

**SOCIALIST REPUBLIC OF VIETNAM**  
**Independence - Freedom – Happiness**  
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**CHARTER OF**

**KHANG DIEN HOUSE TRADING AND INVESTMENT JOINT  
STOCK COMPANY**

**(Amended on April 22, 2026)**



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## INTRODUCTION

This Charter was adopted under Resolution of the General Meeting of Shareholders No. 01/2021/NQ\_ĐHĐCĐ dated April 28, 2021 and was most recently amended and supplemented on April 22, 2026.

## I. DEFINITIONS AND TERMS USED IN THE CHARTER

### Article 1. Terminology explanation

1. In this Charter, the following terms are understood as follows:
  - a) *Charter capital* means the total par value of shares already sold or registered for purchase upon the establishment of the company and stipulated in Article 6 of this Charter;
  - b) *Capital with voting rights* refers to share capital, under which the owner has the right to vote on matters falling under the deciding competence of the General Meeting of Shareholders;
  - c) *The Law on Enterprises* means the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, as amended and supplemented by Law No. 03/2022/QH15 dated January 11, 2022, Law No. 76/2025/QH15 dated June 17, 2025, and implementing guidance documents;
  - d) *The Law on Securities* means the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, as amended and supplemented by Law No. 56/2024/QH15 dated November 29, 2024, and implementing guidance documents;
  - đ) *Vietnam* is the Socialist Republic of Vietnam.
  - e) *Establishment date* is the date the Company is granted the Enterprise Registration Certificate (Business registration certificate and equivalent documents) for the first time;
  - g) *Enterprise executive* is the General Director, Deputy General Director, Chief Accountant, and other executives in accordance with the company's Charter;
  - h) *The enterprise manager* is the manager of the company, including the Chairperson of the Board of Directors, members of the Board of Directors, General Director and other individuals holding other managerial positions as prescribed in this Charter;
  - i) “*Related person*” means individual or organization defined in Clause 46, Article 4 of the Law on Securities;
  - k) *Shareholders* mean individuals or organizations that own at least one share of a joint stock company;
  - l) *Founding shareholder* is a shareholder that owns at least one ordinary share and signs in the list of founding shareholders of a joint stock company;
  - m) *Major shareholder* means shareholders defined in Clause 18, Article 4 of the Securities Law;
  - n) *Operation term* is the term of operation of the Company defined in Article 2 of this Charter and the extension period (if any) by the Shareholders’ Meeting of the Company adopted;
  - o) *Stock Exchange* is the Vietnam Stock Exchange and its subsidiaries.
2. In this Charter, references to one or more of the provisions or other documents will including amendment, supplement or documents replacing them.

3. The titles (sections and articles of this Charter) are used to facilitate the understanding of content and do not affect the content of this Charter.

## **II. NAME, TYPE, HEADQUARTER, BRANCHES, REPRESENTATIVE OFFICE, BUSINESS LOCATION, DURATION OF OPERATION AND REPRESENTATIVE OF THE COMPANY**

### **Article 2. Name, type, head office, branches, representative offices, business location and operation term of the Company**

1. Company name
  - Company name written in Vietnamese: **CÔNG TY CỔ PHẦN ĐẦU TƯ VÀ KINH DOANH NHÀ KHANG ĐIỀN**
  - Company name in foreign language: **KHANG DIEN HOUSE TRADING AND INVESTMENT JOINT STOCK COMPANY**
  - Abbreviated company name: **KHADIHOUSE JSC**
2. The company is a joint stock company with legal status in accordance with the current laws of Vietnam.
3. Registered office of the Company: Rooms 1 & 2, 11th Floor, Saigon Centre, 67 Le Loi Street, Saigon Ward, Ho Chi Minh City, Vietnam.
  - Phone number: 028 38208858
  - Fax: 028 38208859
  - E-mail: [info@khangdien.com.vn](mailto:info@khangdien.com.vn)
  - Website: [www.khangdien.com.vn](http://www.khangdien.com.vn)
4. The Company may established branches and representative offices in the business area to implement objectives of the Company in accordance with the Resolution of the Board of Directors within the scope of allowed law.
5. Unless the Company terminates its operation before the term specified in Clause 2, Article 54 or extended its operation according to the provisions of Article 55 of this Charter, the term of operation of the Company is indefinite from the date of establishment.

### **Article 3. The legal representative of the Company**

The Company has one (01) representative at law as the General Director of the Company.

Powers and obligations of the legal representative in accordance with the law and the Company's Charter.

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

### **Article 4. Operational Objectives of the Company**

1. Business lines of the company: Real estate business; land use rights belonging to owners, users, or leased; construction of all types of houses; real estate consultancy, brokerage, and auction, and auction of land use rights; management consultancy activities; preschool education; primary education; architectural activities and related technical consultancy (excluding the provision of services related to topographic surveys, construction geological surveys, hydrogeological surveys, environmental surveys, technical surveys serving urban-rural development planning, and sector development planning).
2. Operational objectives of the Company: is to bring maximum benefits to shareholders; to become a large-scale company with good products and services provided to society.

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

The company is allowed to carry out business activities according to the business lines specified in this Charter and has registered, notified the change of registration information with the business registration agency and has announced it on National business registration portal. In case the Company conducts business in conditional business lines, the Company must satisfy all business conditions as prescribed by the Investment Law and relevant specialized laws.

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

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

1. The Company's charter capital is **VND 11,222,148,990,000** (Eleven trillion two hundred twenty-two billion one hundred forty-eight million nine hundred and ninety thousand dong).

The total charter capital of the Company is divided into **1,122,214,899 shares** (One billion one hundred twenty-two million two hundred fourteen thousand eight hundred ninety-nine shares) with a par value of VND 10,000/share (Ten thousand dong per share).

2. The Company may change its charter capital when approved by the General Meeting of Shareholders and in accordance with the provisions of law.
3. The shares of the Company as at the date of adoption of this Charter are ordinary shares and preference shares (if any). The rights and obligations of shareholders holding each class of shares are stipulated in Article 12, Article 13 of this Charter.
4. The Company may issue other types of preference shares if there is the approval of the General Meeting of Shareholders and in accordance with the provisions of law.
5. Name, address, number of shares and other details of the founding shareholders under the provisions of the Law on Enterprises.

The ordinary shares must be preferentially offered to existing shareholders in proportion to the ratio of their ordinary shares in the Company, unless the General Meeting of Shareholders decides otherwise, the number of shares that shareholders do not subscribe to buy will be decided by the Board of Directors of the Company. The Board of Directors may distribute such shares to shareholders and others with conditions that are not more favorable than those offered to existing shareholders unless the General Meeting of Shareholders has other approval.

6. The Company may repurchase its own shares in the ways specified in this Charter and the current law.
7. The Company may issue other types of securities in accordance with the law.

