



# **CHARTER**

## **MASAN CONSUMER CORPORATION**

25 April 2025

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## **CHAPTER I. DEFINITIONS OF TERMS IN THE CHARTER**

### **Article 1. Definition**

1. In this Charter, the following terms shall have the following meanings:
  - a. “Shareholder” means any individual or organization holding at least one share of the Company.
  - b. “Law on Enterprises” means the Law on Enterprises No. 59/2020/QH14 approved by the National Assembly on June 17, 2020 and the legal documents guiding the implementation of the Law on Enterprises and the amendments, supplements or replacements thereto (if any).
  - c. “Law on Securities” means the Law on Securities No. 54/2019/QH14 approved by the National Assembly on November 26, 2019 and the legal documents guiding the implementation of the Law on Securities and the amendments, supplements or replacements thereto (if any).
  - d. “Law on E-Transactions” means the Law on E-Transactions No. 51/2005/QH11 approved by the National Assembly on November 29, 2005 and the legal documents guiding the implementation of the Law on E-Transactions and the amendments, supplements or replacements thereto (if any).
  - e. "Establishment Date" means the date when the Company is granted the initial Business Registration Certificate – i.e., November 18, 2004.
  - f. “Related Person” means any individual or organization prescribed in Clause 23, Article 4 of the Law on Enterprises and Clause 46, Article 4 of the Law on Securities.
  - g. “Authorised Representative” means a person authorised by an institutional Shareholder to exercise its rights in accordance with the Law.
  - h. “Delegate” means a person who is authorised by a Shareholder (being an institution or individual) or an Authorised Representative of an institutional Shareholder to attend and vote at a meeting of the General Meeting of Shareholders under the forms specified in this Charter and the Law on Enterprises.
  - i. “Managers” mean Chairman of the Board of Directors, members of the Board of Directors and the Chief Executive Officer.
  - j. “Law” means all legal documents stipulated in the Law on Promulgation of Legal Documents No. 80/2015/QH13 passed by the National Assembly on 22 June 2015, and its amendments, supplements or replacements (if any) and laws and regulations with effect as written law or non-written law of where the stocks of the Company is being traded, including the regulations of the Stock Exchange.
  - k. “Stock Exchange” means the stock exchange where the stocks of the Company is being traded.
  - l. “Independent Board Member” means any member of the Board of Directors satisfying the conditions for independent member provided by Law.

- m. “Operation Duration” means the operation duration of the Company as provided in 0 this Charter.
  - n. “Vietnam” means the Socialist Republic of Vietnam.
  - o. “Voting capital” means the share capital that bestows upon the holders the right to vote on the issues within the jurisdiction of the General Meeting of Shareholders.
  - p. “Charter capital” is the total face value of the sold shares of the Company.
- 2. In this Charter, any reference to a provision or a document shall include its amendments, supplements or replacements.
  - 3. The headings (chapters and articles of this Charter) are used for convenience only and do not affect the meaning of this Charter.
  - 4. “Person” shall include individuals and organizations.

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

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

- 1. Company name
  - Vietnamese name: **MASAN CONSUMER CORPORATION**
  - English name: **MASAN CONSUMER CORPORATION**
  - Abbreviated name: **MASAN CONSUMER CORP**
- 2. The Company is a joint-stock company having the legal status in accordance with the Law. Shareholders are only responsible for debts and other asset-related liabilities of the Company within the limits of the capital sum contributed to the Company.
- 3. Registered head office of the Company is:
  - Address: No. 23 Le Duan, Ben Nghe Ward, District 1, Ho Chi Minh City, Vietnam
  - Telephone: (84 28) 62 555 660
  - Facsimile: (84 28) 38 109 463
  - Website: <https://masanconsumer.com>
- 4. The legal representative of the Company:
  - a. The Chairman of the Board of Directors and the Chief Executive Officer are the legal representatives of the Company.
  - b. Each legal representative represents the Company to exercise the rights and obligations arising out of the transactions of the Company, representing the Company to act as petitioner for civil matters, plaintiff, defendant, person with related interests and

obligations in arbitration proceedings or courts and to exercise other rights and obligations in accordance with the Law and this Charter.

5. The Company can open branches and representative offices onshore or offshore to implement the Company's operation objectives in accordance with the resolutions of the Board of Directors and to the extent not prohibited by the Law.
6. Unless the Company terminates its operation in accordance with Article 51 of this Charter, the Company's operation duration is indefinite from its Establishment Date.

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

#### **Article 3. Objectives of the Company**

1. Business activities of the Company:

#	Current business lines
1	Producing animal, poultry and aquatic feed <i>Details: Food processing</i>
2	Manufacture of other chemical products not elsewhere classified <i>Details: Production of flavorings, production of chemicals in the field of food additives (except for the production of basic chemicals) (not operating at the head office)</i>
3	Wholesale of other household appliances <i>(except for the export, import and distribution of goods on the list of goods that foreign investors and foreign-invested economic organizations are not allowed to exercise the right to export or to import, distribution rights in accordance with the law)</i>
4	Manufacture of other food products not elsewhere classified <i>Details: Food processing. Production of spices (not produced at the headquarters)</i>
5	Producing non-alcoholic beverages, mineral water <i>Details: Producing non-alcoholic beverages (not produced at the headquarters)</i>
6	Beverage wholesale <i>Details: Wholesale of non-alcoholic beverages</i>
7	Synthetic wholesale <i>Details: Wholesale of household and personal care products. Wholesale of perfumes, cosmetics and hygiene products. Wholesale of cleaning supplies and chemicals (except for strong toxic chemicals and businesses can only do business since they fully meet the conditions prescribed by law and must ensure that they meet those conditions in during operation); Purchase and sale of machinery, means of transport, spare parts, raw materials, department stores, electronics, computers, office machines, agro-forestry-fisheries, rubber, textiles, handicrafts fine arts and crafts (according to Decision No. 64/2009/QD-UBND dated July 31, 2009 and Decision No. 79/2009/QD-UBND dated October 17, 2009 of the People's Committee of Ho Chi Minh City); (except for the export, import and distribution of goods on the list of goods that foreign investors and foreign-invested economic organizations are not allowed to exercise the right to export or to import), distribution rights in accordance with the law)</i>
8	Producing products from plastic <i>Details: Producing plastic packaging (except Producing foam insulation using R141b gas, using HCFC-141b pre-mixed polyol) Producing products from plastic</i>

9	Food wholesale <i>Details: Trading food, foodstuffs, food technology (following Decision No. 64/2009/QĐ-UBND dated July 31, 2009 and Decision No. 79/2009/QĐ-UBND dated July 17/ October 2009 of the People's Committee of Ho Chi Minh City); (except for the export, import and distribution of goods on the list of goods that foreign investors and foreign-invested economic organizations are not allowed to exercise the right to export or to import), distribution rights in accordance with the law).</i>
10	Processing and preserving meat and meat products <i>Details: Food processing</i>
11	Processing and preserving vegetables <i>Details: Food processing</i>
12	Processing and preserving aquatic products <i>Details: Food processing</i>
13	Manufacture of pasta, noodles and similar products <i>Details: Food processing</i>
14	<i>Producing food, ready-to-eat food</i> <i>Details: Food processing</i>
15	Other specialized wholesale not elsewhere classified <i>(except wholesale of gas cylinders, liquefied petroleum gas (LPG), lubricant residues, gold bars, guns, ammunition used for hunting or sports and metal coins; excluding wholesale of chemicals. substance at the headquarters; Comply with Decision No. 64/2009/QĐ-UBND dated July 31, 2009 of the People's Committee of Ho Chi Minh City and Decision No. 79/2009/QĐ-UBND dated October 17/ 2009 of the People's Committee of Ho Chi Minh City approving the planning of agricultural products in the area of Ho Chi Minh City); (except for the export, import and distribution of goods on the list of goods that foreign investors and foreign-invested economic organizations are not allowed to exercise the right to export or to import), distribution rights in accordance with the law)</i>

- The objectives of the Company: the Company is established to carry out the business activities provided in clause 1 of this Article.

#### **Article 4. Business scope and operations**

- The Company is allowed to implement all business activities which are mentioned in this Charter, in accordance with the Law, as well as carry out all suitable measures to obtain the objectives of the Company.
- The Company is able to pursue any other businesses which are not prohibited by the Law and approved by the General Meeting of Shareholders.

### **CHAPTER IV. CHARTER CAPITAL, SHARES**

#### **Article 5. Charter Capital, shares, other types of securities**

- The Charter Capital of the Company is VND 10,623,648,220,000 (*ten thousand six hundred twenty-three billion, six hundred forty-eight million, two hundred twenty thousand Vietnamese Dong*). The Company's Charter Capital is divided into 1,062,364,822 ordinary shares with the par value of VND10,000 (*ten thousand Vietnamese Dong*) per share.
- The Company can change its Charter Capital as approved by the General Meeting of Shareholders and in accordance with the Law.

3. All of the shares issued by the Company on the date hereof is ordinary shares. The rights and obligations attached to ordinary shares are prescribed in Article 11 hereof.
4. The Company may issue preference shares upon approval by the General Meeting of Shareholders and in accordance with the provisions of the Law.
5. The ordinary shares shall first be offered to the existing Shareholders in proportion to the numbers of ordinary shares they hold in the Company, unless otherwise prescribed by the General Meeting of Shareholders.
6. The issuing new ordinary shares and offering them to all existing Shareholders in proportion to the shareholding percentage of each Shareholder shall be implemented in accordance with Law on Securities and regulations of the relevant Law.
7. The Board of Directors shall decide the price of offered shares amongst the shares which may be offered for sale. The price at which shares are offered to be sold shall not be lower than the market price at the time of offering or the value recorded in the most recent accounting books, except for the following cases:
  - a. primary shares initially offered to persons other than the founding Shareholders;
  - b. shares offered to all Shareholders in proportion to the respective numbers of shares they currently hold in the Company;
  - c. shares offered to brokers or underwriters. In this case, the specific amount of discount or the discount rate must be approved by the General Meeting of Shareholders;
  - d. shares offered to (i) convert convertible loans, convertible bonds or other securities issued by the Company that can be converted into ordinary shares of the Company, (ii) to exercise call options (including call options for the employees), put options or warrants as committed by the Company, (iii) to implement other undertakings of the Company;
  - e. other cases as approved by the General Meeting of Shareholders or provided by the Law or permitted by the competent authority.
8. The Company can buy back shares issued by the Company in the manners provided by this Charter and the Law.
9. The Company can issue secured and unsecured bonds. Subject to approval of the General Meeting of Shareholders, the Company can issue convertible bonds and bonds plus warrants. Subject to approval of the Board of Directors, the Company can issue other types of bonds.
10. The Company can also issue other types of securities as approved by the General Meeting of Shareholders.

