

**CHARTER  
ON ORGANIZATION AND OPERATION  
OF VINATRANS**

Ho Chi Minh City, May 14, 2025



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## INTRODUCTION SECTION

This Charter was adopted pursuant to Resolution No. 56/NQ-VIN dated April 10, 2025 of the 2025 Annual General Meeting of Shareholders of Vinatrans and serves as the legal basis for the operations of Vinatrans.

### I. DEFINITIONS OF TERMS IN THE CHARTER

#### Article 1. Explanation of Terms

1. In this Charter, the following terms shall be construed as follows:
  - a. "*Charter Capital*" is the total par value of shares that have been sold or registered for purchase upon the establishment of the Joint Stock Company and is specified in Article 6 of this Charter;
  - b. "*Voting Capital*" is the share capital whereby the holder has the right to vote on issues within the authority of the General Meeting of Shareholders;
  - c. "*Law on Enterprises*" is the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
  - d. "*Law on Securities*" is the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
  - e. "*Date of Establishment*" is the date on which the Company is first issued the Enterprise Registration Certificate (Business Registration Certificate);
  - f. "*Company Executives*" are the General Director, Deputy General Directors, and Chief Accountant;
  - g. "*Company Managers*" are those who manage the Company, including the Chairperson of the Board of Directors, Members of the Board of Directors, the General Director, and other individuals holding managerial positions appointed by the General Meeting of Shareholders or the Board of Directors;
  - h. "*Affiliated Person*" is an individual or organization as defined in Clause 23, Article 4 of the Law on Enterprises and Clause 46, Article 4 of the Law on Securities;
  - i. "*Shareholder*" is an individual or organization that owns at least one share of the company;
  - j. "*Major Shareholder*" is a shareholder as defined in Clause 18, Article 4 of the Law on Securities;
  - k. "*Operating Term*" is the duration of the Company's operation as specified in Article 2 of this Charter;
  - l. "*Vietnam*" is the Socialist Republic of Vietnam;

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m. “*Stock Exchange*” refers to the Vietnam Stock Exchange and its subsidiaries;

n. *Company*” means Vinatrans.

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

3. The headings (chapters and articles of this Charter) are used for convenience in understanding the content and do not affect the substance of this Charter;

## **II. NAME, TYPE, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, OPERATING TERM, AND LEGAL REPRESENTATIVE OF THE COMPANY**

### **Article 2. Name and Type of the Company**

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

- Vietnamese Name: Công ty Cổ phần Giao nhận Kho vận Ngoại thương Việt Nam.

- Abbreviated Name: VINATRANS.

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

3. The registered Head office of the Company is:

- Head office Address: 102C Nguyen Van Cu, Nguyen Cu Trinh Ward, District 1, Ho Chi Minh City, Viet Nam

- Tel: 84-28-39414919

- Fax:

- E-mail:

- Website: [www.vinatrans.com](http://www.vinatrans.com)

- Logo:



(Logo is in white and blue color, text is in blue color)

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

5. Unless terminated earlier as stipulated in Clause 2, Article 53, the Company's operating term shall commence from the date of establishment and be indefinite.



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

1. The Company has one legal representative, who is the General Director.

2. The Legal Representative of the Company is an individual who represents the Company in exercising rights and fulfilling obligations arising from the Company's transactions, acting on behalf of the Company as a petitioner in civil matters, plaintiff, defendant, or related party before arbitration, courts, and in other rights and obligations as prescribed by law. The responsibilities of the Legal Representative shall comply with Article 13 of the Law on Enterprises and other rights and obligations in accordance with applicable laws.

3. The Legal Representative of the Company must reside in Vietnam and must authorize in writing another individual residing in Vietnam to exercise the rights and obligations of the Legal Representative when leaving Vietnam. In this case, the Legal Representative remains responsible for the performance of the delegated rights and obligations.

4. If the authorization period specified in Clause 3 of this Article expires and the Legal Representative of the Company has not returned to Vietnam and has not made any further authorization, the authorized person shall continue to exercise the rights and obligations of the Legal Representative within the authorized scope until the Legal Representative returns to work or until the Board of Directors decides to appoint another replacement.

5. If the Legal Representative is absent from Vietnam for more than 30 days without authorizing another person to exercise the rights and obligations of the Legal Representative or in cases of death, missing status, criminal prosecution, temporary detention, imprisonment, compulsory rehabilitation, mandatory education, restriction or loss of civil act capacity, difficulty in cognition or behavior control, or being prohibited by a court from holding a position, practicing a profession, or performing certain work, the Board of Directors shall appoint another person as the Legal Representative of the Company.

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

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

1. The Company's Business Sectors:

a. Other transportation support services

- Details: Freight forwarding for import and export goods
- Freight forwarding for transit goods, diplomatic goods, exhibition and fair goods, equipment for cultural and artistic performances, project cargo, oversized and overweight cargo, personal belongings, gifts, samples, and documents by air, sea, inland waterway, railway, and road, both domestically and internationally.

- Shipping agency, freight consolidation and deconsolidation agency, container management, agency for freight forwarding companies, agency for express delivery



companies, cargo consignment agency, customs brokerage, cargo inspection, testing, assessment, and cargo insurance procurement in compliance with state regulations.

- Agent and general agent for airlines providing cargo and passenger transportation services.

- Brokerage for chartering and leasing vessels for domestic and international shippers and shipowners.

- Ship supply services, receipt and storage of goods and machinery, and provision of all services related to the repair and replacement of machinery and ships, including returning damaged or surplus equipment to shipping lines as required during the repair and upgrading process.

- Direct import and export business and entrusted import and export of various types of goods.

- Logistics services and supply chain management business.

- Multimodal transportation services business.

b. Real estate business and land use rights under ownership, usage rights, or lease.

- Details: Real estate business (excluding investment in cemetery and burial ground infrastructure for the transfer of land use rights associated with the infrastructure).

c. Warehousing and storage of goods

d. Providing consulting services on freight forwarding, import-export, customs procedures, and market information as requested by domestic and international organizations and individuals.

e. Courier services

- Express delivery service business.

f. Organization of introduction and trade promotion activities

- Details: Organizing fairs, exhibitions, conferences, and seminars (excluding activities involving explosives, flammable substances, chemicals, or similar materials as props or equipment for performing arts programs, films, or photography).

g. Construction of other civil engineering works

- Details: Investment in construction, management, business operations, and exploitation of real estate, infrastructure, industrial zones, office buildings, apartment complexes, commercial centers, and restaurants.

h. Cargo handling (excluding cargo handling at airports)

i. Road freight transportation

j. Direct supporting services for waterway transportation.

- k. Rail freight transportation.
- l. Coastal and ocean freight transportation
- m. Inland waterway freight transportation
- n. Direct supporting services for road transportation (excluding gas liquefaction for transportation)
- o. Wholesale of metals and metal ores
  - Details: Wholesale of iron and steel
- p. Wholesale of other construction materials and installation equipment
- q. Agency, brokerage, and auctioning of goods
  - Details: Commission agency services (excluding industries not yet open to foreign investors as stipulated by law)
- r. Direct supporting services for rail transportation (excluding gas liquefaction for transportation)

## 2. Company's Operational Objectives

The Company is established to mobilize and effectively utilize capital in business activities across all permitted sectors as stipulated in the Company's Business Registration Certificate, aiming to maximize profits; create stable employment for employees; achieve sustainable growth and development; ensure the interests of the Company as well as its shareholders; and fulfill its obligations to the state budget.

## Article 5. Scope of Business and Operations of the Company

1. The Company is permitted to plan and carry out all business activities in the sectors that have been publicly announced on the National Business Registration Portal and in this Charter, in compliance with applicable laws and by taking appropriate measures to achieve the Company's objectives.

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

## IV. CHARTER CAPITAL, SHARES

### Article 6. Charter Capital, Shares

1. The Charter Capital of the Company is: VND 255,000,000,000 (In words: Two hundred fifty-five billion Vietnamese dong)

The total charter capital of the Company is divided into 25,500,000 shares (In words: Twenty-five million five hundred thousand shares)

The par value of one share is VND 10,000 per share.



2. The Company may increase or decrease its charter capital as needed for business operations, subject to approval by the General Meeting of Shareholders and in compliance with applicable laws.

3. All shares issued by the Company are ordinary shares, including those held by the state. The rights and obligations of shareholders are stipulated in Articles 12 and 13 of this Charter.

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

5. In the event that the Company issues additional ordinary shares, such shares shall be offered on a priority basis to existing shareholders in proportion to their respective ownership of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. The shares that are not fully subscribed by the shareholders shall be decided upon by the Board of Directors. The Board of Directors may distribute such shares to other entities under conditions and in a manner it deems appropriate, provided that such shares are not sold under more favorable conditions than those offered to the existing shareholders, unless otherwise approved by the General Meeting of Shareholders.