### **Article 7. Share certificate**

1. Shareholders of the Company are issued share certificates corresponding to the number of shareholdings and types of owned shareholdings.
2. Stock is a type of securities certifying the legitimate rights and interests of the owner for a part of the share capital of issuing organization. The shares must have all the contents prescribed in Clause 1, Article 121 of the Law on Enterprises.
3. Within 60 (sixty) days from the date of submitting a complete application file to transfer ownership of shares in accordance with the Company's regulations or within 60 (sixty) days from the date of full payment for the purchase of shares as prescribed in the Company share issuance plan (or other period according to the specified release terms), the owner of the shares is issued the share certificate. Holders of shares do not pay the Company for fees of printing of share certificates.

4. In the case any share certificate is lost, damaged or otherwise damaged, the share certificate shall be re-issued upon a request made by its shareholder. The shareholder's proposal must include the following contents:
  - a) Information about shares that have been lost, damaged or otherwise;
  - b) Commitment to take responsibility for the disputes arising from the re-issuance of new shares.

#### **Article 8. Other securities certificates**

Other bond certificates or securities certificates of the Company are issued with the signature of the legal representative and the seal of the Company.

#### **Article 9. Transfer of shares**

1. All shares are freely transferable unless otherwise provided by this Charter and the law, shares listed and registered for trading on the Stock Exchange can be transferred in accordance with the law on stock and stock market.
2. Shareholdings, which are not pay in full, are not transferable and entitled to related rights such as the right to receive dividends, the right to receive shares issued to increase share capital from owners' equity, the right to buy new shares for sale and other benefits as prescribed by law.

#### **Article 10. Withdrawal of shares (in case of registration of enterprise establishment)**

1. In case the shareholder fails to pay in full and on time the amount to be paid to buy shares, the Board of Directors shall notify and have the right to request that shareholder to pay the remaining amount and take responsibility corresponding to the total par value of shares registered for purchase with respect to the financial obligations of the Company arising from failure to pay in full.
2. The notice of payment mentioned above must specify a new payment term (at least 07 (seven) days from the date sending notice), payment place. It must clearly state shareholders who are not pay as required and number of shares unpaid will be revoked.
3. The Board of Directors has the right to withdraw the outstanding shares in full and timely manner in case the requirements stated in the notice are not fulfilled.
4. The withdrawn shares are regarded as shares entitled to be offered as stipulated in Clause 3, Article 112 of the Law on Enterprises.. The Board of Directors may direct or authorize the sale, redistribution under the conditions and manner in which Board of Directors considers suitably.
5. Shareholders holding withdrawn shares must give up their shareholder status for those shares, but still must be responsible for the total par value of shares registered to buy for the financial obligations of the Company arising at the time of withdrawal under a decision of the Board of Directors from the date of withdrawal to the date of payment. The Board of Directors is entitle to decide on the forced payment of the entire value of shares at the revoked time.
6. Notices on the withdrawal will be sent to shareholders that their shareholding are withdrawn in advance the withdrawal point time. The withdrawal is still effective even in case of errors or negligence in the notice.

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

#### **Article 11. Organizational structure, management and supervision**

The Company's organizational structure, management and supervision includes as follows:

1. General Meeting of Shareholders.

2. Board of Directors.
3. Board of Supervisors
4. General Director.

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

### **Article 12. Rights of shareholders**

1. Holders of ordinary shares have the following rights:
  - a) To attend and speak at meetings of the General Meeting of Shareholders and to exercise voting rights directly, through an authorized representative, or by other methods as prescribed by the Company's Charter and applicable laws. Each ordinary share has one voting share;
  - b) To receive dividends at the level decided by the General Meeting of Shareholders;
  - c) To have preemptive rights to subscribe for new shares in proportion to each shareholders ownership of ordinary shares in the Company;
  - d) To freely transfer their shares to others, except for the cases specified in clause 3 Article 120, clause 1 Article 127 of the Law on Enterprises and other relevant laws;
  - d) To examine, search, and extract information about the name and the contact address in the list of shareholders with voting rights; request to amend their inaccurate information;
  - e) To examine, search, and extract or copy the Company's Charter, minutes of the Meeting and the resolutions of the General Meeting of Shareholders;
  - g) When the Company is dissolved or bankrupt, it shall be entitled to receive part of the remaining assets corresponding to the shareholding percentage in the Company;
  - h) To request the Company to repurchase shares in the cases prescribed in Article 132 of the Law on Enterprises;
  - i) To be treated equally. Each share of the same class gives shareholders the same rights, obligations and interests. In case the Company has types of preference shares, the rights and obligations associated with those types of preference shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;
  - k) To have full access to periodic and unusual information published by the Company according to regulations of the Law;
  - l) To have their legitimate rights and interests protected; propose to suspend or cancel resolutions and decisions of the General Meeting of Shareholders, the Board of Directors in accordance with the Law on Enterprises;
  - m) To exercise other rights as prescribed by applicable laws and this Charter.
2. Shareholder or group of shareholders owned from 05% the total number of ordinary shares or more shall have the following rights:
  - a) To request the Board of Directors to convene the General Meeting of Shareholders in accordance with the provisions of Clause 3, Article 115 and Article 140 of the Law on Enterprises;
  - b) To review, search and extract minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, contracts, transactions must be passed by the Board of Directors and other documents, except documents related to trade secrets, business secrets of the Company;

- c) To request the Board of Supervisors to examine specific issue in relation to the management and operation of the Company if necessary. The request must be in writing and must include the following: full name, contact address, nationality, number of legal papers of individual for individual shareholder; name, number of enterprise or number of legal papers of the organization, address of the head office if the shareholder is an organization; number of shares and time of registration of shares of each shareholder, total number of shares of the group of shareholders and the percentage of ownership in the total number of shares of the Company; issues to be checked and purposes;
  - d) To propose matters for inclusion in the agenda of the General Meeting of Shareholders. The proposal should be made in writing and sent to the Company at least seven (07) working days before the opening. The proposal must clearly state the name of the shareholder, the number of shares of each type of shareholder, and the proposed issues to be included in the meeting agenda;
  - d) To exercise other rights as prescribed by applicable laws and this Charter.
3. A shareholder or group of shareholders owning 10% or more of the total number of ordinary shares has the right to nominate persons to the Board of Directors and the Board of Supervisors in accordance with this Charter.