#### **Article 6. Share certificate**

1. Shareholders of the Company are entitled to be granted a share certificate or certificate on ownership of shares in physical or electronic forms (hereinafter collectively referred to as “share certificate”) corresponding to their number of shares and types of shares.
2. The share certificates in physical form shall be affixed by the Company’s seal and in accordance with the Law. The share certificates in electronic form shall be pursuant to the Law on E-Transactions and the relevant Law. The share certificate shall clearly describe the number

and types of shares held by the Shareholder, the holder's full name and other information stipulated by the Law on Enterprises.

3. If a share certificate is lost, torn, damaged or cannot be used in other forms, the Shareholder may be re-issued by the Company the share certificate upon the request of such Shareholder in accordance with the Law on Enterprises.

#### **Article 7. Other securities certificate**

Bond certificates, certificates on ownership of bonds or other securities certificates. Certificates on ownership of other securities of the Company (except for an letter of offer for sale, temporary certificate or similar documents) shall be issued in accordance with the Law for those issued under physical form.

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

1. All shares can be freely transferable, unless otherwise provided by this Charter and the Law. All shares listed or registered for trading at the Stock Exchange shall be transferred under the Law on securities and the securities market, and the regulations of the Stock Exchange.
2. Shares that have not been fully paid shall not be transferable and shall not be entitled to attached interests such as the right to receive dividends, right to receive shares issued to increase the share capital from equity, right to subscribe to new shares and other rights under the Law.

#### **Article 9. Share reclamation**

1. Where a Shareholder does not fully and punctually pay the amount for subscription of shares, the Board of Directors can send a notice to the Shareholder to require full payment of the purchase price, along with any interest accrued on the remaining amount at the highest prevailing interest rate and fees and pro rata liability on total face value of their subscribed shares for the Company's financial obligations arising from such insufficient payment. The interest rate shall be calculated from the date of delivery of the notice to the date of actual payment of the amount stated in the notice.
2. The payment notice mentioned above must state clearly the new time-limit of payment (at least seven days from the date of delivery of notice), and places and methods of payment. The notice must expressly indicates that in the event that payment is not made as requested, the shares which have not been paid shall be reclaimed.
3. Where requests of notice mentioned above have not been made fully and punctually, the Board of Directors has rights to reclaim the related shares.
4. Reclaimed shares shall be considered shares that may be offered to sell. The Board of Directors may directly or authorize to sell, re-distribute in conditions and methods which the Board of Directors deems appropriate.
5. The Shareholders holding reclaimed shares have to waive their status as Shareholders with respect to such shares but shall still be pro rata liable on total face value of their subscribed shares for the Company's financial obligations arising at the time of reclamation under the Board of Directors' decision from reclamation date to payment date and pay the interest amount as prescribed in Clause 1 of this Article. The Board of Directors has complete rights to

coerce payment for whole shares value at the reclamation time or may forgive or reduce partially or fully such payment.

6. The reclamation notice shall be sent to the holders of reclaimed shares prior to reclamation time. The reclamation also affects even though errors or mistakes in delivery of notice are found.

## **CHAPTER V. ORGANIZATION AND MANAGEMENT STRUCTURE**

### **Article 10. Structure of organization and management**

The Company's organization and management structure includes:

1. General Meeting of Shareholders;
2. Board of Directors and Audit Committee under the Board of Directors; and
3. Chief Executive Officer.

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

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

1. Shareholders are the co-owners of the Company, have rights and obligations in proportion to the number of shares and types of shares they own. Shareholders are only responsible for debts and other asset-related liabilities of the Company within the limits of the capital sum contributed to the Company.
2. Holders of ordinary shares have the following rights:
  - a. Participate in and make comments at the General Meeting of Shareholders; exercise the right to vote directly or through their Delegates or another method prescribed by this Charter and the related Law. Each ordinary share has one vote;
  - b. Receive dividends at the rate determined by the General Meeting of Shareholders;
  - c. To freely transfer the paid-up shares, except for the cases specified in Clause 3 Article 120, Clause 1 Article 127 of the Law on Enterprises and other relevant legal provisions;
  - d. To be first offered to purchase new shares offered for sale in proportion to the number of ordinary shares they own, unless otherwise approved by the General Meeting of Shareholders;
  - e. To inspect, search or extract information related to Shareholders in the list of Shareholders who are fully qualified to participate in the meeting of the General Meeting of Shareholders and request the correction of inaccurate information of such Shareholder;
  - f. To examine, search, extract or copy the Charter of the Company, the book of minutes of meetings of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;
  - g. In case of dissolution or bankruptcy of the Company, to be entitled to receive the Company's remaining assets in proportion to the number of shares they own, but only after the Company has settled debts and paid to Shareholders holding other types of shares in accordance with the Law;

- h. To request the Company to redeem their shares in cases prescribed in Article 132 of the Law on Enterprises;
  - i. Be treated equally. Each share of the same type gives the shareholder equal rights, obligations and benefits. In case the Company has preferential shares, the rights and obligations attached to the preferential shares must be approved by the General Meeting of Shareholders and fully disclosed to the shareholders;
  - j. Be fully accessible to periodic information and extraordinary information published by the Company in accordance with the provisions of law;
  - k. Be protected for their legitimate rights and interests; request the suspension or cancellation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the provisions of the Enterprise Law; and
  - l. Other rights prescribed by this Charter and the Law.
3. A Shareholder or a group of Shareholders holding more than 5% of total ordinary shares shall have the following rights:
- a. To request the convening of a meeting of the General Meeting of Shareholders when the Board of Directors makes a serious breach of Shareholders' rights or obligations of Managers, or makes a decision which is beyond its delegated authority;
  - b. The request for the convening of the General Meeting of Shareholders must be in writing and must contain: full name, mailing address, nationality, number of personal identification document for an individual Shareholder; name, enterprise code or number of incorporation documents, address of head office for an institutional Shareholder; number of shares and time of registering shares of each Shareholder, total number of shares of the group of Shareholders and the percentage of ownership in the total number of shares of the Company; and grounds and reasons for the request to convene the General Meeting of Shareholders. The request for meeting convention must be accompanied by materials and evidence of the breaches of the Board of Directors, the seriousness of such breaches, or the decision which is beyond its authority;
  - c. To examine, look up, extract the minutes of meetings, resolutions and decisions of the Board of Directors, mid-year and annual financial statements, contracts and transactions subject to approval by the Board of Directors and other related documents except those that involve the Company's business and trade secrets; and
  - d. Other rights prescribed by this Charter and the Law.
4. A Shareholder or a group of Shareholders holding 10% or more of total ordinary shares shall have the right to nominate members of the Board of Directors in accordance with Clause 2 Article 26 of this Charter. The group of shareholders that nominate candidates to the Board of Directors must inform the participating shareholders before the opening of the General Meeting of Shareholders.

## **Article 12. Obligations of Shareholders**

Shareholders have the following obligations:

- 1. To comply with the Company's Charter and internal management regulations, the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

2. To pay fully and in a timely manner the number of shares that [he/she/it] has committed to buy.
3. Not to withdraw from the company in any form whatsoever the capital that [he/she/it] contributed in the form of ordinary shares, except in the circumstance where [his/her/its] shares are bought back by the Company or acquired by another person. In the event that a Shareholder has withdrawn in a manner contrary to the provisions of this Clause all or part of the share capital that [he/she/it] has contributed, such Shareholder and the person with related interests in the Company are jointly liable for the debts and other asset obligations of the Company to the extent of the value of the withdrawn shares and the damage that occurs;
4. Protect the confidentiality of information provided by the Company in accordance with this Charter and the Law; only use the provided information to perform and protect their lawful rights and interests; spread or share of information provided by the Company to any other organization or individual is strictly prohibited.
5. Attend the General Meeting of Shareholders and exercise voting rights through the following forms:
  - a. Attend and vote directly at the meeting;
  - b. Authorize other individuals or organizations to attend and vote at the meeting;
  - c. Attend and vote via online conference, electronic voting or other electronic forms (if the Company organizes online meetings);
  - d. Send voting ballots to the meeting via mail, fax, email.
6. Be personally responsible when performing one of the following acts in the name of the Company in any form:
  - a. Violating the law;
  - b. Conducting business and other transactions for personal gain or serving the interests of other organizations or individuals;
  - c. Paying debts that have not yet matured due to financial risks to the Company.
7. Fulfilling other obligations as prescribed by current Law.
8. Other obligations prescribed by this Charter and the Law.

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

1. General Meeting of Shareholders comprises all of the Shareholders with voting right and is the supreme authoritative body of the Company.
2. The annual General Meeting of Shareholders shall be organized once a year. In addition to the annual General Meeting of Shareholders, extraordinary General Meetings of Shareholders may be held. The venue of the General Meeting of Shareholders is defined by where the Chairperson of the meeting attend and must be in Vietnam. The annual General Meeting of Shareholders shall be convened within four months from the end of the financial year, or as may be extended when necessary, but not beyond 6 months as from the end of the fiscal year upon the decision of the Board of Directors. The annual General Meeting of Shareholders shall not be organized in form of collecting Shareholders' opinions in writing.

3. The Board of Directors shall organize to convene the annual General Meeting of Shareholders and decide an appropriate venue. The annual General Meeting of Shareholders shall decide on matters prescribed by Law and the Company's Charter. In case the audited annual financial statement of the Company contains material exceptions, contrary audit opinions or rejections, the Company must invite a representative of the auditing firm which audited the Company's financial statements to attend the Annual General Meeting of Shareholders and the representative of that auditing firm is responsible for attending the Annual General Meeting of Shareholders of the Company.
4. The Board of Directors shall convene an extraordinary General Meeting of Shareholders of the following cases:
  - a. The Board of Directors deems necessary for benefits of the Company;
  - b. The quantity of remaining members of the Board of Directors is smaller than the minimum quantity prescribed by the Law;
  - c. Upon a request of the Shareholder or group of Shareholders provided in Clause 13, Article 11 of this Charter; and
  - d. In other circumstances as stipulated in the Law and this Charter.
5. Methods of convening an extraordinary General Meeting of Shareholders:
  - a. The Board of Directors shall convene a meeting of the General Meeting of Shareholders within sixty days from the date that the quantity of remaining members of the Board of Directors is smaller than the minimum quantity prescribed by the Law, or from the date of receiving the requests stated at point c Clause 4 Article 13 of this Charter. If the Board of Directors fails to convene the General Meeting of Shareholders as prescribed, the Chairman and members of the Board of Directors must compensate for the damage incurred by the Company.
  - b. In the event that the Board of Directors fails to convene a General Meeting of Shareholders as stipulated in point a Clause 5 Article 13 mentioned above, the Shareholder or group of Shareholders provided under Clause 3 Article 11 of this Charter shall have the right to convene a General Meeting of Shareholders in accordance with the Law on Enterprises on behalf of the Company.
  - c. All reasonable expenses for convening and organizing the General Meeting of Shareholders shall be paid or reimbursed by the Company. These expenses do not cover each Shareholder's spending for attending the General Meeting of Shareholders such as expenses for accommodations and traveling.
  - d. The convener of the General Meeting of Shareholders must perform duties prescribed in Clause 2 Article 16 of this Charter.