6. The Company may repurchase its issued shares in the manners stipulated in this Charter and in compliance with applicable laws.

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

#### **Article 7. Share Certificates**

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

2. A share is a type of security that represents the legal rights and interests of its holder in a portion of the share capital issued by the Company. The share must include all the required details as stipulated in Clause 1, Article 121 of the Law on Enterprises.

3. Within two months from the date of submitting a complete application for the transfer of share ownership in compliance with the Company's regulations or within two months from the date of full payment for the purchase of shares as stipulated in the Company's share issuance plan, the shareholder will be issued a share certificate. Shareholders are not required to pay the Company for the printing cost of the share certificate.

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

a. Information about the share certificate that has been lost, damaged, or otherwise destroyed;

b. A commitment to bear responsibility for any disputes arising from the reissuance of the new share certificate.

### **Article 8. Other Securities Certificates**

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

### **Article 9. Transfer of Shares**

1. All shares are freely transferable unless otherwise provided in this Charter and by law. Listed shares and shares registered for trading on the Stock Exchange shall be transferred in compliance with securities and stock market regulations.

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

### **Article 10. Recall of Shares (Applicable in Case of Company Incorporation Registration)**

1. In case a shareholder fails to fully and timely pay the amount due for purchasing shares, the Board of Directors shall notify and have the right to require that shareholder to pay the outstanding amount. The shareholder shall be liable for the total par value of the subscribed shares concerning the Company's financial obligations arising from non-payment.

2. The payment notice must specify the new payment deadline (at least seven (07) days from the date that the notice is sent), the payment location, and clearly state that if payment is not made as required, the unpaid shares will be forfeited.

3. The Board of Directors has the right to forfeit shares that have not been fully and timely paid in case the requirements stated in the notice are not fulfilled.

4. Forfeited shares shall be considered shares eligible for sale as stipulated in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly sell or authorize the sale and redistribution of such shares under conditions and methods it deems appropriate.

5. A shareholder whose shares are forfeited must relinquish shareholder status for those shares but remains liable for the total par value of the registered shares concerning the Company's financial obligations arising at the time of forfeiture, as decided by the Board of Directors, from the date of forfeiture until payment is made. The Board of Directors has full authority to enforce the payment of the total share value at the time of forfeiture.

6. The forfeiture notice shall be sent to the holder of the forfeited shares before the forfeiture takes effect. The forfeiture remains valid even in the event of any error or negligence in sending the notice.



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

### **Article 11. Organizational Structure, Management, and Control**

The Company's organizational structure, management, and control include:

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

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

### **Article 12. Rights of Shareholders**

1. Ordinary shareholders have the following rights:

a. Attend and speak at General Meeting of Shareholders and exercise voting rights directly at the meeting, through an authorized representative, or via other forms as stipulated by the Company's Charter and the law. Each ordinary share carries one voting right;

b. Receive dividends at the rate determined by the General Meeting of Shareholders;

c. Have preemptive rights to purchase newly offered shares in proportion to their Ordinary shareholding in the Company;

d. Freely transfer their shares to others, except as stipulated in Clause 3, Article 120, Clause 1, Article 127 of the Law on Enterprises and other relevant provisions of applicable laws;

e. Inspect, review, and extract information regarding names and contact addresses in the list of shareholders entitled to vote, and request corrections of any inaccurate information concerning themselves;

f. Inspect, review, extract, or copy the Company's Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

g. In case of the Company's dissolution or bankruptcy, receive a portion of the remaining assets in proportion to their shareholding in the Company after the Company has settled all debts (including liabilities to the state, taxes, and fees);

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

i. Be treated equally. Each share of the same type grants shareholders equal rights, obligations, and benefits. In cases where the Company issues preferred shares, the rights and obligations attached to such preferred shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;

j. Have full access to periodic and extraordinary information disclosed by the Company in accordance with the law;

k. Have their legal rights and interests protected; request the suspension or annulment of resolutions of the General Meeting of Shareholders and the Board of Directors in compliance with the Law on Enterprises;

l. A shareholder that is an organization holding at least 10% of the total Ordinary shares may authorize up to five (05) representatives

- The appointment of authorized representatives must be in writing, notified to the Company, and shall only be effective for the Company from the date the Company receives the notice.
- The procedure and conditions for granting authorization shall be in compliance with Article 14 of the Law on Enterprises.

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

2. A shareholder or a group of shareholders holding at least 5% of the total Ordinary shares shall have the following rights:

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

b. Review, inspect, and extract minutes, resolutions, and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, contracts, and transactions requiring approval by the Board of Directors, and other documents, except for those related to the Company's trade secrets and business secrets;

c. Request the Board of Supervisors to examine specific issues related to the management and operation of the Company when deemed necessary. The request must be made in writing and must include the following details: full name, contact address, nationality, and legal identification number for individual shareholders; name, company code or legal identification number, and head office address for institutional shareholders; the number of shares and the time of share registration for each shareholder, the total number of shares held by the shareholder group, and the ownership percentage in the total shares of the Company; the subject issue of the inspection and the purpose of the inspection;

d. Propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be made in writing and sent to the Company no later than three (03) working days before the opening date of the meeting. The proposal must clearly state the shareholder's name, the number of each type of shares held by the shareholder, and the proposed issues to be included in the meeting agenda;

e. Other rights as prescribed by law and this Charter.

3. Shareholders or groups of shareholders holding at least 10% of the total Ordinary shares have the right to nominate candidates for the Board of Directors and the



Board of Supervisors. The nomination of candidates for the Board of Directors and the Board of Supervisors shall be carried out as follows:

a. Ordinary shareholders who form a group to nominate candidates for the Board of Directors and the Board of Supervisors must notify the attending shareholders of their grouping before the opening of the General Meeting of Shareholders;

b. Based on the number of members of the Board of Directors and the Board of Supervisors, the shareholders or groups of shareholders specified in this clause have the right to nominate one or more candidates, as determined by the General Meeting of Shareholders, for election to the Board of Directors and the Board of Supervisors. If the number of candidates nominated by the shareholders or groups of shareholders is lower than the number of candidates they are entitled to nominate as determined by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Board of Supervisors, and other shareholders.

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

Ordinary shareholders have the following obligations:

1. Pay in full and on time for the shares they have committed to purchase.
2. Not withdraw contributed capital in Ordinary shares from the Company in any form, except in cases where the shares are repurchased by the Company or another party. If a shareholder unlawfully withdraws part or all of their contributed share capital in violation of this clause, that shareholder and any related beneficiaries in the Company shall be jointly liable for the Company's debts and other financial obligations within the value of the withdrawn shares and any resulting damages.
3. Comply with the Company's Charter and internal management regulations.
4. Comply with the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
5. Maintain the confidentiality of information provided by the Company in compliance with the Company's Charter and the law; use the information provided solely to exercise and protect their legal rights and interests; strictly prohibit the dissemination, copying, or sharing of the information provided by the Company with other organizations or individuals.
6. Attend the General Meeting of Shareholders and exercise voting rights through the following methods:
  - a. Attend and vote directly at the meeting;
  - b. Authorize another individual or organization to attend and vote at the meeting;
  - c. Attend and vote via online meetings, electronic voting, or other electronic means;
  - d. Send voting ballots to the meeting via mail, fax, or email;
7. Be personally liable when acting on behalf of the Company in any of the following actions:



- a. Violating the law;
  - b. Conducting business and other transactions for personal gain or to serve the interests of other organizations or individuals;
  - c. Making payments on undue debts in anticipation of financial risks to the Company.
8. Fulfill other obligations as prescribed by applicable laws.

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

1. The General Meeting of Shareholders consists of all shareholders with voting rights and is the highest authority of the Company. The annual General Meeting of Shareholders is held once (01) a year within four (04) months from the end of the fiscal year. If necessary, the Board of Directors may decide to extend the deadline for the annual General Meeting of Shareholders, but not exceeding six (06) months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The location of the General Meeting of Shareholders is determined as the place where the chairperson attends the meeting and must be within the territory of Vietnam.

2. The Board of Directors convenes the annual General Meeting of Shareholders and selects a suitable venue. The annual General Meeting of Shareholders decides on issues as prescribed by law and the Company's Charter, particularly approving the audited annual financial statements. In case the audit report on the Company's annual financial statements contains material exceptions, an adverse opinion, or a disclaimer of opinion, the Company must invite a representative of the approved auditing firm that conducted the audit to attend the annual General Meeting of Shareholders, and such representative is required to participate in the meeting.

