paid in cash, the Company must pay in Vietnamese Dong. The payment can be made directly or through banks on the basis of detailed bank information provided by Shareholders. In case the Company has transferred the money according to the detailed bank information provided by the Shareholder but that Shareholder does not receive the money, the Company is not responsible for the money transferred by the Company to the beneficiary Shareholder.
6. As approved by Shareholders at the General Meeting of Shareholders, the Board of Directors may decide and announce that the holders of ordinary shares have the option to receive dividends in the form of ordinary shares in lieu of cash dividends. These additional shares are recorded as shares in which the purchase price has been paid in full on the basis that the value of the additional ordinary shares in lieu of the cash dividend shall be equivalent to the cash amount of the dividend under the most accurate calculation.
7. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall pass a resolution to determine a specific date to close the list of Shareholders. Pursuant to that date, persons who register as Shareholders or holders of other securities are entitled to receive dividends, interest, profit distribution, shares, notices or other documents.
8. Other issues related to the distribution of profits shall be carried out in accordance with the provisions of the Law.

#### **XIV. BANK ACCOUNT, FUNDS SETTING, FISCAL YEAR AND ACCOUNTING SYSTEM**

##### ***Article 35. Bank accounts***

1. The Company will open an account at one or more Vietnamese banks or at branches of foreign banks entitled to operate in Vietnam.
2. With the prior approval of the competent authority, the Company may open a bank account abroad in accordance with the provisions of the Law, if necessary.
3. The Company will conduct all payments and accounting transactions through Vietnamese or foreign currency accounts at banks where the Company opens accounts.

##### ***Article 36. Funds setting***

Annually, the Board of Directors will decide the level of appropriation of funds from the Company's after-tax profits, including: (i) an amount deducted into the Financial reserve fund. This amount cannot exceed five (05)% of the Company's after-tax profit and will only continue to be deducted until the Financial reserve fund equals ten (10)% of the Company's Charter capital; (ii) 15% to set up Bonus and Welfare Fund. The percentage (%) of setting funds may be changed at the recommendation of the Board of Directors and approved by the General Meeting of Shareholders.



### ***Article 37. Fiscal year***

The Company's fiscal year begins on the first day of January each year and ends on the thirty-first day (31) of December of the same year. The first fiscal year begins on the Establishment Date and ends on the thirty-first day (31) of December of that year, as permitted by Law.

### ***Article 38. Accounting policies***

1. The accounting policy used by the Company is the Vietnam Accounting Standards (VAS) or another accounting policy approved by the Ministry of Finance.
2. The company will have to make accounting books in Vietnamese. The Company will keep accounting records according to the type of business activities in which the Company is engaged. These records must be accurate, up-to-date, systematic and sufficient to demonstrate and explain the Company's transactions.
3. The Company uses Vietnamese Dong as the currency used in accounting.

## **XV. ANNUAL REPORT, RESPONSIBILITY FOR INFORMATION DISCLOSURE, PUBLIC ANNOUNCEMENT**

### ***Article 39. Annual, biannual and quarterly financial statements***

1. The Company will have to prepare an annual financial statement in accordance with the Law as well as the regulations of the State Securities Commission and must be audited according to the provisions of Article 41 of this Charter, and within ninety (90) days from the end of each fiscal year, to submit the annual financial statements approved by the General Meeting of Shareholders to the competent tax authorities, State Securities Commission, Stock Exchange and business registration agency.
2. The annual financial statements must include a report on production and business results that honestly and objectively reflect the situation on profits and loss of the Company in the fiscal year and a Balance Sheet which gives a true and objective view of the Company's activities up to the reporting date. Statement of cash flows and notes to the financial statements. If the Company is a Parent Company, the annual financial statements must also include the Company's separate financial statements and the Consolidated Financial Statements on the Company's operations and its Subsidiaries at the end of each fiscal year.
3. The Company must make and publish the biannual and quarterly reports in accordance with the regulations of the State Securities Commission, the Stock Exchange and submit them to the relevant tax authorities and business registration agencies in accordance with the provisions of the Law on Enterprises.
4. The audited financial statements (including the auditor's opinion), the Company's biannual and quarterly reports must be published on the Company's website.

### ***Article 40. Information disclosure and public announcement***

The Company's information disclosure and public announcement are made in accordance with the provisions of the Law.

## **XVI. COMPANY AUDIT**

### ***Article 41. Auditing***

1. The Annual General Meeting of Shareholders appoints an independent auditing company or approves a list of independent auditing companies and authorize the

Board of Directors to decide to select one of these units to conduct audit activities of the Company for the next fiscal year based on the terms and conditions agreed with the Board of Directors.

The independent auditing companies that perform the audit for the Company must be the auditing companies approved by the State Securities Commission.

2. The Company must prepare and submit the annual financial statements to the independent auditing company after the end of the fiscal year.
3. The independent auditing company examines, confirms and reports on the annual financial statements reflecting the revenues and expenditures of the Company, prepares an audit report and submits that report to the Board of Directors within two (02) months from the end of the fiscal year.
4. A copy of the audit report is attached to the Company's annual financial statements.
5. The representative of the independent auditing company performing the audit for the Company is invited to attend the General Meeting of Shareholders and is entitled to receive notices and other information related to the General Meeting of Shareholders that the Shareholders are entitled to receive and express their opinions at the meeting of General Meeting of Shareholders on issues related to audit.