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

1. The General Meeting of Shareholders has the following rights and obligations:
  - a. To adopt the Company's development orientation;
  - b. To approve audited annual financial statements of the Company;

- c. To decide the dividends to be paid annually for each type of shares in conformity with the Law on Enterprises. This dividend level shall not be higher than the level proposed by the Board of Directors;
  - d. To decide the number of members of the Board of Directors;
  - e. To select the Auditing firm;
  - f. To elect, dismiss and displace members of the Board of Directors;
  - g. To decide the total amount of remuneration, bonuses and other benefits of members of the Board of Directors;
  - h. To decide the supplement of and amendment to the Company's Charter;
  - i. To decide the types of shares and number of new shares to be issued for each type of shares;
  - j. To decide the division, separation, consolidation, merger or conversion of the Company;
  - k. To decide the dissolution of the Company;
  - l. To examine and handle violations committed by members of the Board of Directors, which have caused damage to the Company and/or its Shareholders;
  - m. To decide investments or sales of assets of the Company with the value of 35% or more of the total asset value of the Company recorded in the latest audited consolidated financial statements;
  - n. To decide the Company's redemption of 10% or more of each type of issued shares;
  - o. To decide the execution of contracts and transactions by the Company with the parties as prescribed in Clause 3 Article 39 of this Charter;
  - p. To decide the issuance by the Company of convertible bonds or bonds plus warrants;
  - q. To approve the internal regulations on corporate governance; working regulations of the Board of Directors; and
  - r. To decide other matters provided for by the Law and this Charter.
2. The General Meeting of Shareholders shall discuss and approve the following issues:
- a. The Company's annual business plan;
  - b. The audited annual financial statement;
  - c. The report of the Board of Directors on administration and performance of the Board of Directors and each of its members;
  - d. The report of independent members of the Board of Directors in Audit Committee;
  - e. Dividend per share of each type;
  - f. The quantity of members of the Board of Directors;
  - g. Election, dismissal and discharge of members of the Board of Directors;

- h. The budget or total remunerations, bonuses and other benefits of the Board of Directors;
  - i. Approval for the list of accredited audit organizations; whether to allow accredited audit organizations to inspect the Company's operation; dismiss accredited auditors where necessary;
  - j. Amendment of and supplement to the Company's Charter;
  - k. The share types and quantity of shares to be newly issued for each type of shares;
  - l. Division, consolidation, merger or conversion of the Company;
  - m. Re-organization and dissolution (liquidation) of the Company and appointment of the liquidator;
  - n. Investment in or sale of assets that are worth at least 35% of the total assets written the Company's latest financial statement;
  - o. Buy-back of over 10% of shares of each type;
  - p. Conclusion of contracts and transactions with the entities specified in Clause 1 Article 167 of the Law on Enterprises that are worth at least 35% of the Company's total assets written in the latest financial statement;
  - q. Transactions specified in Clause 4 Article 293 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 elaborating some Articles of the Law on Securities;
  - r. the internal regulation on corporate governance and the working regulation of Board of Directors;
  - s. Other issues prescribed by law and this Charter.
3. Shareholders shall not vote in the following cases:
- a. The contracts prescribed in Clause 1 Article 14 of this Charter if such Shareholder or their Related Persons is a party thereto; and
  - b. The redemption of shares from such Shareholders or their Related Person, except for the redemption that is conducted in proportion to the shareholding percentage of all Shareholders or the redemption is conducted through matching or tender offer on the Stock Exchange.
4. All resolutions and matters included in the agenda of the meeting must be discussed and voted at the meeting of the General Meeting of Shareholders.

#### **Article 15. Authorized Representative**

- 1. An Authorized Representative of a Shareholder being an organization must be authorized in writing by such Shareholder in accordance with the Law and shall, on behalf of such Shareholder, to exercise the rights and obligations in accordance with regulations of this Charter and the Law on Enterprises.
- 2. The appointment of an Authorized Representative shall be made as follows:

- a. A Shareholder that is an organization holding at least 5% and less than 10% of ordinary shares may designate up to 02 Authorized Representatives.
  - b. A Shareholder that is an organization holding at least 10% of ordinary shares may designate up to 03 Authorized Representatives.
3. In case an Shareholder being an organization designates more than one Authorized Representative, the number of shares represented by each Authorized Representative must be specified. In the event that the Shareholder does not identify the respective number of shares represented by each Authorized Representative, the number of shares shall be divided evenly among the Authorized Representatives.
4. The letter of appointment of Authorized Representative(s) must be notified to the Company and can only take effect from the date upon which the Company receives such letter. The letter of appointment must have the following principal contents:
  - a. Name of organization, number of business registration or number of establishment registration or securities trading code, shareholder code and head office address of the Shareholder being an organization;
  - b. Number of Authorized Representatives, number of shares for which an Authorized Representative has been appointed to represent and respective portion of holding shares for each of the Authorized Representatives;
  - c. Full name, mailing address, nationality, number of personal identification document of each Authorized Representative;
  - d. The respective period of authorization for each of the Authorized Representatives; of which, the date of commencement of the authorization must be specified clearly; and
  - e. Full name, signature of the Authorized Representative and of the legal representative of the Shareholder.

**Article 16. Convention of the General Meeting of Shareholders, agenda, contents and notice of the meeting**

1. The Board of Directors shall convene the annual and extraordinary General Meeting of Shareholders. A meeting of the General Meeting of Shareholders may also be convened in the cases provided in Clause 4, Article 13 hereof.
2. The convener of the General Meeting of Shareholders is required to complete the following duties:
  - a. To prepare a list of Shareholders eligible to participate the meeting. The list of Shareholders eligible to participate the General Meeting shall be compiled not later than 10 days prior to the date of sending the letter of invitation to attend the General Meeting of Shareholders. The Company must disclose information about the list of shareholders entitled to attend the General Meeting of Shareholders according to the provisions of the Law.
  - b. To provide information and resolve complaints relating to the above list of Shareholders;
  - c. To formulate the meeting's agenda and matters;

- d. To prepare documents for the meeting;
  - e. To draft the resolution of the General Meeting of Shareholders according to the proposed matters of the meeting; prepare a list of and detailed information about the candidates in case of voting for members of the Board of Directors;
  - f. To confirm the time and venue of the General Meeting of Shareholders;
  - g. To send meeting notice to all Shareholders eligible to attend the meeting in accordance with this Charter; and
  - h. Other tasks to service the meeting.
3. The notice of the General Meeting of Shareholders shall be sent to all Shareholders who eligible to attend the meeting, and at the same time shall be disclosed on the mass media of the State of Securities Commission of Vietnam, Stock Exchange and on the Company's website. The notice of the General Meeting of Shareholders must be sent twenty-one days prior to the date of the General Meeting of Shareholders at the latest by means ensured that it would reach the mailing address of Shareholders. The meeting notice, meeting agenda, meeting documents in relation to the matters to be voted at the meeting and draft of resolutions shall be posted on the website of the Company. The meeting notice must specify the website address of the Company so that the shareholders can easily access to those documents.
  4. A Shareholder or groups of Shareholders as stipulated by Clause 3 Article 11 of this Charter have the right to propose matters for the agenda of the General Meeting of Shareholders. The proposals must be made in writing and sent to the Company at least five working days prior to the date of the General Meeting of Shareholders. The proposal must include full name of the Shareholders, the number and types of shares owned by such Shareholders and the matters proposed for the meeting agenda.
  5. In case the proposal mentioned in the Clause 4 Article 16 is rejected by the convener of the General Meeting of Shareholders, a written response explaining reason for rejection must be provided at least two days prior to the date of the General Meeting of Shareholders. The convener of the General Meeting of Shareholders shall refuse a proposal only in one of the following cases:
    - a. The proposal is sent in non-compliance with the regulations in Clause 4 Article 16 of this Charter;
    - b. At the time of the proposal, a Shareholder or group of Shareholders has not owned at least 5% of the total ordinary shares of the Company; or
    - c. The proposed matters are not under the authority of the General Meeting of Shareholders.
  6. The convener of the General Meeting of Shareholders must accept and incorporate the proposal provided in the Clause 4 Article 16 of this Charter into the proposed meeting agenda and matters of the meeting, except for the instances stipulated in the Clause 5 Article 16 hereof; the proposal is officially added to the meeting agenda and matters if approved by the General Meeting of Shareholders.

#### **Article 17. Exercise of the Right to Attend a General Meeting of Shareholders**

1. Shareholders and Authorized Representatives of Shareholders that are organizations may directly participate in the General Meeting of Shareholders or authorize Delegate in writing to

participate the meeting, or participate in the meeting in one of the forms specified in Clause 3 of this Article.

2. The authorization of individuals or organizations to attend the General Meeting of Shareholders shall be made in writing. The authorization letter must be made in accordance with civil Law and specify the name of the Delegate, the quantity of shares authorized and other required contents as notified by the Company. In the event there are more than one Delegate, the number of shares allocated for each Delegate must be specified. The Delegate must present the authorization letter when [he/she] registers [his/her] attendance to the meeting prior to entering into the meeting room.
3. A Shareholder is deemed to have attended and voted at the General Meeting of Shareholders in the following instances:
  - a. Attend and Vote at the meeting in person;
  - b. Authorize another person to participate in and vote at the meeting;
  - c. Attend and cast votes through on-line or electronic conference, casting electronic votes or other electronic means;
  - d. Send his/her voting card to the meeting by mail service, fax or e-mail.
4. The Board of Directors shall issue rules on electronic meeting voting in case the General Meeting of Shareholders is held through on-line or electronic conference which may or may not have electronic voting or other electronic forms.