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

- a. The Board of Directors deems it necessary for the benefit of the Company;
  - b. The number of remaining members of the Board of Directors or the Board of Supervisors is less than the minimum required by law;
  - c. At the request of a shareholder or group of shareholders as stipulated in Clause 2, Article 115 of the Law on Enterprises. The request to convene the General Meeting of Shareholders must be made in writing, clearly stating the reasons and purposes of the meeting, and must bear the signatures of the relevant shareholders, or be made in multiple copies that collectively contain the signatures of all relevant shareholders;
  - d. At the request of the Board of Supervisors;
  - e. Other cases as prescribed by law and this Charter.
4. Convening an extraordinary General Meeting of Shareholders



a. The Board of Directors must convene the General Meeting of Shareholders within thirty (30) days from the date the number of members of the Board of Directors, independent members of the Board of Directors, or members of the Board of Supervisors remaining is as specified in item b of clause 3 of this Article, or from the receipt of the request specified in item c and item d of clause 3 of this Article;

b. In case the Board of Directors fails to convene the General Meeting of Shareholders as stipulated in item a of clause 4 of this Article, the Board of Supervisors must, within the next thirty (30) days, replace the Board of Directors to convene the General Meeting of Shareholders in compliance with the provisions of clause 3, Article 140 of the Law on Enterprises;

c. In case that the Board of Supervisors fails to convene the General Meeting of Shareholders as stipulated in item b of clause 4 of this Article, within the next thirty (30) days, the shareholders or shareholder group specified in item c, clause 3 of this Article has the right to request the company representative to convene the General Meeting of Shareholders in compliance with the provisions of clause 4, Article 140 of the Law on Enterprises;

In this case, the shareholder or shareholder group convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the procedures and processes of convening the meeting, conducting the meeting, and making decisions of the General Meeting of Shareholders. All costs related to convening and conducting the General Meeting of Shareholders will be reimbursed by the Company. These costs do not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

d. The procedure for organizing the General Meeting of Shareholders is in compliance with the provisions of Clause 5, Article 140 of the Law on Enterprises.

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

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

a. Approve the development orientation of the Company;

b. Decide on the type of shares and the total number of shares of each type that may be offered for sale; determine the annual dividend rate for each type of share;

c. Elect, dismiss members of the Board of Directors and members of the Board of Supervisors;

d. Decide on the investment or sale of assets valued at 35% or more of the total asset value as stated in the most recent audited financial statements of the Company;

e. Decide on the amendment or supplementation of the Company's Charter;

f. Approve the annual financial statements;

g. Decide to repurchase more than 10% of the total shares of each type that have been sold;

h. Review and address violations by members of the Board of Directors and members of the Board of Supervisors that cause damage to the Company and its shareholders;

i. Decide on the restructuring or dissolution of the Company;

j. Decide on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;

k. Approve, amend, and supplement the Internal Governance Regulations; the Regulations on the Operation of the Board of Directors and the Board of Supervisors;

l. Approve the list of approved auditing firms; decide on the auditing firm to conduct the audit of the Company's activities, and dismiss the approved auditor when deemed necessary;

m. Other rights and obligations as prescribed by law.

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

a. The Company's annual business plan;

b. The audited annual financial statements;

c. The report of the Board of Directors on governance and the performance of the Board of Directors and each individual member of the Board of Directors;

d. The report of the Board of Supervisors on the Company's business results, the performance of the Board of Directors, and the General Director's performance;

e. The self-assessment report on the performance of the Board of Supervisors and its members;

f. The dividend rate for each type of share;

g. The number of members of the Board of Directors and the Board of Supervisors;

h. Elect, dismiss members of the Board of Directors and the Board of Supervisors;

i. Decide on the budget or total amount of remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;

j. Approve the list of approved auditing firms; decide on the approved auditing firm to conduct an audit of the Company's activities when deemed necessary;

k. Amend and supplement the Company's Charter;

l. The type of shares and the number of newly issued shares for each type of share, as well as the transfer of shares by founding members within three (03) years from the date of establishment;



m. The division, separation, merger, consolidation, or conversion of the Company;

n. The reorganization and dissolution (liquidation) of the Company and the appointment of a liquidator;

o. Decide on investments or the sale of assets valued at 35% or more of the total assets recorded in the Company's most recent financial statements

p. Decide on the repurchase of more than 10% of the total number of shares sold of each type;

q. The company enters into contracts or transactions with entities specified in Clause 1, Article 167 of the Law on Enterprises, with a value equal to or greater than 35% of the total asset value of the Company as stated in the latest financial statements;

r. Approve transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of certain provisions of the Securities Law;

s. Approve the internal regulations on corporate governance, the operating regulations of the Board of Directors, and the operating regulations of the Board of Supervisors;

t. Other issues as prescribed by law and this Charter.

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

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

1. Shareholders, or authorized representatives of institutional shareholders, may attend the meeting in person or may authorize one or more individuals or organizations to attend on their behalf, or attend the meeting through one of the methods specified in Clause 3, Article 144 of the Law on Enterprises.

2. The authorization for an individual or organization to represent a shareholder at the General Meeting of Shareholders, as specified in Clause 1 of this Article, must be made in writing. The authorization document must comply with civil law regulations and clearly state the name of the shareholder granting the authorization, the name of the individual or organization receiving the authorization, the number of shares authorized, the content and scope of the authorization, the duration of the authorization, and the signatures of both the granting and receiving parties.

The authorized representative attending the General Meeting of Shareholders must submit the authorization document when registering for the meeting. In case of further delegation, the attendee must also present the original authorization document from the shareholder or the shareholder's representative organization (if it has not been previously registered with the Company).

3. The voting ballot of the authorized representative attending the meeting within the scope of the authorization remains valid in the following cases:

- a. The authorizing party has passed away, been restricted in their civil act capacity, or lost their civil act capacity;
- b. The authorizing party has revoked the authorization;
- c. The authorizing party has revoked the authority of the person executing the authorization.

This provision does not apply if the Company receives notification of any of the above events before the General Meeting of Shareholders is convened or before the meeting is reconvened.

### **Article 17. Changes in Rights**

1. The change or cancellation of special rights attached to a class of preferred shares becomes effective when it is approved by shareholders representing at least 65% of the total voting shares of all shareholders present at the meeting. A resolution of the General Meeting of Shareholders regarding changes that negatively affect the rights and obligations of holders of preferred shares can only be approved if at least 75% of the holders of the same class of preferred shares present at the meeting approve it, in case the resolution is adopted through written consent.

2. The organization of a meeting for shareholders holding a class of preferred shares to approve changes to the rights mentioned above is only valid if at least two (02) shareholders (or their authorized representatives) hold at least 1/3 of the par value of the shares of that class that have been issued. If the required number of representatives is not met, the meeting will be reconvened within 30 days, and those holding shares of that class (regardless of the number of people and shares) who are present in person or through an authorized representative will be considered to meet the required quorum. At such meetings of shareholders holding the preferred shares, those shareholders present in person or through their representatives may request a secret ballot. Each share of the same class shall have equal voting rights at such meetings.

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

4. Unless otherwise specified in the terms of the share issuance, the special rights attached to preferred shares concerning some or all issues related to the distribution of profits or assets of the Company shall not be altered when the Company issues additional shares of the same class.



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

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

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

a. Prepare a list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders must be made no later than ten (10) days before the date of sending the notice of the General Meeting of Shareholders. The company must publicly announce the information regarding the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days before the final registration date;

b. Prepare the agenda and content of the General Meeting;

c. Prepare the materials for the meeting;

d. The draft resolution of the General Meeting of Shareholders according to the proposed agenda of the meeting;

e. Determine the time and location of the meeting;

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

g. Other tasks to serve the general meeting.

3. The notice of the General Meeting of Shareholders must be sent to all shareholders by a method that ensures it reaches the shareholder's contact address. Additionally, the notice must be published on the Company's website, the State Securities Commission's website, and the Stock Exchange where the Company's shares are listed or registered for trading. The convener of the General Meeting of Shareholders must send the meeting notice to all shareholders on the list of shareholders entitled to attend the meeting no later than twenty-one (21) days before the opening date of the General Meeting of Shareholders (calculated from the date the notice is validly sent or delivered). The agenda of the General Meeting of Shareholders, along with documents related to the issues to be voted on at the meeting, must be sent to the shareholders or published on the Company's website. If the documents are not sent with the meeting notice, the notice must clearly indicate the link to the complete meeting documents for shareholders to access, including:

a. Meeting agenda, Documents used in the meeting;

b. List and detailed information on candidates in case of an election for members of the Board of Directors and the Board of Supervisors;

c. Voting Ballot;

d. Draft resolutions for each issue on the meeting agenda.

For shareholders who have deposited their shares, the notice of the General Meeting of Shareholders may be sent to the depository institution and simultaneously announced on the Company's website and the Stock Exchange.

For shareholders who have not deposited their shares, the notice of the General Meeting of Shareholders may be delivered by hand or sent by registered mail to the shareholder's registered address or the address provided by the shareholder for information delivery. If the shareholder has notified the Company in writing of a fax number or email address, the notice of the General Meeting of Shareholders may be sent to that fax number or email address.