**Article 13. Obligations of shareholders**

Holders of ordinary shares have the following obligations:

- 1. To pay in full and on time the number of shares subscribed.
- 2. Not to withdraw the capital contributed in the form of ordinary shares from the Company in any manner, except where such shares are repurchased by the Company or acquired by another person. In case a shareholder withdraws part or all of the contributed share capital contrary to the provisions of this Clause, such shareholder and the person with related interests in the Company must be jointly responsible for the debts and other asset obligations of the Company within the value of the shares were withdrawn and damages occurred.
- 3. To comply with the Company's Charter and the Company's internal management regulations.
- 4. To comply with resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
- 5. To maintain confidentiality of information provided by the Company in accordance with the Company's Charter and applicable laws; to use such information solely for the exercise and protection of their lawful rights and interests; and not to disseminate, copy or provide such information to any other organization or individuals.
- 6. To attend meetings of the General Meeting of Shareholders and to exercise voting rights through the following forms:
  - a) Attending and voting directly at the meeting;
  - b) Authorize other individuals and organizations to attend and vote at the meeting;
  - c) Attending and voting via online conferences, electronic voting or other electronic forms;
  - d) Send voting ballot to the meeting via mail, fax, or email.
  - d) Send voting ballot by other means as prescribed in the Company's Charter.
- 7. To bear personal liability when acting in the name of the Company in any form to carry out any of the following acts:
  - a) Violations of the law;

- b) Implement of business and other transactions for personal benefits or creation for other organization gains and individual benefits;
- c) Payment in advance for immature debts before financial risk able to occur to the Company.

8. To fulfill other obligations as prescribed by applicable laws.

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

1. The General Meeting of Shareholders is composed of all shareholders with voting rights, which is the highest decision-making body of the Company. Annual General Meeting of Shareholders shall be held once a year and within 04 (four) months from the end of the fiscal year. Unless otherwise provided in the Company's Charter, the Board of Directors shall decide to extend the annual General Meeting of Shareholders if necessary, but not later than 06 (six) months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may convene an extraordinary meeting. The venue of the meeting of the General Meeting of Shareholders is determined as the place where the chairperson attends the meeting and must be in the territory of Vietnam.
2. The Board of Directors shall hold to convene the annual General Meeting of Shareholders and selected appropriate locations. The annual General Meeting of Shareholders shall decide issues in accordance with law and the Company's Charter, particularly through the audited annual financial statements. In case the Company's annual financial statements audit report contains material exceptions, conflicting opinions or refuses, the Company must invite representatives of the approved auditing organizations to audit the Company's financial statements attending the annual General Meeting of Shareholders and the representative of the approved audit organization mentioned above are responsible for attending the annual General Meeting of Shareholders of the Company.
3. The Board of Directors shall convene the 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, the Board of Supervisors is less than the minimum number of members as prescribed by law;
  - c) Upon request of a shareholder or a group of shareholders as provided for in Clause 2, Article 115 of the Law on Enterprises; the request to convene a meeting of the General Meeting of Shareholders must be made in writing, clearly stating the reason and purpose of the meeting, with enough signatures of the shareholders concerned or the written request is made in many documents and gather enough signatures of related shareholders;
  - d) Upon request of the Board of Supervisors;
  - đ) Other cases are under the provisions of law and this Charter.
4. Convening the extraordinary General Meeting of Shareholders:
  - a) The Board of Directors shall convene the General Meeting of Shareholders for a period of 60 (sixty) days from the date that remaining members of the Board of Directors or Supervisors as stipulated in point b of clause 3 of this Article or as required by clauses c and d of clause 3 of this Article;
  - b) In case the Board of Directors does not convene General Meeting of Shareholders as defined in point a Clause 4 of this Article, within 30 (thirty) days, the Board of Supervisors must replace the Board of Directors to convene General Meeting of Shareholders in accordance with Clause 3 of Article 140 of the Law on Enterprises;

- c) If the Board of Supervisors fails to convene a meeting of the General Meeting of Shareholders as prescribed at clauses b, Clause 4 of this Article, a shareholder or a group of shareholders defined at clauses c, Clause 3 of this Article may request a representative of the Company to convene the General Meeting of Shareholders in accordance with the Law on Enterprises;

In this circumstance, the shareholders or group of shareholders convening the General Meeting of Shareholders may propose the business registration agency to supervise the order and procedures for convening, carry out the meeting and issuing the decision of the General Meeting of Shareholders. All expenses for convening and conducting the General Meeting of Shareholders will be reimbursed by the Company. The costs shall not include costs incurred by the shareholders when attending the General meeting of shareholders, including accommodation and travel costs.

- d) Procedures for organizing the General Meeting of Shareholders under 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) To pass the development orientation of the Company;
  - b) To decide on the type of shares and the total number of shares of each type to be offered for sale; decide the annual dividend rate for each class of shares;
  - c) To elect, dismiss or remove members of the Board of Directors and Supervisor;
  - d) To decide on investments or the sale of assets with a value equal to or exceeding 35% of the total asset value as recorded in the Company's most recent financial statements;
  - đ) To decide to amend and supplement the Company's Charter;
  - e) To approve the annual financial statements;
  - g) To decide to buy back more than 10% of the total number of sold shares of each type;
  - h) To consider and handle violations by members of the Board of Directors and Supervisors, causing damage to the company and its shareholders;
  - i) To decide on the reorganization and dissolution of the Company;
  - k) To decide the budget or the total remuneration, bonus and other benefits for the Board of Directors, Board of Supervisors;
  - l) To approve the Internal Regulations on Corporate Governance; Regulation on operation of the Board of Directors, Board of Supervisors;
  - m) To approve the list of approved auditing firms; decide that the auditing company is approved to inspect the company's operations, dismiss the approved auditor when deeming it necessary;
  - n) Other rights and obligations prescribed by law.
2. The General Meeting of Shareholders approves the following matters:
  - a) The Company's annual business plan;
  - b) Audited annual financial statements;
  - c) Reports of the Board of Directors on the governance and results of operations of the Board of Directors and each member of the Board of Directors;
  - d) Report of the Board of Supervisors on the business results of the Company, the results of operations of the Board of Directors, the General Director;

- d) The self-assessment report on the operation results of the Board of Supervisors and each of Supervisors;
  - e) The dividend rate for each share of each class;
  - g) The number of members of the Board of Directors, Board of Supervisors;
  - h) The election, dismissal, and removal of members of the Board of Directors and Supervisors;
  - i) Decision on the budget or the total remuneration, bonus and other benefits for the Board of Directors, the Board of Supervisors;
  - k) Approval of the list of approved auditing firms; decide that the auditing company is approved to examine the company's operations when deeming it necessary;
  - l) Supplements and modification of the Company's Charter;
  - m) Types of shares and the number of new shares will be issued to each type of shares and the transfer of shares of founding members within the first three (03) years from the incorporation date;
  - n) Division, separation, consolidation, combination or conversion of the Company;
  - o) Reorganization and dissolution (liquidation) of the Company and appointment of liquidators;
  - p) Decisions on investments or the sale of assets with a value equal to or exceeding 35% of the total asset value as recorded in the Company's most recent financial statements;
  - q) Decisions on the repurchase of more than 10% of the total number of sold shares of each type;
  - r) The Company signed contracts with the persons specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total value of assets of the Company recorded in the financial statements taken place at the most recent audit;
  - s) Approving transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities<sup>(1)</sup>, except for the provision of loans or guarantees to related organizations of members of the Board of Directors, Supervisors, the General Director, other managers where the Company and such organization are companies within the same group or companies operating in a group of companies, including parent company–subsidiary, economic group, which are approved by the Board of Directors;
  - t) Approval of the Internal Regulations on corporate governance, the Regulation on operations of the Board of Directors, the Regulation on operation of the Board of Supervisors;
  - u) Other issues as prescribed of the law and this Charter.
3. All resolutions and the issues put on the meeting agenda have to be discussed and voted at the General Meeting of Shareholders.