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

1. A meeting of the General Meeting of Shareholders may commence when the attending Shareholders represent at least 51% of the total voting shares of the Company.
2. Where the necessary number of attending Shareholder as provided in Clause 1 Article 18 above is not met within one hundred and twenty minutes from the planned time for opening the meeting, the convener must cancel the meeting. The invitation to the second meeting must be sent within thirty days from the planned date of the first meeting. The second meeting of the General Meeting of Shareholders shall be proceed only when the attending Shareholders represent at least 33% of the total voting shares of the Company.
3. When the second meeting of the General Meeting of Shareholders fails to conduct due to insufficiency of the quorum of attending Shareholders provided in Clause 2 Article 18 above within one hundred twenty minutes from the planned time for opening the meeting, invitation for the third meeting of the General Meeting of Shareholders must be sent within twenty days from the date planned to organize the second meeting. In this case, the meeting of the General Meeting of Shareholders shall be conducted regardless of the number of attending Shareholders and shall be entitled to decide all matters expected to be approved by the first meeting of the General Meeting of Shareholders.
4. Upon the request of the Chairperson of the meeting, the General Meeting of Shareholders has the right to change the agenda enclosed to the meeting notices in accordance with Clause 13 Article 16 hereof.

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

1. On the date of organization of the meeting of the General Meeting of Shareholders, the Company must carry out the Shareholder registration procedures and must conduct until the registration of all Shareholder(s) eligible to attend the meeting.
2. During registration, the Company shall grant each Shareholder or the Delegate with voting right one or more ballots, on which indicate the number of voting shares of such Shareholder or Delegate. When voting at the General Meeting of Shareholders, the Shareholder or the Delegate shall tick “Agree”, “Not Agree” or “No Opinion” with respect to each voting matter or record the number of shares voted for each candidate for the Board of Directors in such ballot. The voting result shall be announced by the votes counting committee right at the meeting of the General Meeting of Shareholders after the votes counting is completed. The Shareholders’ General Meeting shall elect the votes counting committee at the request of the Chairperson of the meeting.
3. The Shareholder who attends late in the meeting of the General Meeting of Shareholders shall have the right to register immediately, then to attend and vote at the meeting of the General Meeting of Shareholders. The chairperson is not responsible for ceasing the meeting to wait for late arrival of Shareholders and the validity of the already conducted voting shall not be affected.
4. The Chairman of the Board of Directors shall chair the annual meeting of the General Meeting of Shareholders and other meetings of the General Meeting of Shareholders convened by the Board of Directors. If the Chairman is absent or temporarily unable to work, the remaining members of the Board of Directors shall elect a person among them to be the chairperson of the meeting. In the event there is no person of the Board of Directors can be the chairperson, the member of the Board of Directors with the highest position shall chair the meeting so that the General Meeting of Shareholders shall elect the Chairperson of the meeting among the persons present at the meeting and the person with the highest votes shall be the Chairperson of the meeting. In other cases, the convener of the meeting of the General Meeting of Shareholders shall chair the meeting to elect the Chairperson and the person with the highest votes shall be the Chairperson. In cases of election of the Chairperson as the foregoing, the name of the elected Chairperson and the number of votes for him/her shall be announced. The Chairperson shall appoint one or some to be the secretary(ies) to of the meeting of the General Meeting of Shareholders.
5. The Chairperson has the right to decide the order, procedures or events arising beyond the agenda of the meeting of the General Meeting of Shareholders.
6. Without seeking opinions of the General Meeting of Shareholders, the Chairperson of the General Meeting of Shareholders may adjourn a meeting of the General Meeting of Shareholders, even when the quorum of the meeting is satisfied, to another time or venue if he/she deems that (a) the attendants cannot have comfortable seats at the location where the General Meeting of Shareholders is organized, or (b) media system at the meeting is not secured for the attendance, discuss and vote by the Shareholders, or (c) disruption, disturbance of one or some attendants at the meeting which threatens the fairness and legality of the meeting. The delaying time shall not more than three working days from the proposed meeting date.
7. Where the Chairperson has adjourned or delayed the meeting of the General Meeting of Shareholders in contrast with Clause 6 Article 19 hereof, the General Meeting of Shareholders

shall elect another person among the attendants to replace the Chairperson to continue to chair the meeting until the end and the validity of the previous voting at that meeting is not affected.

8. The Chairperson of the General Meeting of Shareholders may carry out activities that he/she deems necessary to control the General Meeting of Shareholders in a properly and orderly manner; or for the General Meeting of Shareholders to reflect the aspiration of the majority of the attendants.
9. The Chairperson of the General Meeting of Shareholders may require the Shareholders or their Delegates attending the General Meeting of Shareholders to be subject to the inspection or other appropriate and legitimate security measures. In case Shareholders or the Delegates do not comply with the provisions on the aforesaid inspection or other security measures, after scrutiny, the Chairperson of the General Meeting of Shareholders may refuse the attendance of or expel such Shareholders or the Delegates from the General Meeting of Shareholders.
10. The Chairperson of the General Meeting of Shareholders, after prudent consideration, may take appropriate measures to:
  - a. To organize the seats at the main venue for the General Meeting of Shareholders;
  - b. To ensure the safety of all people presenting at meeting locations; and
  - c. To create conditions for the Shareholders to attend (or to continue to attend) the General Meeting of Shareholders.

The Chairperson of the General Meeting of Shareholders shall have the full authority to change the aforesaid measures and apply necessary measures. The applied measures may be the issuance of entrance papers or the use of other options.

11. The Clause 1 to Clause 10 of Article 19 hereof are applied to the General Meeting of Shareholders organized under the forms of on-line or electronic conference or electronic voting or other electronic media. The resolutions of the General Meeting of Shareholders adopted in form of on-line or electronic meeting and voting are as valid as those adopted at a physical meeting of the General Meeting of Shareholders.

#### **Article 20. Adoption of resolutions of the General Meeting of Shareholders**

The General Meeting of Shareholders shall pass all resolutions within its authority by voting at a meeting of the General Meeting of Shareholders or by collecting Shareholders' opinions in writing.

#### **Article 21. Conditions for ratification of resolutions of the General Meeting of Shareholders**

1. The resolutions on one of the following issues will be ratified if it is voted for by a number of Shareholders that represent at least 65% of the total voting shares of all attending Shareholders, except for the cases specified in Clauses 3, 4 and 5 of Article 21 of this Charter:
  - a. Share type and total number of shares of each type;
  - b. Change of scope of business;
  - c. Change of management structure of the Company in accordance with Article 137 of the Law on Enterprises;

- d. Investments, or transactions of selling assets with the value of 35% or more of the total asset value of the Company recorded in the latest audited consolidated financial statements; and
  - e. Reorganization or dissolution of the Company.
2. Resolutions are ratified as they are voted for by a number of Shareholders that represent more than 50% of the total voting shares of all attending Shareholders, except for the cases specified in Clauses 1, 3, 4 and 5 of Article 21 hereof.
  3. Voting to elect members of the Board of Directors must be implemented by the method of cumulative voting, whereby each Shareholder shall have his/her total number of votes in accordance with the total number of shares owned by him/her multiplied by the number of members to be elected to the Board of Directors and each Shareholder shall have the right to accumulate in whole or in part of his/her votes for one or more candidates. The winner for a member of the Board of Directors shall be determined according to the number of votes elected from high to low, starting from the candidate with highest votes until selecting enough quantity of required members. If there are two or more candidates receiving the same votes for the last member to be elected, the General Meeting of Shareholders shall continue voting for such candidates or decide to select basing on the criteria as provided in the election regulation.
  4. In case of collection of Shareholders' opinions in writing, a resolution will be ratified when it is voted for by a number of shareholders that hold more than 50% of the total voting shares of all Shareholders with voting rights.
  5. A resolution on adverse changes to rights and obligations of Shareholders holding preference shares may only be ratified if it is voted for by a number of Shareholders that participate in the meeting and hold at least 75% of the same kind of preference shares. In case of collection of Shareholders' opinions in writing, it needs to be approved by a number of Shareholders that hold at least 75% of the same kind of preference shares.

**Article 22. Authority and methods for collecting written opinions of the Shareholders to adopt resolutions of the General Meeting of Shareholders**

The authority and methods for collecting written opinions of the Shareholders to adopt the resolutions of the General Meeting of Shareholders shall be implemented in accordance with the following provisions:

1. The Board of Directors has the right to collect written opinions of the Shareholders to adopt the General Meeting of Shareholders' resolutions at any time when it deems necessary for the Company's interests.
2. The Board of Directors must prepare the opinion collection forms, the draft of resolutions of the General Meeting of Shareholders and their explanations, and send them to all Shareholders with voting rights at least 10 days before the deadline for submission of the opinion collection forms.
3. The opinion collection form shall have the following principal contents:
  - a. Full name, head office address, enterprise code of the Company;
  - b. Purpose for collecting opinions;

- c. Full name, mailing address, nationality, number of lawful personal identification document of the Shareholder being an individual; name, head office address, enterprise code or number of incorporation document number of the Shareholder being an organization, or name, mailing address, nationality, number of lawful personal identification document of Authorized Representative of the Shareholder being an organization; the number of shares of each type and the number of the Shareholder' votes.
  - d. Issues on which it is necessary to obtain opinions in order to pass a decision;
  - e. Measures to vote including affirmative vote, negative vote, or blank vote with respect to each voting issue;
  - f. The time-limit in which the completed opinion collection forms must be sent to the Company;
  - g. Full name and signature of the legal representative of the Company.
4. The Shareholder may send the completed opinion collection form to the Company by mail service, fax or email as follows:
    - a. By mail service: The completed written opinion form must bear the signature of the Shareholder being an individual or of the Authorized Representative or of the legal representative of the Shareholder being an organization. The written opinion form which is returned to the Company must be enclosed in a sealed envelope and must not be opened by any person prior to vote-counting;
    - b. By fax or email: The written opinion form which is sent to the Company must be kept confidential until the time of counting of votes.
    - c. Any completed written form which is returned to the Company after the expiry of the time-limit stated in the written opinion form or any form which has been opened in the case of sending by mail or has been disclosed in case of sending by fax or email shall be invalid. Any unsent form shall be deemed not to participating in voting.
  5. The Board of Directors counts the votes and takes down the minutes under monitor of a Shareholder who does not hold managerial positions in the Company. The minutes of counting of votes shall have the following contents:
    - a. Full name, head office address, enterprise code of the Company;
    - b. Purpose and issues on which it is necessary to obtain opinions in order to pass a resolution;
    - c. The number of Shareholders with total number of votes who have participated in voting, whereby classifying the valid votes and invalid votes and means of sending their votes;
    - d. Total number of affirmative votes, negative votes, or blank votes for each issue;
    - e. The matters that have been approved and corresponding ratio of affirmative votes; and
    - f. Full name, signature of the Chairman of the Board of Directors, vote counting supervisors and vote counters.

Members of the Board of Directors, vote counters and the vote-counting supervisor must be jointly and severally responsible for the honesty and accuracy of the minute of vote counting; jointly and severally responsible for damages arising from decisions that have been passed by counting votes dishonestly or inaccurately.