In case the shareholder is an employee of the Company, the notice may be delivered to them by hand at their workplace.

4. Shareholders or groups of shareholders as stipulated in Clause 2, Article 12 of this Charter have the right to petition for issues to be included in the agenda of the General Meeting of Shareholders. The petition must be in writing and sent to the Company no later than three (03) working days before the opening date of the General Meeting of Shareholders. The petition must include the shareholder's full name, the number and type of shares held by the shareholder, and the proposed issue to be included in the meeting agenda.

5. The convener of the General Meeting of Shareholders has the right to reject the petition stipulated in Clause 4 of this Article if it falls into one of the following cases:

a. The petition is submitted in violation of Clause 4 of this Article;

b. At the time of submitting the petition, the shareholder or group of shareholders does not hold at least 5% of the ordinary shares as stipulated in Clause 2, Article 12 of this Charter;

c. The proposed issue does not fall within the decision-making authority of the General Meeting of Shareholders;

d. Other cases as stipulated by law and this Charter.

6. The convener of the General Meeting of Shareholders must accept and include the petitions specified in Clause 4 of this Article in the proposed agenda and meeting contents, except for cases stipulated in Clause 5 of this Article. A petition shall only be officially added to the meeting agenda and contents if approved by the General Meeting of Shareholders.

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

1. The General Meeting of Shareholders shall be held when the attending shareholders represent more than 50% of the total voting rights.



2. In case the first meeting does not meet the conditions for proceeding as stipulated in Clause 1 of this Article, within thirty (30) minutes from the scheduled opening time, the convener shall cancel the meeting and must send a notice of the second meeting within thirty (30) days from the intended date of the first meeting. The General Meeting of Shareholders shall be held when the attending shareholders represent at least 33% of the total voting rights.

3. In case the second meeting does not meet the conditions for proceeding as stipulated in Clause 2 of this Article, within thirty (30) minutes from the scheduled opening time, the convener must send a notice of the third meeting within twenty (20) days from the intended date of the second meeting. The third General Meeting of Shareholders shall be held regardless of the total voting rights of the attending shareholders.

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

1. Before the opening of the meeting, the Company must carry out the shareholder registration procedures and continue the registration until all shareholders entitled to attend the meeting have completed their registration.

a. When registering shareholders, the Company shall issue each shareholder or authorized representative a voting card, which includes the registration number, full name of the shareholder, full name of the authorized representative, and the number of voting shares held by the shareholder. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted with options: Approve, Disapprove, and Abstain. At the meeting, voting cards marked 'Approve' shall be collected first, followed by those marked 'Disapprove'. Finally, the total number of 'Approve' and 'Disapprove' votes shall be counted to determine the decision. The voting results shall be announced by the Chairperson before the meeting adjourns. The General Meeting shall elect individuals responsible for vote counting or supervising the vote-counting process as proposed by the Chairperson. The number of members in the vote-counting committee shall be determined by the General Meeting of Shareholders based on the Chairperson's proposal.

b. Shareholders or authorized representatives arriving after the meeting has commenced have the right to register immediately and subsequently participate and vote at the meeting upon registration. The Chairperson is not responsible for pausing the meeting to allow late-arriving shareholders to register, and the validity of previously passed resolutions remains unchanged.

2. The election of the Chairperson, Secretary, and Vote-Counting Committee shall be conducted as follows :

a. The Chairperson of the Board of Directors shall act as the Chairperson of the meeting or authorize another member of the Board of Directors to be the Chairperson of the General Meeting of Shareholders convened by the Board of Directors. In case the Chairperson is absent or temporarily unable to perform their duties, the remaining



members of the Board of Directors shall elect one among them as the Chairperson of the meeting based on the majority principle. If no Chairperson is elected, the Head of the Board of Supervisors shall preside over the process for the General Meeting of Shareholders to elect a Chairperson from among the attendees, with the candidate receiving the highest number of votes acting as the Chairperson of the meeting;

b. Except as provided in Point a of this Clause, the person who signs the notice convening the General Meeting of Shareholders shall preside over the process for the General Meeting of Shareholders to elect a Chairperson of the meeting, with the candidate receiving the highest number of votes acting as the Chairperson of the meeting;

c. The Chairperson shall appoint one or more persons as the secretaries of the meeting;

d. The General Meeting of Shareholders shall elect one or more persons to the Vote-Counting Committee as proposed by the Chairperson of the meeting.

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

4. The Chairperson of the meeting may carry out necessary activities to conduct the General Meeting of Shareholders in a lawful and orderly manner, in accordance with the approved agenda, and in a way that reflects the wishes of the majority of attendees.

5. The Chairperson of the meeting may postpone the General Meeting of Shareholders with the consent or at the request of the General Meeting of Shareholders, provided that the required number of attending delegates, as stipulated in Clause 8, Article 146 of the Law on Enterprises.

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

a. Request all attendees to undergo inspection or other lawful and reasonable security measures;

b. Request the competent authorities to maintain order at the meeting and expel individuals who do not comply with the Chairperson's authority, intentionally disrupt the meeting, obstruct its normal proceedings, or fail to comply with security inspection requirements from the General Meeting of Shareholders.

7. The person convening the General Meeting of Shareholders, after careful consideration, may take appropriate measures to:

a. Arrange seating at the venue of the General Meeting of Shareholders;

b. Ensure the safety of all attendees at the meeting venues;

c. Facilitate shareholders' attendance (or continued attendance) at the meeting. The person convening the General Meeting of Shareholders shall have full authority to



modify the aforementioned measures and implement any necessary measures. These measures may include issuing entry passes or using other alternative methods.

8. In case the Chairperson postpones or suspends the General Meeting of Shareholders contrary to the provisions of Clause 7 of this Article, the General Meeting of Shareholders shall elect another attendee to replace the Chairperson and preside over the meeting until its conclusion; all resolutions passed at that meeting shall remain valid and enforceable.

9. In case the Company applies modern technology to organize the General Meeting of Shareholders through an online meeting, the Company shall be responsible for ensuring that shareholders can attend and vote by electronic voting or other electronic means in compliance with Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/ND-CP dated December 31, 2020, of the Government, detailing the implementation of certain provisions of the Securities Law.

#### **Article 21. Conditions for the Approval of Resolutions of the General Meeting of Shareholders**

1. A resolution on the following issues shall be approved if shareholders representing at least 65% of the total voting shares of all shareholders attending and voting at the meeting vote in favor, except as provided in Clauses 3, 4, and 5 of this Article:

- a. Type of shares and the total number of shares of each type;
- b. Change of business lines, industries, and sectors;
- c. Change of the Company's management structure;
- d. Investment projects or asset sales valued at 35% or more of the total asset value recorded in the Company's latest financial statements;
- e. Reorganization or dissolution of the Company;

2. Resolutions shall be approved if shareholders representing more than 50% of the total voting shares of all shareholders attending and voting at the meeting vote in favor, except as provided in Clauses 1, 3, 4, and 5 of this Article;

3. Voting for members of the Board of Directors and the Board of Supervisors shall be conducted using the cumulative voting method. Accordingly, each shareholder shall have a total number of votes equal to the total number of shares they own multiplied by the number of members to be elected to the Board of Directors or the Board of Supervisors. Shareholders may allocate all or part of their total votes to one or multiple candidates. The elected members of the Board of Directors or the Board of Supervisors shall be determined based on the number of votes, ranked from highest to lowest, starting from the candidate with the highest number of votes until the required number of members specified in the Company's Charter is reached. In the event that two or more candidates receive the same number of votes for the final position on the Board of Directors or the Board of Supervisors, a re-election shall be conducted



among the candidates with equal votes, or a selection shall be made based on the criteria specified in the election regulations or the Company's Charter.

4. In case a resolution is passed in the form of collecting written opinions, the resolution of the General Meeting of Shareholders shall be approved if it is approved by shareholders holding more than 50% of the total voting shares of all shareholders entitled to vote.

5. Resolutions of the General Meeting of Shareholders passed by 100% of the total voting shares are lawful and effective, even if the procedures for convening the meeting and passing such resolutions violate the provisions of the Law on Enterprises and the Company's Charter.

## **Article 22. Authority and Procedures for Collecting Shareholders' Opinions in Writing to Approve Resolutions of the General Meeting of Shareholders**

The authority and procedures for collecting shareholders' opinions in writing to approve resolutions of the General Meeting of Shareholders shall be carried out as follows:

1. The Board of Directors has the authority to collect shareholders' opinions in writing to approve resolutions of the General Meeting of Shareholders when deemed necessary for the benefit of the Company.