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

- 1. A shareholder or an authorized representative of an institutional shareholder may attend the meeting in person or authorize one or more other individuals or organizations to attend the

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<sup>(1)</sup>Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020 is amended and supplemented by Clause 84, Article 1 of Decree No. 245/2025/ND-CP dated September 11, 2025.

meeting or attend the meeting through one of the methods prescribed in clause 3 Article 144 of the Law on Enterprises.

2. The authorization for representative as individuals, organizations to attend the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be made in writing. The authorization document shall be made in accordance with civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual/organization, the number of shares authorized, the authorization contents, the scope of authorization, and the signatures of the authorizing party and the authorized party.

The authorized person attending the General Meeting of Shareholders must submit the authorization document upon registration for attendance. In case of re-authorization, the meeting attendee must additionally present the original authorization document of the shareholder or the authorized representative of the institutional shareholder (if not previously registered with the Company).

3. The voting ballot of the person authorized to attend the meeting within the scope of authorization is still valid when one of the following occurs except:
  - a) The principal dies, or his capacity for civil acts is lost or is restricted;
  - b) Authorizers cancel the appointment of authorization;
  - c) Authorizers revoke the authority of person performing the authorization.

This provision does not apply in case the Company receives a notice of one of the above events before the opening time of the General Meeting of Shareholders or before the meeting is re-convened.

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

1. Any amendment or revocation of the special rights attached to a class of preference shares shall take effect only if approved by shareholders representing no less than 65% of the total voting shares of all shareholders attending and voting at the meeting. Resolution of the General Meeting of Shareholders on the content that adversely changes the rights and obligations of shareholders who own preference shares shall only be approved if it is approved by the number of preference shares of the same class attending the meeting owning 75% of the total number of such preference shares or more or approved by preference shares of the same class owning 75% or more of that class of preference shares in case of passing a resolution in the form of consulting opinion in writing.
2. The organization of meetings of shareholders holding the type of preference shares to approve change the above-mentioned rights is only valid if there is at least two (02) shareholders (or their authorized representatives) holding at least one third (1/3) of the par value of such type of preferred shares issued. In case insufficient number of delegates as above, the meeting will be reorganized within thirty (30) days thereafter and shareholders of such type of shares (regardless of the number of people and number of shares) are present in person or through authorized representatives are considered sufficient number of delegates as required. At the meeting of shareholders holding foresaid preference shares, shareholders of such type of shares present in person or through representatives may request a secret ballot. Each share of the same type has equal voting rights at the meetings mentioned above.
3. The procedures for conducting such separate meetings are carried out similar to the provisions of Article 19, Article 20 and Article 21 of this Charter.
4. Unless the terms of issuance of shares stated differently, the special rights associated with the type of shares having preferential rights for some or all of the issues related to the sharing of profits or assets the Company will not be changed when the Company issued additional shares of the same type.

**Article 18. Convene the meeting, the meeting agenda and the notice of General Meeting of Shareholders**

1. The Board of Directors convenes the annual and extraordinary General Meeting of Shareholders. The Board of Directors convenes an extraordinary meeting of the General Meeting of Shareholders according to the cases specified in Clause 3, Article 14 of this Charter.
2. The convening person of the General Meeting of Shareholders shall perform the following tasks:
  - a) Preparing a list of shareholders eligible to participate and vote at the General Meeting of Shareholders. The list of shareholders eligible to participate in the General Meeting of Shareholders shall be made not more than 10 (ten) days prior to the initiation of the General Meeting of Shareholders; The Company must disclose information on the making of the list of shareholders entitled to attend the meeting of the General Meeting of Shareholders at least 20 (twenty) days prior to the final registration date.
  - b) Preparing the meeting agenda and contents;
  - c) Preparing documents for the General Meeting of Shareholders;
  - d) The draft resolution of the General Meeting of Shareholders according to the proposed content of the meeting;
  - d) Defining time and venue for the General Meeting of Shareholders;
  - e) Notifying and sending notices on the General Meeting of Shareholders to all shareholders entitled to attend the meeting;
  - g) Other work for the General Meeting of Shareholders.
3. The notice of invitation to the meeting of the General Meeting of Shareholders is sent to all shareholders by a means to ensure that the contact address of the shareholder is reached, and at the same time announced on the website of the Company and the State Securities Commission, the Stock Exchange where the Company's shares are listed or registered for trading. The convenor of the meeting of the General Meeting of Shareholders must send the meeting invitation to all shareholders in the list of shareholders entitled to attend the meeting at least 21 (twenty-one) days before the opening date of the meeting (from the date the notice is sent or duly transferred). The agenda of the General Meeting of Shareholders, documents related to issues to be voted at the meeting shall be sent to the shareholders and/or posted on the Company's website. In cases where the documents are not enclosed with the notice of the General Meeting of Shareholders, the notice of invitation to the meeting must clearly indicate the path to the entire meeting documents for access by shareholders, including:
  - a) The agenda, documents used in the meeting;
  - b) Voting ballot;
  - c) Draft resolutions for each issue in the agenda.
4. Shareholders or group of shareholders mentioned in the Clause 2, Article 12 of this Charter may entitle to propose the issues included into the meeting agenda of General Meeting of Shareholders. The proposal must be in writing and must be sent to the Company at least 07 (seven) working days before the meeting's opening date. The proposal must clearly state the name of the shareholder, the number of shares of each type of shareholder, and the proposed issues to be included in the meeting agenda.
5. The convening person of the General Meeting of Shareholders is entitled to refuse proposals relating to Clause 4 of this Article in the following cases:
  - a) The proposal was sent in contravention of the provisions of Clause 4 of this Article;

- b) At the time of the proposal, the shareholder or group of shareholders does not hold 5% of the ordinary shares or more as prescribed in Clause 2 Article 12 of this Charter;
  - c) The proposed issue does not belong within the competence of the General Meeting of Shareholders to discuss and adopt;
  - d) Other cases are under the provisions of law and this Charter.
6. The convener of the General Meeting of Shareholders must accept and include the proposals specified in Clause 4 of this Article into the draft agenda and contents of the meeting, except for the case specified in Clause 5 of this Article; proposals are officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

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

1. A meeting of the General Meeting of Shareholders is conducted when the number of attending shareholders represents more than 50% of the total number of voting shares.
2. If the first meeting is not eligible to be conducted under the provisions of Clause 1 of this Article, it shall be convened for the second time within a period of 30 (thirty) days from the date planned for the first meeting. The second General Meeting of Shareholders is conducted when the number of attending shareholders represents 33% of the total number of voting shares or more.
3. In case the second meeting is not eligible to be held under Clause 2 of this Article, the invitation to the third meeting must be sent within 20 (twenty) days from the intended date of the second meeting. The third meeting of the General Meeting of Shareholders is conducted regardless of the total number of voting shares of the attending shareholders.