## **XVII. SEAL**

### ***Article 42. Seal***

1. A seal includes a seal made at a seal engraving establishment or a seal in the form of a digital signature in accordance with the law on electronic transactions;
2. The Board of Directors shall decide on the type, quantity, form and content of seals of the Company, its Branches and Representative Offices;
3. The Board of Directors, the General Manager use and manage the seal in accordance with the provisions of current Laws and the Company's Management Rules.

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

### ***Article 43. Company dissolution***

1. The Company may be dissolved or terminated its operation in the following cases:
  - a. At the end of the Company's Operating Term without a decision to extend;
  - b. The competent court of Vietnam declares the Company bankrupt in accordance with current Laws;
  - c. Early dissolution according to resolutions and decisions of the General Meeting of Shareholders;
  - d. The Enterprise Registration Certificate is revoked, unless otherwise provided by the Law on Tax Administration;
  - e. Other cases as prescribed by Law.
2. The Company's early dissolution (including the extended time limit) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. This decision on dissolution must be notified or approved by the competent authorities (if required) according to rules.

3. The Board of Directors convenes the General Meeting of Shareholders at least seven (07) months before the end of the operating term so that Shareholders can vote on the extension of the Company's operation at the request of the Board of Directors;
4. The operating term is extended when the number of Shareholders representing at least sixty-five (65%) or more of the total votes of all Shareholders attending the General Meeting of Shareholders vote in favour.

***Article 44. In case of deadlock between the Board of Directors' members and Shareholders***

Shareholders holding half of the outstanding shares having the right to vote in the election of the Board of Directors' members have the right to file a lawsuit with the Court to request Company's dissolution when one or more of the following situations:

1. The Board of Directors' members do not agree in the management of the Company's affairs, leading to the situation of not reaching the required number of votes as prescribed by the rules for the Board of Directors to act.
2. The Shareholders do not agree so it could not reach the required number of votes as prescribed by the rules to conduct the election of the Board of Directors' members.
3. There are internal disagreements and the existence of two or more divided factions of the Shareholders, resulting in the dissolution being the most beneficial option for all Shareholders.

***Article 45. Liquidation***

1. At least six (06) months before there is a decision to dissolve the Company, the Board of Directors must establish a liquidation committee consisting of three (03) members. Two members are appointed by the General Meeting of Shareholders and one member is appointed by the Board of Directors from an independent auditing company. The liquidation board will prepare its operating rules. The members of the liquidation committee may be selected from among Company's employees or independent experts. All expenses related to liquidation will be prioritized by the Company to be paid before other debts of the Company.
2. The liquidation board is responsible for reporting to the business registration agency on the date of establishment and the commencement date of operation. Thence, the liquidation committee will represent the Company in all works related to the Company liquidation before the Courts and administrative agencies.
3. Proceeds from the liquidation will be paid in the following order:
  - a. Liquidation costs;
  - b. Salary and insurance costs for employees;
  - c. Taxes and payments to the State;
  - d. Loans (if any);
  - e. Other debts of the Company;
  - f. The balance after paying all debts from (a) to (e) above shall be distributed to Shareholders. Preference shareholders shall be paid first (if any).

## **XIX. INTERNAL DISPUTE RESOLUTION**

### ***Article 46. Settlement of internal disputes***

1. When a dispute or claim arises in connection with the affairs of the Company or the rights of the Shareholders arising from this Charter or from any or obligations under the Law on Enterprises or other laws or administrative regulations, between:
  - a. Shareholders with the Company; or
  - b. Shareholders with the Board of Directors, the Inspection Committee, the General Manager or the Senior Managers;then the parties concerned will attempt to resolve the dispute through mediation. Except for the disputes related to the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors will preside over the settlement of the dispute and will require each party to present the facts relevant to the dispute within ten (10) working days from the date the dispute arises. If the dispute involves the Board of Directors or the Chairman of the Board of Directors, any party may request the appointment of an independent expert to act as arbitrator for the dispute settlement process.
2. If no mediation decision is reached within six (06) weeks from the start of the mediation process or if the mediator's decision is not accepted by the parties, any party can bring such dispute to a competent Court.
3. Each party shall bear its own costs related to the negotiation and mediation proceedings. The amount and the issue of who bears the costs of settlement at the Court shall be decided by the Court.

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

### ***Article 47. Supplementing and amending the Charter***

1. Amendments and supplements to this Charter must be considered and decided by the General Meeting of Shareholders.
2. In case there are provisions of the law related to the Company's activities not mentioned in this Charter or in case there are new provisions of the law different from those in this Charter, those provisions of the law will automatically apply and govern the Company's operations.

## **XXI. EFFECTIVE DATE**

### ***Article 48. Effective date***

1. This Charter consists of twenty-one (21) Chapters, forty-nine (49) Articles, effective from **April 28th, 2023**.
2. This Charter is made into ten (10) originals with equal validity, in which:
  - a. One (01) original submitted at the local State notary office;
  - b. Five (05) originals of registration at the authorities according to the regulations of the People's Committee of Ho Chi Minh City;
  - c. Four (04) originals are kept at the Company's headquarters;
3. This Charter is the sole and official of the Company.

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

*Article 49. Signature of the Legal representative*

**LEGAL REPRESENTATIVE  
CHAIRMAN OF THE BOARD OF DIRECTORS**

(Signed and sealed)

**Nguyen Ho Nam**