2. The Board of Directors must prepare the written ballot, the draft resolution of the General Meeting of Shareholders, and explanatory documents for the draft resolution and send them to all shareholders entitled to vote at least ten (10) days before the deadline for returning the written ballots. The requirements and method of sending the written ballots and accompanying documents shall be carried out in accordance with Clause 3, Article 18 of this Charter.

3. The written ballot must contain the following key contents:

a. Name, head office address, and company code;

b. Purpose of collecting opinions;

c. Full name, contact address, nationality, and legal document number for individual shareholders; name, company code or legal document number, and head office address for institutional shareholders; or full name, contact address, nationality, and legal document number for the representative of an institutional shareholder; number of shares of each type and number of voting shares held by the shareholder;

d. Issues subject to consultation for decision-making;

e. The voting options include Approve, Disapprove, and Abstain for each issue subject to consultation;

f. The deadline for returning the completed consultation ballot to the Company;

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



4. Shareholders may send the completed voting ballots to the Company by mail, fax, or email in accordance with the following provisions:

a. In case of mailing, the completed voting ballot must bear the signature of the shareholder if an individual, or the authorized representative or legal representative if the shareholder is an organization. The voting ballot sent to the Company must be enclosed in a sealed envelope and must not be opened by anyone before the vote counting process;

b. In case of sending by fax or email, the voting ballot sent to the Company must be kept confidential until the vote counting process.;

c. Voting ballots sent to the Company after the deadline specified in the ballot content, or ballots that have been opened in case of mail submission and disclosed in case of fax or email submission, shall be considered invalid. Ballots not sent back shall be deemed as non-voting ballots;

5. The Board of Directors shall organize the vote counting and prepare the vote counting minutes under the witness and supervision of the Board of Supervisors or shareholders who are not executives of the company. The vote counting minutes must include the following key contents:

a. Name, Head office address, and company code;

b. Purpose and issues subject to voting for resolution approval;

c. Number of shareholders with the total number of voting rights who participated in the voting, distinguishing between valid and invalid votes, and the method of submitting voting ballots, accompanied by an appendix listing the shareholders who participated in the voting;

d. Total number of votes in approval, disapproval, and abstention for each issue;

e. Approved issues and the corresponding approval voting ratio;

f. Full name and signature of the Chairperson of the Board of Directors, the legal representative of the Company, the vote-counting supervisor, and the vote counters.

Members of the Board of Directors, vote counters, and vote-counting supervisors shall be jointly responsible for the honesty and accuracy of the vote counting minutes; they shall also be jointly liable for any damages arising from decisions approved due to dishonest or inaccurate vote counting;

6. The vote counting minutes and the resolution must be sent to the shareholders within 15 days from the date of completion of the vote counting. The delivery of the vote counting minutes and the resolution may be replaced by publishing them on the company's website within 24 hours from the time the vote counting is completed.

7. The returned voting ballots, vote counting minutes, approved resolution, and related documents sent along with the voting ballots shall be kept at the company's Head office.



8. A resolution passed by way of collecting shareholders' opinions in writing shall be approved if it receives consent from shareholders representing more than 50% of the total voting rights of all shareholders entitled to vote and shall have the same validity as a resolution passed at the General Meeting of Shareholders.

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

1. The General Meeting of Shareholders must be recorded in minutes and may also be audio-recorded or stored in other electronic forms. The minutes must be prepared in Vietnamese and may be prepared in a foreign language, including the following key contents:

- a. Name, Head office address, and company code;
- b. Time and venue of the General Meeting of Shareholders;
- c. Meeting agenda and content of the meeting;
- d. Full name of the Chairperson and the Secretary;
- e. Summary of the meeting proceedings and opinions expressed at the General Meeting of Shareholders on each issue in the meeting agenda;
- f. Number of shareholders and the total number of voting rights of attending shareholders, along with an appendix listing registered shareholders and shareholder representatives attending the meeting, including their corresponding shares and voting rights;
- g. Total number of votes for each voting issue, specifying the voting method, total valid and invalid votes, votes in approval, votes in disapproval, and abstentions, along with the corresponding percentage of the total voting rights of the attending shareholders;
- h. Approved issues and the corresponding approval voting ratio;
- i. Full name and signature of the Chairperson and the Secretary. In case the Chairperson or the Secretary refuses to sign the meeting minutes, the minutes shall still be valid if signed by all other attending members of the Board of Directors and contain all required contents as stipulated in this clause. The meeting minutes shall clearly state the refusal of the Chairperson or the Secretary to sign the minutes.

The minutes prepared in both Vietnamese and a foreign language shall have the same legal validity. In case of any discrepancies between the Vietnamese and foreign-language versions, the content in the Vietnamese version shall prevail.

2. The minutes of the General Meeting of Shareholders must be completed and approved before the meeting concludes. The Chairperson, the Secretary of the meeting, or any other person signing the minutes shall be jointly responsible for the honesty and accuracy of its contents.

3. The resolution, minutes of the General Meeting of Shareholders, appendix of the list of registered attending shareholders with their signatures, authorization letters



for meeting attendance, all documents attached to the minutes (if any), and related materials accompanying the meeting invitation must be disclosed in compliance with regulations on information disclosure in the securities market and must be kept at the company's Head office.

#### **Article 24. Request for Annulment of the Resolution of the General Meeting of Shareholders**

Within 90 days from the date of receiving the resolution, minutes of the General Meeting of Shareholders, or the vote counting minutes of the solicitation of shareholders' opinions, a shareholder or a group of shareholders as specified in Clause 2, Article 115 of the Law on Enterprises has the right to request the Court or Arbitration to review and annul the resolution or part of its content in the following cases:

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

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

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

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

1. In cases where candidates for the Board of Directors have been identified, the Company has to disclose relevant information about the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website, allowing shareholders to review the candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the honesty and accuracy of the disclosed personal information and must pledge to perform their duties with integrity, prudence, and in the best interests of the Company if elected as a member of the Board of Directors. The disclosed information about the candidates for the Board of Directors includes:

- a. Full name, date of birth;
- b. Professional qualifications;
- c. Work experience;
- d. Companies in which the candidate currently holds the position of a member of the Board of Directors and other managerial positions;
- e. Interests related to the Company and its related parties;
- f. Other relevant information (if any) as stipulated in the Company's Charter;
- g. A public company is responsible for disclosing information about the companies in which the candidate currently holds the position of a member of the

Board of Directors, other managerial positions, and any interests related to the candidate's company (if any).

2. A shareholder or a group of shareholders holding at least 10% of the total ordinary shares has the right to nominate candidates for the Board of Directors. Specifically: Shareholders or groups of shareholders holding from 10% to less than 20% of the total voting shares may nominate one (01) candidate; From 20% to less than 30% may nominate up to two (02) candidates; From 30% to less than 40% may nominate up to three (03) candidates; From 40% to less than 50% may nominate up to four (04) candidates; From 50% or more may nominate up to five (05) candidates.

3. In cases where the number of candidates for the Board of Directors, as nominated and self-nominated, is still insufficient as required under Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall nominate additional candidates or organize the nomination process in accordance with the Company's Charter, the Internal Corporate Governance Regulations, and the Board of Directors' Operating Regulations. The nomination of additional candidates by the incumbent Board of Directors must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Board of Directors, as required by law.

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

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

1. The number of members of the Board of Directors is five (05).

2. The term of a member of the Board of Directors shall not exceed five (05) years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for no more than two (02) consecutive terms. In cases where all members of the Board of Directors finish their terms simultaneously, they shall continue to serve as members of the Board of Directors until new members are elected and take over their duties.

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

The composition of the Board of Directors of a public company must ensure that at least one-third (1/3) of the total members are non-executive members.

4. A member of the Board of Directors shall no longer hold the position in case of dismissal or replacement by the General Meeting of Shareholders as stipulated in Article 160 of the Law on Enterprises.

5. The appointment of members of the Board of Directors must be disclosed in compliance with legal regulations on information disclosure in the securities market.