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

1. Before the opening of the meeting, the Company has to perform the registration procedures of shareholders and has to perform the registration until the shareholders entitled to attend the meeting present have been registered fully in the following order:
  - a) When conducting the register of shareholders, the Company issued voting card to each shareholder or the voting authorized representative, on which the registration number, full name of the shareholders, full name of the authorized representatives and the number of voting shares of such shareholders. General Meeting of Shareholders discuss and vote on each issue in the agenda. Voting is conducted by voting for, against and without opinion. The Chairperson shall announce the results of the voting counts immediately prior to the closing of the meeting. The General Meeting shall elect the persons responsible for counting votes or supervising the counting of votes at the proposal of the Chairperson. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders at the proposal of the Chairperson of the meeting;
  - b) Shareholder, authorized person of the institutional shareholder or authorized persons who arrive after the meeting has opened have the right to immediately register and then have the right to participate and vote at the general meeting immediately after registration. The Chairperson does not responsible for delaying the meeting for shareholders lately registering and the validity of the previously voted contents has not changed.
2. The election of Chairperson, secretary and vote counting committee is stipulated as follows:
  - a) The Chairperson of the Board of Directors is the Chairperson or authorize another member of the Board of Directors to be the Chairperson of the meeting of the General Meeting of Shareholders convened by the Board of Directors. If the chairperson is absent or temporarily incapable of working, the remaining members of the Board of

- Directors shall elect one of them to act as the chairperson of the meeting based on the principle of majority vote. If a chairperson of the meeting cannot be elected, the Head of the Board of Supervisors shall preside over the process for the General Meeting of Shareholders to elect a Chairperson of the meeting from among the attendees, and the person receiving the highest number of votes shall act as the chairperson of the meeting.
- b) Except for the case specified at Point a of this Clause, the person who signed the document convening the General meeting of shareholders shall manage for the General meeting of shareholders to elect a chairperson of the meeting and the person with the highest number of votes shall act as chairperson of the meeting.
  - c) The chairperson shall appoint one or several persons to act as secretary of the meeting;
  - d) The General Meeting of Shareholders shall elect one or several persons to attend the vote counting committee at the proposal of the chairperson of the meeting;
3. The agenda and content of the meeting must be approved by the General Meeting of Shareholders in the opening session. The agenda must specify in detail the time applicable to each issue in the contents of the agenda for the meeting.
  4. The chairperson of the meeting has the right to take necessary and reasonable measures to run the meeting of the General Meeting of Shareholders in an orderly, correct manner according to the approved program and reflect the wishes of the majority of participants.
    - a) Arrange seats at the meeting venue of the General Meeting of Shareholders;
    - b) Ensure the safety of everyone present at the venue;
    - c) Facilitate shareholders to attend (or continue attendance) the General Meeting. The person who convenes the General Meeting of Shareholders is entitled to change the foresaid measures and apply all necessary measures. The measures applied may include providing entry cards or using any other forms of choice.
  5. Shareholders' General Meeting to discuss and vote on each issue in the program content. Voting is conducted by voting for, against and without opinion. The chairperson shall announce the results of the voting counts immediately prior to the closing of the meeting.
  6. A shareholder or an authorized person attending the meeting after the opening meeting is still registered and has the right to vote immediately after registration; in this case, the validity of the previously voted content does not change;
  7. The convenor or chair of the meeting of the General Meeting of Shareholders has the following rights:
    - a) Request all participants to be inspected or other legal and reasonable security measures;
    - b) Request the competent authority to maintain the order of the meeting; expel those who do not comply with the executive powers of the chair, intentionally disrupt order, prevent normal progress of the meeting or fail to comply with the requirements of security checks from the meeting of General Meeting of Shareholders;
  8. The chairperson has the right to postpone a meeting of the General Meeting of Shareholders with a sufficient number of registered people to attend the meeting for a maximum of no more than 03 (three) working days from the date the meeting is intended to open and may only postpone or change the meeting place in the following cases:
    - a) The meeting location does not have enough seats for all participants;
    - b) The information facilities at the venue do not guarantee the attending shareholders to participate in, discuss and vote;
    - c) Having participants in the meeting obstructs, disturbs the order and threatens to prevent the meeting from being conducted fairly and legally.

9. In case the chairperson postpones or suspends the meeting of the General Meeting of Shareholders contrary to the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person among the attendees to replace the chairperson to run the meeting until at the end; All resolutions passed at that meeting are effective for implementation.
10. In case the Company applies modern technology to organize the General Meeting of Shareholders through an online meeting, the Company is responsible for ensuring that shareholders attend and vote in the form of electronic or otherwise as prescribed in Article 144 of the Law on Enterprises and Clause 3 Article 273 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities.

**Article 21. The conditions for resolutions of the General Meeting of Shareholders shall be approved**

1. Resolutions on the following matters shall be adopted if approved by shareholders representing 65% or more of the total number of voting shares of all shareholders attending and voting at the meeting, except for the case specified in Clauses 3, 4 and 6 of Article 148 of the Law on Enterprises:
  - a) Types of shares and total number of shares of each type;
  - b) Change of business lines and fields;
  - c) Change of the Company's organizational structure;
  - d) Investment projects or asset sales with a value of 35% or more of the total value of assets recorded in the latest financial statements of the Company;
  - đ) Restructuring or dissolution of the Company;
  - e) Other matters prescribed by the Company's Charter.
2. Resolutions are passed when the number of shareholders owning more than 50% of the total number of voting shares of all attending shareholders and voting at the meeting, except for the cases specified in Clause 1 of this Article and Clauses 3, 4 and 6 of Article 148 of the Law on Enterprises.
3. Resolutions of the General Meeting of Shareholders passed by 100% of the total number of voting shares are legal and effective even when the order, procedures for convening and approving such resolutions violate regulations of the Law on Enterprises and company's Charter.