6. The minutes of vote-counting and the resolutions must be announced on the website of the Company within twenty four hours from the end of the vote counting.
7. The completed opinion collection forms, the vote-counting minutes, approved resolutions and related documents enclosed to the opinion collection forms shall be kept at the head office of the Company.
8. The resolutions of the General Meeting of Shareholders adopted in form of collecting the written opinion of Shareholders are as valid as those adopted at a meeting of the General Meeting of Shareholders.

### **Article 23. Minutes of the General Meeting of Shareholders**

1. The General Meeting of Shareholders must be recorded into a minutes and may be taped or recorded and kept by other electronic means. The minutes must be made in Vietnamese, may be translated into foreign languages, and must contain the following information:
  - a. Full name, head office address, enterprise code of the Company;
  - b. Time and venue of the General Meeting of Shareholders;
  - c. The meeting's agenda and matters;
  - d. Full names of the Chair and secretary;
  - e. A summary of the events during the meeting proceedings, and the opinions presented at the General Meeting of Shareholders upon each matter specified in the meeting's agenda and matters;
  - f. The number of Shareholders and total number of votes of the Shareholders that attended the meeting and an annex containing a list of attendance registration of the Shareholders and the Delegates with the corresponding numbers of shares and numbers of votes;
  - g. The total number of votes for each of the matters voted upon, of which the numbers of valid and invalid votes, the numbers of affirmative and negative votes and abstentions, and the voting method must be specified clearly; and their corresponding proportions in reference to the total number of votes of the Shareholders that attended the meeting;
  - h. The matters that have been approved and corresponding ratio of affirmative votes; and
  - i. Full names of the Chairperson and secretary;

In case the Chairperson and the secretary refuse to sign the minutes, it will be effective if being signed by the other members of the Board of Directors and contain all information prescribed in this Clause. The minutes shall clearly state the reasons why the Chairperson and the secretary refuse to sign.

2. The minutes of a General Meeting of Shareholders must be completed and passed prior to the close of the meeting.

3. The Chairperson and secretary or other persons who sign the minutes are jointly responsible for its accuracy and truthfulness.
4. The Vietnamese and foreign language version of the minutes have the same legal validity. In case of any discrepancy between them, the Vietnamese version shall prevail.
5. The minutes of a meeting of the General Meeting of Shareholders must be published on the website of the Company within twenty-four hours from the date the meeting of the General Meeting of Shareholders finishes.
6. The minutes of a General Meeting of Shareholders, the annex containing a list of Shareholders registered to attend the meeting, the adopted resolutions, and relevant documents attached to the meeting invitation notice, must be kept at the Company's head office.

#### **Article 24. Request to revoke resolutions of the General Meeting of Shareholders**

Within the period of ninety days from the date of receipt of the General Meeting of Shareholders' meeting minutes or the ballot result minutes of collecting written opinions of Shareholders or from the date the Company announces these documents, the Shareholders, or group of Shareholders as prescribed in the Clause 3 of Article 11 hereof are entitled to request a Court or an Arbitrator to consider and revoke resolutions or a part of the contents of a resolution of the General Meeting of Shareholders in the following cases:

1. The procedure and the order for convening and issuing resolutions of the General Meeting of Shareholders do not comply with the regulations of the Law on Enterprises and this Charter; except for the cases specified in Clause 2 Article 25 of this Charter; or
2. The contents of the resolution violate the Law or this Charter.

#### **Article 25. Effectiveness of the resolutions of the General Meetings of Shareholders**

1. The resolution of the General Meeting of Shareholders takes effect from the day on which it is ratified or on the effective date as specified therein.
2. The resolutions of the General Meetings of Shareholders that have been adopted by one hundred per cent (100%) of the total number of voting shares are legal and effective even if the procedures for convening the meeting and issuing such resolution prescribed in the Law and the Charter are not followed;
3. In case a Shareholder or group of Shareholders requests the Court or an arbitral body to consider invalidating a resolution of a General Meeting of Shareholders as prescribed in Article 24 of this Charter, the resolution shall remain effective until the effective date of the decision of the Court or the arbitral body on invalidation of such resolution, except for the cases in which temporary emergency measures are implemented under a decision of a competent authority.

### **CHAPTER VII. THE BOARD OF DIRECTORS AND MEMBERS OF THE BOARD OF DIRECTORS**

#### **Article 26. The number and office term of members of the Board of Directors and Nomination and self-nomination of members of the Board of Directors**

1. The Board of Directors must comprise from three (3) to eleven (11) members. The specific number of members of the Company's Board of Directors for each term shall be decided by the

General Meeting of Shareholders. The term of members 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. The Board of Directors shall have the number of Independent Board Members in accordance with the Law. An individual may only be elected as the independent member of the Board of Directors of the Company for no more than 02 consecutive terms. The members of the Board of Directors are not required to have the nationality of Vietnamese and/or resident in Vietnam.

2. A Shareholder or a group of Shareholders holding 10% or more of the total voting shares of the Company shall have the right to nominate members of the Board of Directors in accordance with provisions of this Article. A Shareholder or a group of the Shareholder holding from 10% and less than 20% of the total voting shares shall have the right to nominate one (01) candidate; from 20% to less than 30% shall have the right to nominate up to two (02) candidates; from 30% to less than 40% shall have the right to nominate up to three (03) candidates; from 40% to less than 50% shall have the right to nominate up to four (04) candidates; and from 50% to less than 65% shall have the right to nominate up to five (05) candidates; and from 65% or more shall have the right to nominate a full number of candidates.
3. In cases where the number of nominated and self-nominated candidates to the Board of Directors is not satisfied the necessary number, the current Board of Directors can nominate more candidates. The nomination of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the Law's provisions.
4. In case the Board of Directors candidates have been identified, the Company must disclose information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can know about these candidates before voting. Each candidate shall prepare a written declaration that information about him/her is correct and to perform his/her duties in an honest and prudent manner for the best interests of the Company if he/she is given the position of member of the Board of Directors. Information about candidates includes:
  - a. Full name, date of birth;
  - b. Qualifications;
  - c. Work experience;
  - d. Other managerial positions (including positions in the Board of Directors of other companies);
  - e. Interests relevant to the Company and the Company's related parties;
5. The Company must disclose information about the companies in which the candidates are holding the position of members of the Board of Directors and other managerial positions and their interests in these companies (if any).
6. A member of the Board of Directors must have the following criteria and conditions:
  - a. To have full capacity for civil acts, and not belong to the category of persons ineligible to establish and manage an enterprise in accordance with the Law on Enterprises;
  - b. To satisfy professional expertise and experience in business management or in the lines of business which are the main business of the Company.

7. A member of the Board of Directors shall not retain his/her membership status of the Board of Directors in the following cases:
  - d. Such member does not meet the criteria and conditions for membership in the Board of Directors in accordance with the Law on Enterprises and this Charter or is prohibited from membership in the Board of Directors by the Law;
  - e. Such member has submitted a resignation letter to the Company and obtained the approval;
  - f. Such member has failed to participate in the activities of the Board of Directors for six (6) consecutive months, except in an event of force majeure; and
  - g. Such member is relieved from duty or dismissed according to the decision of the General Meeting of Shareholders.
8. The appointment of members of the Board of Directors shall be disclosed in accordance with provisions of the laws on securities and stock market.
9. The Board of Directors must convene a General Meeting of Shareholders in order to elect additional member(s) to the Board of Directors in the following cases:
  - a. The number of members of the Board of Directors decreases by more than one third of the number of members of the Board of Directors. In this case, the Board of Directors must convene a General Meeting of Shareholders within a period of sixty (60) days from the day of such decrease;
  - b. The number of independent members of the Board of Directors falls below the minimum number stipulated by the Law;
  - c. Except the cases specified in points a and b of this Clause, the nearest General Meeting of Shareholders shall elect new member(s) to replace the dismissed members.

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

1. The Board of Directors is the managerial body of the Company and has full authority to, in the name of the company, make decisions, exercise the Company's rights and obligations, except the rights and obligations under the authority of the General Meeting of Shareholders.
2. The Board of Directors has the following rights and obligations:
  - a. To decide the Company's medium-term development strategies and annual business plans;
  - b. To appoint, displace and dismiss the Chairman of the Board of Directors; to appoint, displace, sign or terminate a contract with the Chief Executive Officer; to decide salary and other benefits of the Chief Executive Officer;
  - c. To make decisions on the organizational structure, internal regulations of the Company;
  - d. To lodge the Company's complaints about the Manager, as well as decide to select the representative of the Company for dealing with legal procedures against such Manager;
  - e. To propose types of share and the total number of shares to be offered to be sold for each type;

- f. To recommend the issuance of convertible bonds or bonds plus warrants to be submitted to the General Meeting of Shareholders for approval;
- g. To decide the issue of other types of bonds or other debt instruments;
- h. To decide on the offer prices of the Company's bonds, shares, and other securities;
- i. To propose the annual dividend rate, to determine the dividend advance; to decide the time and procedures for paying dividends, dividend advance; to decide on handling the losses incurred during the course of business operation of the Company;
- j. To propose the restructure or dissolution or bankruptcy request of the Company;
- k. To appoint, remove or dismiss the authorized representative implementing the Company's rights of ownership of capital contribution or shares in other companies, to decide the compensation and other benefits of those persons; to nominate candidates for the managerial positions in such companies; to appoint, dismiss or remove the managerial positions in companies in which the Company holds 100% of the charter capital;
- l. The establishment of branches or representative offices of the Company;
- m. The establishment of subsidiary directly owned by the Company;
- n. To approve purchase, sale, borrowing, lending contracts and other contracts with a value equal to or greater than 35% of the total value of assets stated in the most recent audited consolidated financial statements of the Company, except for the contracts and transactions provided in point m and o of Clause 1, Article 14 and Clause 3, Article 39 of this Charter;
- o. The performance of pledge, mortgage, guarantee or other security arrangements of the Company and the performance of other remedies of the Company with an equal or higher value than the value specified in point n, Clause 2, Article 27;
- p. To decide investments or sales of assets of the Company with the value of from 1% to less than 35% of the total asset value of the Company recorded in the latest audited consolidated financial statements; This provision does not apply to the contracts and transactions provided in Clause 3 Article 39.3 of this Charter;
- q. The purchase or sale of shares, capital contribution portions of other companies set up in Vietnam or foreign countries;
- r. The evaluation of non-cash assets contributed to the Company including gold, land use right (LUR), intellectual property rights, technologies, technical secrets, and other assets that can be evaluated in VND.
- s. The Company's repurchase of not exceeding 10% of the total shares of each type that have been sold within every twelve months; to decide the price for repurchase of shares of the Company in accordance with the Law;
- t. To supervise and direct the Chief Executive Officer in managing the Company's everyday business;

- u. To approve the agenda, contents of and the documents serving the General Meeting of Shareholders, convene the General Meetings of Shareholders or seek opinions in order for the General Meeting of Shareholders to adopt resolutions;
  - v. To submit annual financial statements to the General Meeting of Shareholders;
  - w. To prepare the Company's internal regulations on corporate governance to be submitted to the General Meeting of Shareholders for approval; and
  - x. Other rights and duties as stipulated by the Law and this Charter.
3. The Board of Directors shall ratify its resolutions and decisions by voting at the meeting or through written opinion collection. Each member of the Board of Directors has one vote. The Board of Directors may pass a resolution to authorize the Chairman of the Board of Directors to act on behalf of the Board of Directors in making decisions or executing one ore some rights and obligations under the authority of the Board of Directors as specified in Clause 2 Article 27.