6. Members of the Board of Directors are not necessarily required to be shareholders of the Company.

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



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

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

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

b. Propose the type of shares and the total number of shares authorized for issuance for each type;

c. Decide on the sale of unsold shares within the number of shares authorized for issuance for each type and determine additional capital mobilization through other means;

d. Determine the selling price of the Company's shares and bonds;

e. Decide on the repurchase of shares in accordance with Clauses 1 and 2, Article 133 of the Law on Enterprises;

f. Approve investment plans and projects within the authority and limits prescribed by law;

g. Decide on market development, marketing, and technology solutions;

h. Approve contracts for purchase, sale, lending, borrowing, and other transactions valued at 35% or more of the total asset value recorded in the Company's latest financial statements, except for contracts and transactions under the authority of the General Meeting of Shareholders as stipulated in Point d, Clause 2, Article 138, and Clauses 1 and 3, Article 167 of the Law on Enterprises;

i. Elect, dismiss the Chairperson of the Board of Directors; appoint, dismiss, sign, and terminate contracts with the General Director and other key managers as stipulated in the Company's Charter; determine salaries, remuneration, bonuses, and other benefits for these managers; appoint authorized representatives to participate in the Members' Council or the General Meeting of Shareholders in other companies and decide on their remuneration and other benefits;

j. Supervise and direct the General Director and other managers in the daily business operations of the Company;

k. Decide on the organizational structure and internal management regulations of the Company; decide on the establishment of subsidiaries, branches, representative offices, and the Company's capital contribution or share purchase in other companies;

l. Approve the agenda and materials for the General Meeting of Shareholders, convene the General Meeting of Shareholders, or collect written opinions for the General Meeting of Shareholders to pass resolutions;

m. Submit the audited annual financial statements to the General Meeting of Shareholders;

n. Propose the dividend payout rate; decide the timeline and procedures for dividend payment or handling losses incurred during business operations;

o. Propose the reorganization or dissolution of the Company; request the bankruptcy of the Company;

p. Decide on the issuance of the Board of Directors' Operating Regulations, the Internal Corporate Governance Regulations after approval by the General Meeting of Shareholders, and the Company's Information Disclosure Regulations;

q. Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other legal regulations, and the Company's Charter.

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

#### **Article 28. Remuneration, Bonuses, and Other Benefits of Members of the Board of Directors**

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

2. Members of the Board of Directors are entitled to work remuneration and bonuses.

Work remuneration is calculated based on the number of working days required to fulfill the duties of a Board member and the remuneration rate per day. The Board of Directors estimates the remuneration for each member based on the principle of unanimity. The total remuneration and bonuses of the Board of Directors are determined by the General Meeting of Shareholders at the annual meeting.

3. The remuneration of each member of the Board of Directors is recorded as the Company's business expenses in compliance with corporate income tax regulations, presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

4. Members of the Board of Directors who hold executive positions, serve on Board committees, or perform tasks beyond the usual duties of a Board member may receive additional remuneration in the form of a lump-sum payment per assignment, salary, commission, profit percentage, or other forms as decided by the Board of Directors.

5. Members of the Board of Directors are entitled to reimbursement for all travel, accommodation, and other reasonable expenses incurred in the performance of their duties as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or its



subcommittees.

6. Members of the Board of Directors may be covered by liability insurance purchased by the Company upon approval of the General Meeting of Shareholders. This insurance does not cover liabilities of the members of the Board of Directors related to violations of the law and the Company's Charter.

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

1. The Chairperson of the Board of Directors is elected, dismissed by the Board of Directors from among its members.

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

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

- a. Develop the program and operational plan of the Board of Directors;
- b. Prepare the agenda, content, and documents for meetings; convene, preside over, and chair meetings of the Board of Directors;
- c. Organize the adoption of resolutions and decisions of the Board of Directors;
- d. Supervise the implementation of the resolutions and decisions of the Board of Directors;
- e. Chairperson of the General Meeting of Shareholders;
- f. Ensure that the Board of Directors sends the annual financial statements, the Company's activity report, the audit report, and the Board of Directors' inspection report to shareholders at the General Meeting of Shareholders;
- g. Other rights and obligations as prescribed by the Law on Enterprises.

4. In case the Chairperson of the Board of Directors resigns or is dismissed from office, the Board of Directors must elect a replacement within ten (10) days from the date of receiving the resignation letter or the decision of dismissal.

5. In case the Chairperson of the Board of Directors is absent or unable to perform their duties, they must authorize another member in writing to exercise the rights and obligations of the Chairperson of the Board of Directors (in compliance with the principles stipulated in the Company's Charter). If there is no authorized person or if the Chairperson of the Board of Directors passes away, goes missing, is detained, is serving a prison sentence, is undergoing administrative measures at a compulsory rehabilitation center or educational institution, flees their residence, is restricted or loses civil act capacity, has difficulty in perception or behavior control, or is prohibited by the Court from holding a position, practicing a profession, or performing certain work, the remaining members shall elect one among themselves to assume the position of Chairperson of the Board of Directors by majority vote until a new decision is made by the Board of Directors.

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

1. The Chairperson of the Board of Directors shall be elected at the first meeting of the Board of Directors' term within seven (07) working days from the date of completion of the election of the Board of Directors for that term. This meeting shall be convened by the member who receives the highest number of votes or the highest voting percentage. In case there is more than one (01) member with the highest number of votes or the highest voting percentage, the members shall vote by majority to select one (01) among them to convene the Board of Directors meeting

2. The Chairperson of the Board of Directors must convene regular and extraordinary meetings of the Board of Directors, set the agenda, and determine the time and location of the meeting at least five (05) working days before the meeting date. The Chairperson may convene a meeting whenever deemed necessary, but at least one (01) meeting must be held per quarter.

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

a. At the request of the Board of Supervisors or an independent member of the Board of Directors;

b. At the request of the General Director or at least five (05) other managers;

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

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

5. The Chairperson of the Board of Directors must convene a Board of Directors meeting within seven (07) working days from the date of receiving the request stipulated in Clause 3 of this Article. If the Chairperson fails to convene the meeting as requested, they shall be held responsible for any damages incurred by the Company; the requesting party shall have the right to convene the Board of Directors meeting in place of the Chairperson.

6. The Chairperson of the Board of Directors or the person convening the Board of Directors meeting must send the meeting invitation notice no later than three (03) working days before the meeting date. The meeting invitation notice must specify the time and venue of the meeting, the agenda, the issues to be discussed and decided upon. The notice must be accompanied by the meeting materials and the voting ballot of the members.

The Board of Directors meeting invitation notice may be sent via an invitation letter, telephone, fax, electronic means, or other methods as stipulated in the Company's Charter, ensuring it reaches the contact address of each Board member registered with the Company.

7. The Chairperson of the Board of Directors or the convener shall send the



meeting invitation notice and accompanying documents to the members of the Board of Supervisors in the same manner as to the members of the Board of Directors.

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

8. The meeting of the Board of Directors shall be conducted when at least three-fourths (3/4) of the total members are present. If the meeting convened under this clause does not meet the required number of attendees, a second meeting shall be convened within seven (07) days from the scheduled date of the first meeting. In this case, the meeting shall be conducted if more than half of the members of the Board of Directors are present.

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

- a. Attending and voting directly at the meeting;
- b. Authorizing another person to attend the meeting and vote as stipulated in Clause 11 of this Article;
- c. Attending and voting via online meetings, electronic voting, or other electronic forms;
- d. Sending a voting ballot to the meeting via mail, fax, or email;

10. In case a voting ballot is sent to the meeting via mail, it must be placed in a sealed envelope and delivered to the Chairperson of the Board of Directors no later than one (01) hour before the meeting starts. The voting ballot shall only be opened in the presence of all attendees.

11. Members must fully attend meetings of the Board of Directors. A member may authorize another person to attend and vote at the meeting if approved by the majority of the Board of Directors members.

12. Resolutions and decisions of the Board of Directors shall be passed if approved by the majority of attending members; in case of an equal number of votes, the final decision shall be determined by the opinion of the Chairperson of the Board of Directors.

### **Article 31. The Person in Charge of Corporate Governance**

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

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

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

- a. Advise the Board of Directors on organizing the General Meeting of Shareholders in compliance with regulations and issues related to the Company and shareholders;
- b. Prepare meetings of the Board of Directors, the Board of Supervisors, and the General Meeting of Shareholders as requested by the Board of Directors or the Board of Supervisors;
- c. Advise on the procedures of meetings;
- d. Attend the meetings;
- e. Advise on the procedures for drafting resolutions of the Board of Directors in compliance with legal regulations;
- f. Provide financial information, copies of Board of Directors meeting minutes, and other information to members of the Board of Directors and members of the Board of Supervisors;
- g. Monitor and report to the Board of Directors on the Company's information disclosure activities;
- h. Act as the focal point of contact with relevant stakeholders;
- i. Keep information confidential in compliance with legal regulations and the Company's Charter;
- j. Other rights and obligations as prescribed by law.

## **VIII. GENERAL DIRECTOR AND OTHER EXECUTIVES**

### **Article 32. Organizational Structure of Management**

The Company's management system must ensure that the management apparatus is accountable to the Board of Directors and operates under the supervision and direction of the Board of Directors in the Company's daily business activities. The Company has a General Director, Deputy General Directors, and a Chief Accountant. The appointment, dismissal of the aforementioned positions must be approved by a resolution or decision of the Board of Directors.

### **Article 33. Company Executives**

1. The Company Executives include the General Director, Deputy General Directors, and the Chief Accountant.

2. At the request of the General Director and with the approval of the Board of Directors, the Company may recruit other executives in a number and with qualifications appropriate to the Company's structure and management regulations as stipulated by the Board of Directors. The Company Executives are responsible for supporting the Company in achieving its operational and organizational objectives.