**Article 22. Competence and modalities collecting opinions in writing from shareholders to adopt resolutions of the General Meeting of Shareholders**

Competence and modalities collecting opinions in writing from shareholders to adopt resolutions of the General Meeting of Shareholders shall comply with the following provisions:

1. When deemed necessary for the Company's interests, the Board of Directors has the right to seek shareholders' written opinions to pass all resolutions within the authority of the General Meeting of Shareholders.
2. Board of Directors prepares opinion sheets, draft resolutions of the General Meeting of Shareholders, the documents explaining the draft resolution and send to all shareholders with voting rights at least 10 (ten) days before the deadline to return the written opinion form. The request and the manner of sending the opinion form and attached documents shall be implemented in accordance with clause 3 of Article 18 of this Charter.
3. An opinion sheet must contain the following main contents:
  - a) Name, headquarter, code of company;

- b) Purpose of collection of opinions;
  - c) Full name, contact address, nationality, number of legal papers of the individual in respect of shareholder being an individual; Name, business number or legal document number of the organization, address of the head office for shareholders being the organization or full name, contact address, nationality, number of legal papers of the individual for with representatives of shareholders being organizations; number of shares of each class and number of voting shares of the shareholder;
  - d) The issues should consult to adopt decisions;
  - d) Voting options comprising agreement, disagreement and having no idea on each issue needing to take opinion;
  - e) Deadline for sending to the Company answered opinion forms;
  - g) Full name and signature of the Chairperson of the Board of Directors.
4. Shareholders can send the answered opinion form to the Company by mail, fax or email according to the following provisions:
- a) In case of sending mail, the completed written opinion form must bear the signature of a shareholder being an individual, and of the authorized representative or of the legal representative of a shareholder being an organization. Written opinion form which are returned to the company must be in a sealed envelope and no one shall be permitted to open the envelope prior to counting of the votes;
  - b) In case of sending fax or email, the opinion forms sent to the Company must be kept confidential until the time of counting votes;
  - c) Opinion forms returned to the company after the deadline specified in the content of the opinion form or have been opened in case of sending letters and disclosed in case of sending faxes, emails are invalid. The opinion form not sent back are considered as not voting;
5. The Board of Directors counts the votes and prepares minutes of the vote count and in the presence of the Board of Supervisors or shareholders not holding managerial positions in the company. Minutes of the counting of votes shall have the following major contents:
- a) Name, headquarter, code of company;
  - b) The purposes and the issues needing to take opinions to adopt resolutions;
  - c) Number of shareholders with total numbers of voting shares who have participated in the vote, classifying the votes into valid and invalid, and the method of sending voting ballots, including an appendix being a list of the shareholders who participated in the vote;
  - d) Total number of votes for, against and abstentions on each matter voted upon;
  - d) Any issues which have been approved and the proportion of votes approved.
  - e) Full name and signatures of the Chairperson of the Board of Directors, the counters and the person supervising the vote counting.
- Members of the Board of Directors, the counters and the supervisor on the vote counting shall be jointly responsible for the truthfulness and accuracy of the minutes of vote counting; jointly liable for the damages arising from the decisions adopted by the vote counting untruthful or inaccurate.
6. The vote counting minutes and resolutions must be sent to shareholders within 15 (fifteen) days from the end of the vote counting. The sending of minutes of counting votes and resolutions can be replaced by posting on the electronic information of the Company within 24 hours from the end of vote counting.

7. The answered opinion forms, the minutes of vote counting, the adopted resolutions and relevant documents attached to the answered opinion forms must be kept at the head office of the Company.
8. The resolution is passed by way of collecting shareholders' opinions in writing if it is approved by the number of shareholders holding more than 50% of the total number of votes of all shareholders with voting rights and has the same validity as the resolution passed at the General Meeting of Shareholders.

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

1. The General Meeting of Shareholders must be recorded in minutes and may be recorded or recorded and kept in another electronic form. The minutes must be made in Vietnamese, may be made in foreign languages and contain the following principal contents:
  - a) Name, headquarter, code of company;
  - b) Time and location of the General Meeting of Shareholders;
  - c) Meeting agenda and contents;
  - d) Full name of the chairperson and secretary;
  - đ) Summarize the meeting's progress and opinions expressed at the General Meeting of Shareholders on each issue in the agenda;
  - e) Number of shareholders and the total number of votes of the shareholders attending the meeting, appendix of shareholder registration list, representatives of shareholders attending the meeting representing the respective number of stocks and votes;
  - g) Total number of votes for each voting issue, clearly stating the voting method, the total number of valid, invalid, approving, disapproving and abstaining votes; the corresponding ratio on the total votes of attending shareholders;
  - h) Approved issues and corresponding ratios of votes;
  - i) Full names and signatures of the chairperson and the secretary. If the chairperson or secretary refuses to sign the meeting minutes, this minutes shall be effective if it is signed by all other members of the Board of Directors attending the meeting and fully contain the contents as prescribed in this clause. The minutes of the meeting clearly state the refusal of the chairperson and secretary to sign the minutes of the meeting.
2. Minutes of the General Meeting of Shareholders must be completed and approved before the meeting ends. The chairperson and secretary of the meeting or another person who signs in the minutes of the meeting must be jointly responsible for the truthfulness and accuracy of the content of the minutes.
3. The minutes which are prepared in Vietnamese and minutes which are prepared in a foreign language shall be of equal legal validity. In case of differences in the contents of minutes in Vietnamese and a foreign language, the contents of the Vietnamese minutes shall prevail.
4. Minutes of the General Meeting of Shareholders must be published on the Company's website within 24 (twenty four) hours or sent to all shareholders within 15 (fifteen) days from the end date of the meeting.
5. Resolutions and minutes of the General Meeting of Shareholders, the annexed list of shareholders registering to attend the meeting, and relevant documents enclosed with the meeting invitation notice must be kept at the Company's head office.

#### **Article 24. Request of cancellation of the resolution of the General Meeting of Shareholders**

Within 90 days from the date of receipt of the resolution and minutes of the meeting of the General Meeting of Shareholders or the minutes of counting votes results to collect opinions of the General Meeting of Shareholders, shareholders, groups of shareholders as stipulated in Clause 2 Article

115 of the Law on Enterprises may request the Court or Arbitration to consider or cancel a resolution or a part of a resolution of the General Meeting of Shareholders in the following circumstances:

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 for the case specified in Clause 3, Article 21 of this Charter.
2. Contents of the resolution violate the law or this Charter.