#### **Article 28. Chairman and Vice Chairman of the Board of Directors**

1. The Board of Directors must elect the Chairman among members of the Board of Directors. If necessary, as proposed by the Chairman, the Board of Directors may elect one or more Vice Chairman among the members of the Board of Directors. The Chairman of the Board of Directors shall not concurrently hold the position of the Chief Executive Officer of the Company.
2. The Board of Directors has the following rights and obligations:
  - a. To elaborate working programs and plans of the Board of Directors.
  - b. To draw up agenda and prepare documents for meetings of the Board of Directors; convene, host and chair the meetings;
  - c. To organize the ratification of resolutions and decisions of the Board of Directors;
  - d. To supervise the implementation of resolutions and decisions of the Board of Directors;
  - e. To chair meetings of the General Meeting of Shareholders;
  - f. To be responsible for ensuring that the Board of Directors submits the audited annual financial statements and the operational reports of the Board of Directors to the annual General Meeting of Shareholders.
  - g. To perform as authorized one or some rights and obligations under the authority of the Board of Directors as stipulated in Clause 3 Article 27; and
  - h. Other rights and duties as stipulated by the Law and this Charter.
3. The Vice Chairman shall have the same rights and duties as those of the Chairman in case where the Vice Chairman is authorized by the Chairman, provided that the Chairman has already informed the Board of Directors that he/she is absent or has to be absent due to force majeure or loss of the capacity to conduct his/her rights and duties. In the cases specified above, if the Chairman does not authorize the Vice Chairman to do so, the remaining members of the Board of Directors shall appoint the Vice Chairman to perform the rights and duties. In

case where both Chairman and Vice Chairman are temporarily unable to perform their tasks for any reason, the Board of Directors shall appoint another member of the Board of Directors to conduct the duties of the Chairman by a simple majority vote.

4. When both the Chairman and a Vice Chairman of the Board of Directors resign or are dismissed or removed, the Board of Directors shall elect persons to replace them within ten days.

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

1. Election of the Chairman: In a case where the Board of Directors is to elect the Chairman, then the initial meeting of the term of the Board of Directors in order to elect the chairman and to pass other resolutions within its authority must be conducted within seven working days from the date of completion of the election of the Board of Directors for that term. This meeting shall be convened and chaired by the member holding the highest number of votes. If there is more than one member holding the same highest number of votes, these members shall elect one of them, by a simple majority vote, to convene the meeting of the Board of Directors.
2. Regular meetings: The Chairman of the Board of Directors must convene meetings of the Board of Directors, set up the meeting agenda, and decide time and venue of the meeting. The Chairperson can convene a meeting at any time if necessary, but there must be at least one meeting every quarter.
3. Extraordinary meetings: The Chairman shall convene extraordinary meetings when necessary for the interests of the Company. In addition, the Chairman must convene a meeting of the Board of Directors in the following cases:
  - a. Upon a request of independent members of the Board of Directors;
  - b. Upon a request of the Chief Executive Officer;
  - c. Upon a request of at least two (02) members of the Board of Directors; or
  - d. In other circumstances as stipulated in the Law and this Charter.

The request to convene a meeting of the Board of Directors mentioned in this Article must be made in writing and specify the purposes and matters that need to be discussed and decided within the authority of the Board of Directors.

4. The Board of Directors' meeting stated in Clause 3 Article 29 above shall be held within 7 days from the date of receipt of the request. If the Chairman refuses to convene the meeting as requested, the Chairman shall be responsible for damages with respect to the Company; and in such circumstances, the persons requesting for the meeting as provided in Clause 3 Article 29 above may convene the meeting of the Board of Directors by themselves.
5. Meeting venue: The Board of Directors' meetings shall be held at the registered address of the Company or other locations in Vietnam or foreign countries under decisions of the Board of Directors' Chairman.
6. Meeting notices and agenda: All notices of the Board of Directors' meeting must be sent to members of the Board of Directors at least 3 business days prior to the meetings are organized. The notices on the Board of Directors meetings shall be made in writing, contain the meeting agenda, time and location, and shall be enclosed with necessary documents on matters to be discussed and voted on at the Board of Directors' meetings.

The meeting notices shall be sent by post, fax, electronic mail or other method guaranteed to reach the contact address of each member of the Board of Directors as registered with the Company.

7. Quorum: A meeting of the Board of Directors shall be valid if at least three-fourths (3/4) of total number of the Board of Directors' members are present in person, including authorized representatives. If the quorum provided in this Article is not met, the meeting shall be reconvened within seven days from the expected date of the first meeting. The reconvened meeting shall be valid if more than a half (1/2) of the total members of the Board of Directors attends, including authorized representatives.

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

- a. Such member attends and votes at the meeting in person;
- b. Such member authorizes another person to attend and vote at the meeting in accordance with this Charter;
- c. Such member attends and votes via an online conference, electronic vote, telephone conference or other similar forms;
- d. Such member sends his or her written vote to the meeting by mail, fax or email.

Where a written vote is sent to the meeting by mail, it must be enclosed in a sealed envelope and delivered to the Chairman of the Board of Directors at least one hour prior to the opening of the meeting. Written votes shall be opened only in the presence of all persons attending the meeting.

8. Members of the Board of Directors must attend all of the meetings of the Board of Directors. Members of the Board of Directors may authorize other persons to participate in and vote at the meeting if accepted by the majority of the Board of Directors.

9. Voting:

- a. Except as prescribed in point b Clause 9 Article 29 of this Charter, every member of the Board of Directors or authorized person attending the Board of Directors' meeting shall have one vote;
- b. A member of the Board of Directors shall not vote on the contracts, transactions or proposals in which such member or any of his/her Related Persons has interests and such interests contradict or may contradict the interests of the Company;
- c. Voting by majority: Resolutions or decisions of the Board of Directors shall be adopted at a meeting of the Board of Directors if approved by the majority (more than 50%) of the attending members of the Board of Directors. If the number of votes are equal, the Chairman shall have the casting vote.

10. Meeting and adoption of resolutions in form of written opinion collection: The Board of Directors may organize a meeting and pass all resolutions under the authority of the Board of Directors by collecting written opinions of members of the Board of Directors.

The meeting and collection of written opinions shall be implemented as follows:

- a. The Chairman of the Board of Directors shall have the right to organize a meeting and collect written opinions in order to pass a resolution of the Board of Directors at any time if considered necessary in the interests of the Company.
  - b. The Chairman of the Board of Directors must prepare letters to collect written opinions of members of the Board of Directors. The letter to collect written opinions must include at least the following contents: (i) issues on which they are necessary to obtain opinions in order to pass resolutions, (ii) voting options including approve, disapprove and no opinion, (iii) time-limit within which the completed letter to collect written opinions must be returned to the Company and (iv) full name and signature of the Chairman of the Board of Directors and of the member of the Board of Directors required to give the opinions.
  - c. The Chairman of the Board of Directors shall conduct counting of the votes and shall prepare minutes of the counting of the votes with the assistance of the Person in charge of Corporate Governance or the Company's Secretary. The minutes of counting of votes shall contain the following basic particulars: (i) issues on which they are necessary to obtain opinions in order to pass resolutions, (ii) total of members of the Board of Directors participated in the voting, classifying the votes into valid and invalid, (iii) total number of votes for, against and abstentions on each issue voted upon, (iv) resolutions which have been passed and (v) full name and signature of the Chairman of the Board of Directors and the Person in charge of Corporate Governance or the Secretary of the Company.
  - d. Written resolutions are passed by when they are approved by the majority of members of the Board of Directors (above 50%) who have right to vote each issue on which it is necessary to obtain opinions. In the case of the number of votes are equal, the final decision shall be made in favour of the vote of the Chairman of the Board of Directors.
  - e. The written resolutions shall have the same validity and effect as the resolutions passed at a meeting convened and held duly by members of the Board of Directors.
11. Persons invited to attend meetings as observers: The Chief Executive Officer, other Managers, and experts or any third parties can attend a meeting of the Board of Directors at the Chairman of the Board of Directors' invitation but cannot vote unless they are a member of the Board of Directors or a person authorized by a member of the Board of Directors in accordance with Article 29.8 of this Charter.

### **Article 30. Minutes of meetings of the Board of Directors**

1. The General Meeting of Shareholders must be recorded into a minutes, and may be taped or recorded and kept by other electronic means. The minutes shall be made in Vietnamese, may be translated into foreign languages, and shall contain the following information:
  - a. Full name, head office address, enterprise number of the Company;
  - b. Time and venue of the meeting;
  - c. The meeting's agenda and matters;
  - d. Full name of each of the members who attended the meeting or of the person authorized to attend the meeting, and the method of attendance to the meeting; full name of the members who did not attend the meeting and the reasons;

- e. The matters discussed and voted on at the meeting;
  - f. Summary of the opinions presented by each member who attended the meeting as per the order of the meeting proceedings (if any);
  - g. In case the Board of Directors approves a resolution or decision under its authority, the voting results shall be specified clearly members with affirmative votes, negative votes and abstentions;
  - h. The adopted matters and the respective proportion of votes for the adoption; and
  - i. Full names, signatures of the chairperson and the minute taker (secretary of the meeting), except the case in Clause 2 of this Article.
2. In case the chairperson and the minutes taker refuse to sign the minutes, they will be effective if they are signed by all of the other members of the Board of Directors and contain all the information prescribed in Points a, b, c, d, e, f., g and h Clause 1 of this Article.
  3. The chairperson, the minute take and the persons who sign the minutes shall be responsible for its accuracy and truthfulness.
  4. The minutes and meeting documents shall be retained at the Company's head office.
  5. The Vietnamese and foreign language versions of the minutes shall have the same legal validity. In case of any discrepancy between them, the Vietnamese version shall prevail.