3. The General Director shall receive salary and bonuses. The salary and bonuses of the General Director shall be determined by the Board of Directors.



4. The salaries of executives shall be accounted as the Company's business expenses in accordance with corporate income tax regulations, presented as a separate item in the Company's annual financial statements, and reported to the General Meeting of Shareholders at the annual meeting.

#### **Article 34. Appointment, Dismissal, Duties, and Powers of the General Director**

1. The Board of Directors shall appoint one of its members or hire another person as the General Director. The General Director is responsible for managing the Company's daily business operations, under the supervision of the Board of Directors, and is accountable to the Board of Directors and the law for the execution of assigned rights and obligations.

2. The General Director's term shall not exceed five (05) years and may be reappointed. The appointment may be terminated based on the provisions of the employment contract. The General Director must not be a person prohibited by law from holding this position and must meet the qualifications and conditions stipulated by law and the Company's Charter.

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

- a. Decide on issues related to the Company's daily business operations that do not fall under the authority of the Board of Directors;
- b. Organize the implementation of resolutions and decisions of the Board of Directors;
- c. Organize the implementation of the Company's business plan and investment plan;
- d. Propose the organizational structure plan and internal management regulations of the Company;
- e. Appoint, dismiss management positions within the Company, except for positions under the authority of the Board of Directors;
- f. Decide on salaries and other benefits for employees in the Company, including managers under the appointment authority of the General Director;
- g. Recruit employees;
- h. Propose plans for dividend distribution or handling business losses;
- i. Other rights and obligations as stipulated by law, the Company's Charter, and resolutions or decisions of the Board of Directors.

4. The Board of Directors may dismiss the General Director if the majority of attending voting members of the Board of Directors approve and appoint a new General Director as a replacement.

#### **IX. BOARD OF SUPERVISORS**

### **Article 35. Candidacy and Nomination of Members of the Board of Supervisors (Supervisors)**

1. The candidacy and nomination of members of the Board of Supervisors shall be carried out in compliance with the provisions of Clause 1 and Clause 2, Article 25 of this Charter.

2. In case the number of candidates for the Board of Supervisors through nomination and self-nomination is insufficient, the incumbent Board of Supervisors may nominate additional candidates or organize the nomination process in accordance with the Company's Charter, the Internal Corporate Governance Regulations, and the Operational Regulations of the Board of Supervisors. The nomination of additional candidates by the incumbent Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors, in compliance with legal regulations.

### **Article 36. Composition of the Board of Supervisors**

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

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

- a. Working in the accounting or finance department of the Company;
- b. Being a member or employee of an independent auditing firm that audited the Company's financial statements in the preceding three (03) consecutive years.

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

- a. No longer meeting the qualifications and conditions to be a member of the Board of Supervisors as stipulated in Clause 2 of this Article;
- b. Submitting a resignation letter and having it approved;
- c. Other cases as prescribed by law and this Charter.

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

- a. Failing to fulfill assigned tasks and responsibilities;
- b. Failing to perform their rights and obligations for six (06) consecutive months, except in force majeure cases;
- c. Repeatedly or seriously violating the obligations of a member of the Board of Supervisors as stipulated in the Law on Enterprises and the Company's Charter;
- d. Other cases as resolved by the General Meeting of Shareholders.



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

1. The Head of the Board of Supervisors shall be elected by the Board of Supervisors from among its members; the election, dismissal shall be based on the majority principle. The Board of Supervisors must have more than half of its members residing in Vietnam. The Head of the Board of Supervisors must hold a university degree or higher in one of the following fields: economics, finance, accounting, auditing, law, business administration, or a discipline related to the Company's business operations.

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

a. Convene meetings of the Board of Supervisors;

b. Request the Board of Directors, General Director, and other executives to provide relevant information for reporting to the Board of Supervisors;

c. Prepare and sign reports of the Board of Supervisors after consulting with the Board of Directors for submission to the General Meeting of Shareholders.

### **Article 38. Rights and Duties of the Board of Supervisors**

The Board of Supervisors shall have the rights and duties in accordance with Article 170 of the Law on Enterprises and the following rights and duties:

1. Propose and recommend to the General Meeting of Shareholders for approval of the list of approved auditing organizations to audit the Company's financial statements; decide on the approved auditing organization to inspect the Company's operations and dismiss auditors when necessary.

2. Be accountable to shareholders for its supervisory activities.

3. Supervise the Company's financial status and compliance with laws in the activities of the Board of Directors, the General Director, and other executives.

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

5. If detecting any violation of the law or the Company's Charter by members of the Board of Directors, the General Director, or other executives, the Board of Supervisors must notify the Board of Directors in writing within 48 hours, request the violator to cease the violation, and propose remedial measures.

6. Develop the Operating Regulations of the Board of Supervisors and submit them to the General Meeting of Shareholders for approval.

7. Report to the General Meeting of Shareholders in compliance with Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of several provisions of the Law on Securities.

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



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

10. Exercise other rights and fulfill other obligations as prescribed by law and this Charter.

### **Article 39. Meetings of the Board of Supervisors**

1. The Board of Supervisors must hold at least two (02) meetings per year, with at least two-thirds (2/3) of its members attending. The meeting minutes of the Board of Supervisors must be recorded in detail and clearly. The minute taker and attending members of the Board of Supervisors must sign the meeting minutes. The meeting minutes of the Board of Supervisors must be retained to determine the responsibility of each member of the Board of Supervisors.

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

### **Article 40. Salary, Remuneration, Bonus, and Other Benefits of Members of the Board of Supervisors**

Salary, Remuneration, Bonus, and Other Benefits of Members of the Board of Supervisors Shall Be Implemented as Follows:

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

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

3. The salaries and operating expenses of the Board of Supervisors shall be recorded as the Company's business expenses in compliance with corporate income tax regulations, other relevant legal provisions, and must be presented as a separate item in the Company's annual financial statements.

## **X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE BOARD OF SUPERVISORS, THE GENERAL DIRECTOR, AND OTHER EXECUTIVES**

Members of the Board of Directors, Members of the Board of Supervisors, the General Director, and other executives have the responsibility to perform their duties



honestly and prudently in the best interests of the Company.

#### **Article 41. Responsibility for Honesty and Avoidance of Conflicts of Interest**

1. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers must disclose their related interests in compliance with the Law on Enterprises and relevant legal regulation.

2. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, and their affiliated persons may only use information obtained through their positions to serve the interests of the Company.

3. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers must notify the Board of Directors and the Board of Supervisors in writing of transactions between the Company, its subsidiaries, and other companies controlled by the Company (holding 50% or more of charter capital) with such persons or their affiliated persons in compliance with the law. If these transactions require approval from the General Meeting of Shareholders or the Board of Directors, the Company must disclose information on the respective resolutions in compliance with securities regulations on information disclosure.

4. Members of the Board of Directors are not allowed to vote on transactions that bring benefits to themselves or their affiliated persons, as stipulated by the Law on Enterprises and the Company's Charter.

5. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, and their affiliated persons must not use or disclose insider information to engage in related transactions.

6. Contracts and transactions signed between the Company and the subjects specified in Clause 1, Article 167 of the Law on Enterprises must be approved by the General Meeting of Shareholders or the Board of Directors as follows:

a. The General Meeting of Shareholders approves the following contracts and transactions:

- Contracts and transactions with a value equal to or greater than 35% of the Company's total assets recorded in the latest financial statements.

- Loan, lending, or asset sale transactions exceeding 10% of the Company's total assets, as recorded in the latest financial statements, between the Company and shareholders holding at least 51% of the total voting shares or their affiliated persons.

b. The Board of Directors approves contracts and transactions with a value of less than 35% of the Company's total assets recorded in the latest financial statements. In this case, the Company's representative signing the contract or transaction must notify the Board of Directors and the Board of Supervisors about the related parties involved and provide a draft contract or key transaction details. The Board of Directors shall decide on the approval within 15 days from the date of notification, and any member of the Board of Directors with a related interest in the transaction is not entitled to



vote.

7. Transactions between the Company and one or more members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, and their affiliated persons shall not be deemed invalid under the following circumstances:

a. For transactions valued at less than thirty-five percent (35%) of the Company's total assets recorded in the latest financial statements, key contract or transaction details and the relationships and interests of members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers have been reported to the Board of Directors and approved by a majority of non-interested Board members;

b. For transactions valued at thirty-five percent (35%) or more, or transactions that result in an aggregate value of at least thirty-five percent (35%) of total assets within 12 months from the first transaction date, key transaction details and the relationships and interests of members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers have been disclosed to shareholders and approved by the General Meeting of Shareholders through votes from non-interested shareholders.

8. Contracts and transactions that do not comply with Clause 6 of this Article may be declared invalid by a court and handled according to the law. The signatories of such contracts or transactions, shareholders, members of the Board of Directors, or the General Director involved must be jointly liable for any resulting damages and must return any profits gained from the execution of such contracts or transactions to the Company.