## **VII. BOARD OF DIRECTORS**

### **Article 25. Nomination, candidacy of members of the Board of Directors**

1. If the candidate for the Board of Directors has been identified, the Company must disclose information related to the candidates at least 10 (ten) days before the opening date of the General Meeting of Shareholders on the website of the Company so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must have a written commitment to the truthfulness and accuracy of the published personal information and must commit to perform duties honestly, carefully and in the best interests of the Company if elected as a member of the Board of Directors. Information related to the candidates for members of the Board of Directors include:
  - a) Full name, date of birth;
  - b) Qualification;
  - c) Working process;
  - d) Other managerial positions (including titles of the Board of Directors of other companies);
  - d) Benefits related to the Company and its related parties;
  - e) Other information (if any) in accordance with the Company's Charter;
  - f) A public company is responsible for disclosing information about the companies that the candidate is holding the position of member of the Board of Directors, other managerial positions and company-related interests of the candidates for the Board of Directors (if any).
2. A shareholder or group of shareholders owning 10% or more of the total number of ordinary shares has the right to nominate candidates to the Board of Directors in accordance with this Article. A shareholder or group of shareholders holding from 10% to less than 20% of the total voting shares may nominate up to 01 candidate; from 20% to less than 30% may nominate up to 02 candidates; from 30% to less than 40% may nominate up to 03 candidates; from 40% to less than 50% may nominate up to 04 candidates; from 50% to less than 60% may nominate up to 06 candidates; from 60% to less than 70% may nominate up to 08 candidates; from 70% to less than 80% may nominate up to 09 candidates; from 80% may nominate up to 10 candidates.
3. In case the number of candidates for the Board of Directors through nomination and candidacy is still insufficient, the incumbent Board of Directors shall introduce additional candidates or nominate organization in accordance with the company's charter, internal corporate governance regulations and operating regulations of the Board of Directors. The incumbent Board of Directors' introduction of more candidates must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors according to regulations of the Law.
4. Members of the Board of Directors must satisfy the criteria and conditions specified in Clauses 1 and 2, Article 155 of the Law on Enterprises and this 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 shall be at least 05 (five) persons and at most 11 (eleven) persons.
2. The tenure of a member of the Board of Directors shall not exceed five (5) years and may be re-elected for an unlimited number of tenures. An individual may only be elected as an independent member of the Board of Directors of a company for no more than 02 consecutive terms. In case all members of the Board of Directors come to an end of their term, those members will continue to be members of the Board of Directors until a new member is elected to replace and take over the work.
3. The composition of the Board of Directors is as follows:
  - 3.1 Regarding non-executive members of the Board of Directors: the number of non-executive members of the Board of Directors of a public company must comply with the following:
    - a) There must be at least 01 non-executive member in case the Company has from 03 to 05 members of the Board of Directors;
    - b) There must be at least 02 non-executive members in case the Company has from 06 to 08 members of the Board of Directors;
    - c) There must be at least 03 non-executive members in case the Company has from 09 to 11 members of the Board of Directors.

The Company limits the maximum number of members of the Board of Directors who concurrently hold the executive positions of the Company to ensure the independence of the Board of Directors.

- 3.2 Regarding independent members of the Board of Directors: for a listed company, the total number of independent members of the Board of Directors must comply with the following:
    - a) There must be at least 01 independent member in case the company has from 03 to 05 members of the Board of Directors;
    - b) There must be at least 02 independent member in case the company has from 06 to 08 members of the Board of Directors;
    - c) There must be at least 03 independent member in case the company has from 09 to 11 members of the Board of Directors;
4. A member of the Board of Directors shall no longer be a member of the Board of Directors in case he/she is dismissed, removed from office, replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.
5. The appointment of members of the Board of Directors must be disclosed in accordance with the law on information disclosure on the stock market.
6. Members of the Board of Directors are not necessarily shareholders of the Company.

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

1. Board of Directors is the the body managing the Company and shall have full authority to make decisions, exercise the rights and discharge the obligations of the Company, except for the rights and obligations do not fall within the authority of the General Meeting of Shareholders.
2. Rights and obligations 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 obligations:

- a) To decide the company's medium-term development strategies and plans and annual business plans of the Company;
- b) To recommend the type of shares and the total number of shares of each class to be offered for sale;
- c) To decide on the sell unsold shares within the scope of the number of shares offered for sale of each type; decide to mobilize capital in other forms;
- d) To make decisions on the offering price of shares and bonds of the Company;
- đ) To decide on the share repurchase in accordance with Clauses 1 and 2, Article 133 of the Law on Enterprises, except where the Law on Securities provides otherwise;
- e) To decide investment plans and investment projects within competence and limits as prescribed by law;
- g) To make decisions on solutions for market development, marketing and technology;
- h) To approve purchase, sale, loan, loan and contract, other transactions with a value of 35% or more of the total asset value recorded in the most recent financial statements of the Company, unless contracts, transactions under the jurisdiction of General Meeting of Shareholders as prescribed at Point d, Clause 2, Article 138, Clause 1 and Clause 3, Article 167 of the Law on Enterprises;
- i) To approve contracts and transactions to grant loans or guarantees to related organizations of members of the Board of Directors, Supervisors, the General Director, other managers where the Company and such organization are companies within the same group or companies operating in a group of companies, including parent company–subsidiary, economic group;
- k) To approve contracts and transactions for loans and guarantees between the Company and its subsidiary, except for contracts and transactions falling under the decision-making authority of the General Meeting of Shareholders in accordance with law and the Company's Charter;
- l) To approve contracts and transactions with a value less than 35% of the total asset value stated in the latest financial statements between the Company and one of the following subjects: Members of the Board of Directors, Supervisors, the General Director, other managers and related persons of these subjects; shareholders and authorized representatives of shareholders owning more than 10% of the total ordinary share capital of the company and their related persons; enterprises related to the subjects specified in Clause 2, Article 164 of the Law on Enterprises;
- m) To elect, dismiss and remove the Chairperson of the Board of Directors; appoint, dismiss, sign the contract, terminate the contract with the General Director and other important managers prescribed by the company's charter; decide the salaries, remuneration, bonuses and other benefits of those managers; appoint authorized representatives to participate in the Board of Members or the General Meeting of Shareholders in other companies, decide the remuneration and other benefits of such people;
- n) To supervise and direct the General Director and other managers in running the day-to-day business of the Company;
- o) To decide the organizational structure, internal management regulations of the company, decisions on the establishment of subsidiaries, branches, representative offices, and capital contribution and share purchase of other enterprises;

- p) To approve the program and contents of documents serving the meeting of the General Meeting of Shareholders, convening the General Meeting of Shareholders, or collecting opinions for approval of the General Meeting of Shareholders;
  - q) To submit annual audited financial statements to the General Meeting of Shareholders;
  - r) To recommend the dividend rates to be paid, to make decisions on the time-limit and procedures for payment of dividends or for dealing with losses incurred in the business operation;
  - s) To propose the reorganization, dissolution and bankruptcy of the company;
  - t) To decide on the issuance of the Regulations on the operation of the Board of Directors and the Internal Corporate Governance Regulations after approval by the General Meeting of Shareholders; to decide on the issuance of Internal Audit Regulations and Information Disclosure Regulations of the Company;
  - u) Other rights and obligations in accordance with the Law on Enterprises, Law on Securities, other law provisions and the Company's Charter.
3. The Board of Directors must report to the General Meeting of Shareholders on the Board of Directors' operating results at the annual General Meeting of Shareholders in accordance with law.