#### **Article 31. Person in charge of Corporate Governance and the Company's Secretary**

1. The Board of Directors shall designate one or more persons to be the Person in charge of corporate governance to assist the corporate government of the Company. If necessary, the Board of Directors decides to appoint a person to be the Company's Secretary. The Person in charge of corporate governance can concurrently act as the Company's Secretary.
2. The person in charge of corporate governance must not concurrently work for an approved auditing firm performing audits of the company's financial statements.
3. Person in charge of Corporate Governance has the following rights and obligations:
  - a. To advise the Board of Directors on the organization of convening the General Meeting of Shareholders in compliance with regulations and laws and the related work between the Company and the Shareholders;
  - b. To prepare meetings of the Board of Directors and General Meeting of Shareholders at the request of the Board of Directors;
  - c. To advise on the procedures of meetings;
  - d. To attend the meetings;
  - e. To advise on procedures for resolutions of the Board of Directors in accordance with regulations of the Laws;
  - f. To provide financial information, copies of meeting minutes of the Board of Directors and other information to members of the Board of Directors;

- g. To monitor and report to the Board of Directors on the operation of information disclosure of the Company;
- h. To be a contact person with stakeholders;
- i. To keep confidentiality of the information in accordance with the Law and this Charter; and
- j. Other rights and obligations as stipulated by the Law and this Charter.

## **CHAPTER VIII. AUDIT COMMITTEE AND MEMBERS OF THE AUDIT COMMITTEE**

### **Article 32. Members of the Audit Committee**

1. The Audit Committee is a specialized body under the Board of Directors. The Audit Committee shall have at least two (02) members or more. The Chairman of the Audit Committee must be an independent member of the Board of Directors. Other members of the Audit Committee must be non-executive members of the Board of Directors.
2. Members of the Audit Committee are required to have knowledge of accounting, auditing, general understanding of law and operations of the Company and do not fall into the following cases:
  - a. Working at the Company's department of accounting, finance;
  - b. Being employees or members of the approved auditing firm auditing the Company's financial statements for 3 preceding years.
3. The Chairman of the Audit Committee must hold a bachelor's degree in economics, finance, accounting, audit, law, or business administration.
4. The appointment of the Chairman of the Audit Committee and other members of the Audit Committee must be passed by the Board of Directors at a meeting of the Board of Directors.

### **Article 33. Rights and obligations of the Audit Committee**

The Audit Committee has the following rights and obligations:

1. To inspect the accuracy of the Company's financial statements and make official announcements about the Company's finance;
2. To review the internal control and risk management system;
3. To review transactions with related persons under authority of the Board of Directors or the General Meeting of Shareholders; offer recommendations on the transactions under authority of the Board of Directors or the General Meeting of Shareholders;
4. To supervise the Company's internal audit unit;
5. To propose independent audit company, remuneration, terms and conditions in the contract with the audit company to the Board of Directors before it is submitted to the annual General Meeting of Shareholders;

6. To monitor and evaluate the independence and objectivity of the audit company and effectiveness of the audit, especially when the Company uses non-audit services of the audit company;
7. To supervise to assure the Company's compliance with the Law, requests of the authorities and the Company's rules and regulations;
8. To be allowed to access to documents relating to the Company's business operations, discuss with other members of the Board of Directors, the Chief Executive Officer and the Chief Accountant to collect information serving the operation of the Audit Committee;
9. To request representative of the approved auditing firm to attend and answer matters with respect to the audited financial statements at the meetings of the Audit Committee;
10. To use legal, accounting consultation services or other external consultancies when necessary;
11. To draft and submit policies on risk identification and management to the Board of Directors; propose solutions to resolve risks arising from the Company's operations to the Board of Directors;
12. To submit a written notification to the Board of Directors whenever a member of the Board of Directors, the Chief Executive Officer is found to not fully perform their responsibilities in accordance with regulations of the Law on Enterprises and this Charter;
13. To outline the Working regulation of the Audit Committee and submit to the Board of Directors for approval;
14. Other rights and obligations as stipulated by the Law.

#### **Article 34. Meetings of the Audit Committee**

1. The Audit Committee meeting must be held at least two (02) times per year. Meeting minutes of the Audit Committee shall be made clearly and in details. The meeting minutes taker and members of the Audit Committee attending the meeting shall sign their names in the minutes. The Audit Committee's meeting minutes must be kept in full.
2. The Audit Committee shall ratify its decisions by voting at meetings, collecting written opinions or another method specified in the Working regulations of the Audit Committee. Each member of the Audit Committee has one vote. Except where the Working regulations of the Audit Committee stipulates another proportion that is higher, a decision of the Audit Committee shall be ratified if it is voted for by the majority of the participating members. In case of equal number of votes, the option that is voted for by the Chairperson shall prevail.

### **CHAPTER IX. CHIEF EXECUTIVE OFFICER**

#### **Article 35. Organization of the management system**

The Company shall promulgate a managerial system whereby the managerial arrangements shall be accountable to and placed under the leadership of the Board of Directors. The Company has one Chief Executive Officer, one or more of Deputy Chief Executive Officer, one Chief Finance Officer and one Chief Accountant all of whom are appointed by the Board of Directors. The Chief Executive Officer and Deputy Chief Executive Officers may be concurrently members of the Board of Directors and shall be appointed, removed or dismissed by the Board of Directors.

## **Article 36. Chief Executive Officer**

1. The Board of Directors shall appoint one of its members or another person to be the Chief Executive Officer.
2. The Chief Executive Officer shall manage the Company's daily business operations; be subject to the supervision of the Board of Directors; and be responsible for his/her performance before the Board of Directors and the Law. The term of the Chief Executive Officer shall not exceed five (05) years and may be re-appointed. The appointment may be terminated based on provisions of the relevant labor contract. The Chief Executive Officer shall not be a person that is banned by the Law from holding this position.
3. The Chief Executive Officer shall have the following rights and obligations:
  - a. To execute the resolutions and decisions of the Board of Directors and the General Meeting of Shareholders, business plans and investment plans of the Company which have been adopted by the Board of Directors and the General Meeting of Shareholders;
  - b. To decide investments or sales of assets of the Company with the value less than 1% of the total asset value of the Company recorded in the latest audited consolidated financial statements. This provision does not apply to the contracts and transactions subject to the approval of the Board of Directors as provided in Clause 2, Article 39 of this Charter;
  - c. To approve purchase, sale, borrowing, lending contracts and other contracts with a value less than thirty-five percent (35%) of the total value of assets stated in the most recent audited consolidated financial statements of the Company. This provision does not apply to the contracts and transactions subject to the approval of the Board of Directors and the General Meeting of Shareholders as stipulated in Clauses 2 and 3, Article 39 of this Charter;
  - d. To decide all other matters related to the daily business operation of the Company that are not under authority of the Board of Directors, including representing the Company to execute the contracts in which the Company is a party, and organizing and administrating of daily production and business activities of the Company according to the best managerial practices;
  - e. To decide on the number of employees, wage, remunerations, benefits, appointment, dismissal and other terms related to their labor contracts;
  - f. To propose measures to enhance performance and management of the Company; and
  - g. Other rights and obligations specified by the Law, this Charter, the Company's regulations and resolutions and decisions of the Board of Directors.
4. Dismissal: The Board of Directors may dismiss or remove the Chief Executive Officer upon affirmative voting of the majority members of the Board of Directors having voting rights and appoint a new Chief Executive Officer for replacement.

## **CHAPTER X. AVOIDANCE OF CONFLICTS OF INTERESTS**

### **Article 37. Fiduciary duties**

Members of the Board of Directors and the Chief Executive Officer are entrusted with the responsibility to perform their tasks in an honest manner at the best interests of the Company, and to

the extent of caution that any careful person needs to have when assuming the equivalent position and under similar circumstances.

#### **Article 38. The duty of honesty and avoidance of conflicts of interests**

1. Members of the Board of Directors and the Chief Executive Officer shall not use business opportunities which may bring about benefits for the Company for their personal gain; and at the same time shall not use the information acquired through their positions for their personal interests or for the interest of any other organization or individual.
2. Members of the Board of Directors and the Chief Executive Officer shall declare their related interests, including:
  - a. Names, enterprise code, head office addresses and business lines of the enterprises they own or have shares or stakes in; ratio and time of owning or holding such shares or stakes;
  - b. Names, enterprise code, head office addresses and business lines of the enterprises where their Related Persons own, jointly own or separately own shares or stakes of more than 10% of charter capital.

The enumeration stipulated in this Article shall be conducted within a period of 07 working days from the day of arising of relevant interest; the amendment and addition shall be reported to the Company within 07 working days, from the date of corresponding amendment and addition.

The enumeration stipulated in this item shall be listed and kept in the head office of the Company. Shareholders, Authorized Representatives of Shareholders, members of the Board of Directors and the Chief Executive Officer shall have rights to examine the content enumerated at any time necessary.

3. Members of the Board of Directors and the Chief Executive Officer on behalf of themselves or on behalf of other people to perform business in all forms within the scope of business operations of the Company shall report the nature and content of that business to the Board of Directors, and shall only be permitted to perform this business if the majority of the remaining members of the Board of Directors agree; if they perform the business without reporting or without the approval of the Board of Directors, all the profit originated from those activities shall belong to the Company.

#### **Article 39. Approving contracts and transactions between the Company and related persons**

1. The General Meeting of Shareholders or Board of Directors shall approve contracts and transactions between the Company and the following related persons:
  - a. Shareholders and Authorized Representatives of Shareholders that are organizations holding more than 10% of the Company's total ordinary shares and their Related Persons;
  - b. Members of the Board of Directors, the Chief Executive Officer and their Related Persons;
  - c. Enterprises where members of the Board of Directors or the Chief Executive Officer own or hold contributed capital or shares;

- d. Enterprise where Related Persons of members of the Board of Directors, or the Chief Executive Officer own, or jointly own or separately own shares or contributed capital of more than 10% of the charter capital;
2. The General Meeting of Shareholders shall approve the following contracts and transactions:
- a. Contracts and transaction stipulated in Clause 1 Article 39 with the value less than 35% of the total asset value of the Company recorded in the latest audited consolidated financial statements;
  - b. Contracts and transactions that involve borrowing, lending, selling assets that are worth equal to or lower than 10% of the Company's total assets stated in the latest financial statement between the Company and Shareholder that holds at least or more than 51% of the total voting shares or the Related Persons of such Shareholder.

In this case, the person who represents the Company to enter into the contract or transaction must notify the Board of Directors of the persons relating to that contract or transaction together with the draft contract or transaction summary. The Board of Directors shall decide whether to approve the contract or transaction within 5 working days from the day on which the notification is received. Members of the Board of Directors that have interests related to the parties in the contract or transaction, shall not have the right to vote.