9. The Company must publicly disclose related contracts and transactions in compliance with applicable laws.

#### **Article 42. Liability for Damages and Compensation**

1. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers who violate their duty of honesty and prudence or fail to fulfill their obligations shall be liable for any damages caused by their violations.

2. The Company shall compensate individuals who have been, are, or may become involved in complaints, lawsuits, or prosecutions (including civil and administrative cases, excluding cases where the Company is the plaintiff) if such individuals are or were members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, employees, or authorized representatives of the Company who have performed their duties in good faith, with due care, in the interests of the Company, in compliance with the law, and where there is no evidence confirming that they have violated their responsibilities.

3. Compensation costs shall include judgment costs, fines, and actual expenses



incurred (including attorney fees) in resolving such cases within the limits permitted by law. The Company may purchase insurance for these individuals to cover the liabilities mentioned above.

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

### **Article 43. Right to Inspect Books and Records**

1. Ordinary shareholders have the right to inspect books and records as follows:

a. Ordinary shareholders have the right to review, inspect, and extract information regarding names and contact addresses in the list of shareholders with voting rights; request corrections of inaccurate information about themselves; review, inspect, extract, or copy the Company's Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

b. Shareholders or groups of shareholders holding at least 5% of the total common shares have the right to review, inspect, and extract the minutes and resolutions/decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, contracts, transactions subject to approval by the Board of Directors, and other documents, except for those related to the Company's trade secrets or business secrets.

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

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

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

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

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

### **Article 44. Employees and Trade Union**

1. The General Director must prepare a plan for approval by the Board of Directors regarding issues related to recruitment, termination of employment, salaries, social insurance, benefits, rewards, and disciplinary actions for employees and the



Company's executives.

2. The General Director must prepare a plan for approval by the Board of Directors regarding issues related to the Company's relationship with trade union organizations, in accordance with best management standards, practices, and policies, as stipulated in this Charter, the Company's regulations, and applicable laws.

### **XIII. PROFIT DISTRIBUTION**

#### **Article 45. Profit Distribution**

1. The General Meeting of Shareholders shall decide on the annual dividend payment rate and the form of dividend payment from the Company's retained earnings.

2. The Company shall not pay interest on dividends or payments related to any type of shares.

3. The Board of Directors may propose that the General Meeting of Shareholders approve the payment of dividends in whole or in part in shares, and the Board of Directors shall be responsible for implementing this decision.

4. In cases where dividends or other payments related to any type of shares are paid in cash, the Company shall make the payment in Vietnamese Dong. The payment may be made directly or via banks based on the bank account details provided by the shareholders. If the Company has transferred the payment based on the correct bank details provided by a shareholder but the shareholder does not receive the funds, the Company shall not be liable for the amount transferred. Dividend payments for shares listed or registered for trading on the Stock Exchange may be made through securities companies or the Vietnam Securities Depository and Clearing Corporation.

5. In compliance with the Law on Enterprises and the Law on Securities, the Board of Directors shall pass a resolution or decision to determine a specific record date for finalizing the list of shareholders. Based on this date, individuals registered as shareholders or holders of other securities shall be entitled to receive cash or stock dividends, notices, or other relevant documents.

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

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

#### **Article 46. Bank Accounts**

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

2. With prior approval from the competent authority, if necessary, the Company may open bank accounts abroad in compliance with legal regulations.

3. The Company shall carry out all payments and accounting transactions through VND or foreign currency accounts at the banks where the Company has opened accounts.



**Article 47. Fiscal Year**

The fiscal year of the Company begins on the first day of January each year and ends on December 31st of the same year.

**Article 48. Accounting Regime**

1. The Company shall apply the corporate accounting regime or a specific accounting regime issued or approved by the competent authority.

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

3. The Company shall use Vietnamese Dong (VND) as the currency unit in accounting. In cases where the Company primarily conducts transactions in a foreign currency, it may select that currency as the accounting unit, take legal responsibility for such selection, and notify the relevant tax authority.

**XV. FINANCIAL STATEMENTS, ANNUAL REPORTS, AND INFORMATION DISCLOSURE RESPONSIBILITIES****Article 49. Annual, Semi-Annual, and Quarterly Financial Statements**

1. The Company must prepare annual financial statements, which must be audited in compliance with the law. The Company shall disclose the audited annual financial statements as required by laws on information disclosure in the securities market and submit them to the competent state authorities.

2. The annual financial statements must include all reports, appendices, and explanations as prescribed by corporate accounting laws. The annual financial statements must accurately and objectively reflect the Company's operations.

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

**Article 50. Annual Report**

The Company must prepare and disclose the Annual Report in compliance with the laws on securities and the stock market.

**XVI. COMPANY AUDIT****Article 51. Audit**

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

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

statements.

3. The independent auditor conducting the audit of the Company's financial statements shall have the right to attend the General Meeting of Shareholders, receive notices and other relevant information related to the meeting, and express opinions at the meeting on issues related to the audit of the Company's financial statements.

## **XVII. COMPANY SEAL**

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

1. The seal includes a seal made at a seal engraving facility or a seal in the form of a digital signature in compliance with the provisions of the law on electronic transactions.

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

3. The Board of Directors and the General Director shall use and manage the seal in compliance with applicable laws.

## **XVIII. DISSOLUTION OF THE COMPANY**

### **Article 53. Dissolution of the Company**

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

- a. Pursuant to a resolution or decision of the General Meeting of Shareholders;
- b. Revocation of the Enterprise Registration Certificate, except where otherwise provided by the Law on Tax Administration;
- c. Other cases as prescribed by law.

2. The dissolution of the Company shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified or approved by the competent authority (if required) in accordance with regulations.

### **Article 54. Liquidation**

1. At least six (06) months after the decision to dissolve the Company, the Board of Directors must establish a Liquidation Committee consisting of 03 members, of which 02 members are appointed by the General Meeting of Shareholders and 01 member is appointed by the Board of Directors from an independent audit firm. The Liquidation Committee prepares its own operating regulations. The members of the Liquidation Committee may be selected from the Company's employees or independent experts. All liquidation-related expenses must be paid by the Company as a priority before other debts of the Company.

2. The Liquidation Committee is responsible for reporting to the Business Registration Authority about the establishment date and commencement date of operations. From that point, the Liquidation Committee represents the Company in all



liquidation-related issues before the Court and administrative agencies.

3. The funds obtained from the liquidation are to be paid in the following order:

- a. Liquidation expenses;
- b. Outstanding wages, severance pay, social insurance, and other benefits of employees according to the collective labor agreement and signed labor contracts;
- c. Tax debts;
- d. Other debts of the Company;
- e. The remaining amount, after all debts from items (a) to (d) above have been paid, will be distributed to shareholders. Preferred shares will be paid first.

## **XIX. INTERNAL DISPUTE RESOLUTION**

### **Article 55. Internal Dispute Resolution**

1. In the event of a dispute or complaint related to the Company's activities, the rights and obligations of shareholders as stipulated in the Enterprise Law, the Company's Charter, other legal regulations, or agreements between:

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

The concerned parties shall attempt to resolve the dispute through negotiation and mediation. Except in cases where the dispute relates to the Board of Directors or the Chairperson of the Board of Directors, the Chairperson of the Board of Directors shall preside over the dispute resolution and require each party to present information related to the dispute within fifteen (15) working days from the date the dispute arises. In cases where the dispute involves the Board of Directors or the Chairperson of the Board of Directors, any party may request or appoint an independent expert to act as a mediator in the dispute resolution process.

2. If a resolution is not reached within six (06) weeks from the start of the mediation process, or if the mediator's decision is not accepted by the parties, any party may submit the dispute to Arbitration or Court.

3. The parties shall bear the costs related to the negotiation and mediation procedures. Court costs shall be paid according to the Court's judgment.

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

### **Article 56. Company's Charter**

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

2. In case the law contains provisions related to the Company's activities not yet addressed in this Charter, or if there are new legal provisions that differ from the terms of this Charter, those provisions shall apply to adjust the Company's operations.

**XXI. EFFECTIVE DATE****Article 57. Effective Date**

1. This Charter consists of 21 sections and 57 articles, approved by the General Meeting of Shareholders of Vinatrans on April 10, 2025 in Ho Chi Minh City, and the full text of this Charter is agreed upon for implementation.

2. The Charter is made in ten (10) copies, all of which have equal validity and must be kept at the Company's Head office.

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

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

**LEGAL REPRESENTATIVE****GENERAL DIRECTOR****Ha Minh Huan**

*Note: The translation is for information purpose only and does not substitute the official Vietnamese contents. In case of any discrepancy between the Vietnamese and English versions, the Vietnamese version shall prevail.*