3. The General Meeting of Shareholders shall approve the following contracts and transactions:
- a. Contracts and transactions stipulated in Clause 1, Article 39 with the value equal to or greater than 35% of the total asset value of the Company recorded in the latest audited consolidated financial statements, or contracts and transactions leading to a total value of the transactions arising within 12 months from the date of the first transaction equal to or higher than 35% of the total asset value of the Company recorded in the latest audited consolidated financial statements, or
  - b. Contracts and transactions that involve borrowing, lending, selling assets that are worth higher than 10% of the Company's total assets according to the latest audited consolidated financial statements between the Company and the Shareholder that holds at least or more than 51% of the total voting shares or the Related Persons of such Shareholder.
4. In case a contract or transaction specified in Clause 3, Article 39 of this Charter is approved, the person who presents the Company to sign the contract or transactions must send a notification to the Board of Directors of the persons related to that contract or transaction together with the draft contract or transaction summary. The Board of Directors presents the draft contracts, transactions or explanations on the primary particulars of the contracts, transaction at the General Meeting of Shareholders or upon collection of written opinions of the Shareholders. In this case, Shareholders that have interests related to the parties in the contract or transaction, shall not have the right to vote; contracts and transactions shall be approved in accordance with Clause 1 or Clause 4 of the Article 21 of this Charter.
5. A contract or transaction shall be invalidated by a Court decision and handled as prescribed by the Law when it is executed or carried out in contradiction to regulations of Article 39 hereof. The person who executes the contract or carries out the transaction, the related Shareholders, members of the Board of Directors or the Chief Executive Officer must jointly compensate any

damage caused and return the benefits generated by such contract or transaction to the Company.

#### **Article 40. Liability and indemnity**

1. Members of the Board of Directors, the Chief Executive Officer who breach their obligation and responsibility to act honestly and carefully, fail to fulfill their obligations with industriousness and professional capability shall be held responsible for the damages caused by their breaches.
2. The Company shall pay compensation to persons who were, are being and are possibly be in danger of becoming an party involved in cases of complaint, lawsuit or prosecution (including civil or administrative cases and other than the lawsuits initiated by the Company), if such persons were or are being members of the Board of Directors, the Chief Executive Officer or such persons acted or are acting at the request of the Company, provided that such persons have acted faithfully, prudently in the best interests of or not against the best interests of the Company, upon the compliance with the Law and there is no evidence that indicates that such person has breached his/her duties.
3. The indemnified amounts shall include arising expenses (including lawyer's fees), fines or payments actually incurred when resolving these matters as permitted by the Law. The Company is entitled to buy insurance for such persons in order to avoid the above-mentioned compensation liabilities.

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

#### **Article 41. Right to inspect books and records**

1. The members of the Board of Directors and the Chief Executive Officer are entitled to examine the list of Shareholders and other books as well as dossiers of the Company for the purposes within the scope of their positions provided that such information shall be kept confidential.
2. The Company shall have to keep this Charter, the written amendments and supplements thereto, the Enterprise Registration Certificate, regulations, documents proving ownership rights over assets, minutes and resolutions of the meetings of the General Meeting of Shareholders and the Board of Directors, the annual financial statements, accounting books and any other papers prescribed by Law at the Company's head-office.
3. The Company's Charter shall be posted on the Company's website.

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

#### **Article 42. Employees and Trade Union**

1. The Chief Executive Officer shall have to work out plans to ratify matters under his/her authority related to the recruitment, labor, work dismissal, wage, social insurance, welfare, commendation and discipline employees.
2. Chief Executive Officer shall have to work out plans for the adoption by the Board of Directors within its authority on the Company's relations with trade union organizations according to criteria, practice and the best management policies, the practices and policies prescribed in this Charter, the Company's regulations and the provisions of the current Law.

### **CHAPTER XIII. DIVISION OF PROFITS**

#### **Article 43. Paying dividends**

1. The General Meeting of Shareholders decides annual dividend rate and form of paying dividends from the retained earnings of the Company. Dividends may be paid in cash, by shares of the Company or by other assets as decided by the General Meeting of Shareholders. The Company may pay dividends to the Shareholders only when the Company has fulfilled its tax obligations and other financial obligations in accordance with the Law; has deducted for all funds of the Company and has made up fully for previous losses in accordance with the Law and this Charter and after full payment of dividends, the Company shall be able to satisfy its debts and other property obligations which become due.
2. In accordance with the Law on Enterprises, the Board of Directors may decide on the dividend advance.
3. Where dividends are paid in cash, the Company shall pay in Vietnamese dong. The payment can be made directly or through bank transfer to the bank accounts provided by Shareholders. If the Company has already effected the account transfer strictly according to the detailed information on the bank accounts provided by the Shareholder, the Company shall not bear any responsibility for money amounts transferred by the Company to Shareholders that have not been received by the latter. The payment of dividends for shares listed or registered for trading on the Stock Exchange may be conducted in accordance with normal practices or the regulations of the unit where the Company listed or registered for trading its shares.
4. Other matters relevant to profit distribution are in compliance with the Law.

### **CHAPTER XIV. BANK ACCOUNTS, FISCAL YEAR AND ACCOUNTING SYSTEM**

#### **Article 44. Bank Accounts**

1. The Company shall open accounts at Vietnamese banks or at foreign banks licensed to operate in Vietnam.
2. If necessary, the Company may open bank accounts overseas under the Law.
3. The Company shall make all payments and accounting transactions via Vietnamese-currency accounts or foreign-currency accounts at the banks where the Company opens accounts.

#### **Article 45. Fiscal year**

The fiscal year of the Company shall begin on the first day of January of every calendar year and end on the 31st day of December of the same year.

#### **Article 46. Accounting System**

1. The accounting system employed by the Company is the Vietnam Accounting System (VAS) or any other system approved by the Ministry of Finance.
2. The Company shall establish the accounting books in Vietnamese. The Company shall keep the accounting dossiers according to the form of its business activities. These dossiers shall be accurate, updated, systematic and adequate to prove and explain the Company's transactions.
3. The Company shall use Vietnam dong (or a foreign currency if approved by the competent state authority) as its currency unit used for accounting.

## **CHAPTER XV. FINACIAL STATEMENT, ANNUAL REPORT AND RESPONSIBILITY FOR INFORMAITON DISCLOSURES**

### **Article 47. Annual, half-year and quarterly Financial Statement**

1. The Company shall prepare annual financial statements which shall be audited according to the regulations of the Law. The Company shall disclose the annual financial statements which have been audited in accordance with the Law on information disclosure on the securities market.
2. The annual financial statements shall contain all required reports, appendices, explanations as prescribed by the Law on enterprise accounting. Annual financial statements shall reflect honestly and objectively the Company's business performance.
3. The Company shall prepare and disclose the half-year financial statements which have been reviewed and quarterly financial statements according to the Law on information disclosure on securities market.

### **Article 48. Annual report**

The Company shall prepare and disclose the annual report in accordance with the Law on securities and securities market.

## **CHAPTER XVI. AUDITING THE COMPANY**

### **Article 49. Auditing**

1. At the annual General Meeting of Shareholders, the Company shall appoint an independent auditing company that lawfully operates in Vietnam and is accepted by the State Securities Commission for auditing the listed companies, or approve a list of independent auditing firms and authorize the Board of Directors to select one of these firms, to audit the Company for the subsequent fiscal year.
2. Audit report shall be enclosed with the Company's annual financial statement.
3. At the decision of the Board of Directors, the auditors who audit the Company shall be allowed to attend all meetings of the General Meeting of Shareholders and entitled to receive notices and other information related to the General Meeting of Shareholders, which every Shareholder is entitled to receive, and to speak out at the meeting about matters related to the auditing.

## **CHAPTER XVII. SEAL**

### **Article 50. Seal of the Company**

1. Seal of the Company can be physical or digital as prescribed by the Law on E-transactions.
2. The Board of Directors shall decide quantity, appearance, content and template of the seal of the Company, branch(es) or representative office(s) of the Company.
3. The management and storage of the seal of the Company, branch(es) or representative office(s) of the Company shall be conducted in accordance with the Regulations on management and storage of seals issued by the Chief Executive Officer.

## **CHAPTER XVIII. DISSOLUTION**

### **Article 51. Cases of and conditions for dissolution of the Company:**

1. The Company may dissolve in one of the following cases:
  - a. Under a resolution of the General Meetings of Shareholders;
  - b. Other cases prescribed by the Law.
2. The dissolution of the Company shall be subject to the conditions stipulated by the Law.

### **Article 52. Dissolution procedures**

The Company dissolution shall be pursuant to the procedures provided by the Law.

## **CHAPTER XIX. SETTLEMENT OF INTERNAL DISPUTES**

### **Article 53. Settlement of Internal Disputes**

1. Upon disputes or complaints related to the operation of the Company or to the Shareholders' rights and obligations under this Charter, the Law on Enterprises or other Laws, between:
  - a. A Shareholder(s) and the Company; or
  - b. A Shareholder(s) and the Board of Directors, the Chief Executive Officer or Managers.

The involved parties shall endeavor to settle those disputes through negotiations and conciliation. Except for disputes related to the Board of Directors or its Chairman, the Chairman of the Board of Directors shall preside over the settlement of disputes and request that each party present the matters related to the disputes within 5 working days as from the date the disputes arise. In case the dispute is related to the Board of Directors or its Chairman, the Shareholders may request an independent specialist to act as the mediator for the process of settling the dispute.

2. If no conciliation decision is made within 60 days from the time of starting the conciliation process or if the decision of the conciliation mediator is not accepted by the parties, any party may bring the disputes to an arbitration center or a competent court.
3. Each party shall have to bear expenses related to the negotiation and conciliation procedures. The expenses in relation to the dispute resolution at court or arbitration shall be paid in accordance with the court or arbitration's decision.

## **CHAPTER XX. AMENDMENT OF CHARTER**

### **Article 54. Supplement of and Amendment to the Charter**

1. The amendment and supplementation of this Charter shall be considered and decided by the General Meeting of Shareholders.
2. In cases where the Law provisions related to the operation of the Company have not yet been mentioned in this Charter or where the new Law provisions are different from the provisions in this Charter, such Law provisions shall naturally apply and regulate the operation of the Company.

## **CHAPTER XXII. EFFECTIVE DATE**

### **Article 55. Effective Date**

1. This Charter is effective from its signing date.
2. This Charter may be made in many copies with the same validity, of which at least a copy is kept at the head office of the Company.
3. This is the only and official Charter of the Company and replaces the Charter dated 1 April 2021 and amendments to the Charter.

*[signature page follows]*

**Signature of the legal representative of the Company**

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**Danny Le**

**Chairman of the Board of Directors**