**Article 28. Remuneration, bonuses and other benefits of members of Board of Directors**

- 1. The Company has the right to pay remuneration and bonuses to members of the Board of Directors according to business results and efficiency.
- 2. Members of the Board of Directors are entitled to remuneration and bonuses. Remuneration for work is calculated according to the number of working days necessary to fulfill the duties of the members of the Board of Directors and the daily remuneration rate. The Board of Directors shall estimate the remuneration for each member on the principle of agreement. The total remuneration and bonus of the Board of Directors will be decided by the General Meeting of Shareholders at the annual meeting;
- 3. Remuneration of each member of the Board of Directors shall be included in the business expenses of the Company in accordance with the law on corporate income tax and must be expressed separately in the annual financial statements of the Company, must report to the General Meeting of Shareholders at the annual meeting.
- 4. A member of the Board of Directors holding the executive position, or a member of the Board of Directors working for subcommittees of the Board of Directors or perform other tasks beyond the normal scope of duties of a member of the Board of Directors, may be paid additional remuneration in the form of a lump-sum payment, wages, percentage of profits, or other forms as decided by the Board.
- 5. Members of the Board of Directors may be paid all expenses for travel, accommodation, meals and other reasonable costs that they had to pay when implementing their obligations as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or subcommittees of the Board of Directors.
- 6. Members of the Board of Directors may be purchased liability insurance by the Company after obtaining approval from the General Meeting of Shareholders. This insurance does not include insurance for the responsibilities of the members of the Board of Directors related to the violation of the law and the Company's Charter.

**Article 29. Chairperson, Vice Chairperson of the Board of Directors**

- 1. The Chairperson and Vice Chairperson of the Board of Directors shall be elected, dismissed, and removed by the Board of Directors from among the members of the Board of Directors.

2. The Chairperson of the Board of Directors cannot concurrently hold the position of the General Director.
3. The Chairperson of the Board of Directors has the following rights and obligations:
  - a) To prepare the agenda and operational plans of the Board of Directors;
  - b) To prepare the agenda, contents, and documents for meetings; to convene, preside over, and act as chairperson of meetings of the Board of Directors;
  - c) To organize the approval of resolutions and decisions of the Board of Directors.
  - d) To supervise the implementation of the resolutions and decisions of the Board of Directors;
  - đ) To act as chairperson of meetings of the General Meeting of Shareholders;
  - e) Other rights and obligations as stipulated in the Law on Enterprises and the Company's Charter.
4. In case the Chairperson or Vice Chairperson of the Board of Directors submits a resignation or is dismissed or removed from office, the Board of Directors must elect a replacement within ten (10) days from the date of receipt of the resignation or dismissal or removal application.
5. In case the Chairperson of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize in writing the Vice Chairperson or another member to perform the rights and obligations of the Chairperson of the Board of Directors. In case no authorized person or the Chairperson of the Board of Directors dies, is missing, is detained, is serving a prison sentence, is serving administrative handling measures at a compulsory detoxification establishment, compulsory education, fleeing from residence, restricted or incapacitated civil acts, having difficulties in cognition or behavior control, being banned by the Court from holding certain posts, practicing professions or doing certain tasks, the remaining members elect one of the members to hold the position of Chairperson of the Board of Directors on the principle that the majority of the remaining members agree until a new decision of the Board of Directors is issued.

#### **Article 30. Meeting 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 within 07 working days from the end of the Board of Directors election for that term. This meeting is convened and chaired by the member with the highest number of votes or the highest percentage of votes. If there is more than one member with the highest or equal number of votes or votes, the members shall vote on the principle of majority to select one of them to convene a meeting of the Board of Directors.
2. The Board of Directors must meet at least once (01) a quarter and may hold an extraordinary meeting.
3. The Chairperson of the Board of Directors convenes a meeting of the Board of Directors in the following cases:
  - a) At the request of the Board of Supervisors or independent member of the Board of Directors;
  - b) At the request of the General Director or at least 05 other managers;
  - c) On the request of at least two members of the Board of Directors;
  - d) Other cases as stipulated in the Company's Charter.
4. The proposal specified in Clause 3 of this Article must be made in writing, clearly stating the purposes, issues to be discussed and decisions within the competence of the Board of Directors.

5. The chairperson of the Board of Directors must convene a meeting of the Board of Directors within 07 (seven) working days from the date of receipt of the request mentioned in Clause 3 of this Article. If the chairperson fails to convene a meeting of the Board of Directors pursuant to a request, the chairperson of Board of Directors shall be liable for damage caused to the company; the person making the request shall have the right to replace chairperson of the Board of Directors in convening a meeting of the Board of Directors.

6. The Chairperson of the Board of Directors or the convener of the meeting of the Board of Directors must send a notice of meeting invitation no later than 03 (three) working days before the meeting date. The notice of invitation must specify the specific time and location of the meeting, the agenda and issues to be discussed and resolutions. The notice of invitation must be accompanied by documents to be used at the meeting and voting ballot for the members.

The invitation to the meeting of the Board of Directors can be sent by invitation letter, phone, fax, electronic means or other method prescribed by the Company's Charter and guaranteed to reach the contact address of each member of the Board of Directors registered at the Company.

7. The Chairperson of the Board of Directors or the convener shall send the notice of invitation and the attached documents to the Supervisors as for members of the Board of Directors.

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

8. Meetings of the Board of Directors shall be conducted where there are three quarters (3/4) or more of the total members attending. If the meeting is convened in accordance with this clause, the number of members attending the meeting as stipulated shall not be met, the second meeting shall be convened within 07 (seven) days from the date of the first meeting. In this case, the meeting shall be conducted if more than one member of the Board attends the meeting.

9. Members of the Board of Directors are considered to attend and vote at the meeting in the following cases:

- a) Attending and voting directly at the meeting;
- b) Authorize another person to attend the meeting as provided for in Clause 11 of this Article;
- c) Attending and voting via online conferences, electronic voting or other electronic forms;
- d) Send voting ballot to the meeting via mail, fax, or email.

10. In case of sending votes to meetings by mail, the votes must be in a sealed envelope and must be sent to the chairperson of the Board of Directors at least one (01) hour before the opening of the meeting. Voting cards may be opened only in the presence of all attendees.

11. A members must fully participate in all meetings of the Board of Directors. A member may authorize another person to attend the meeting and vote if the majority of members of the Board of Directors approve.

12. Resolutions, decisions of the Board of Directors approved by the majority of attending members; In cases where the number of votes is equal, the final decision shall belong to the side with the opinion of chairperson of the Board of Directors.

13. Meetings of the Board of Directors may be organized in the form of an online conference between members of the Board of Directors when all or some of the members are in different places, provided that each member attends meetings can:

- a) Listen to each other member of the Board of Directors at the meeting;

- b) Speak to all other participants concurrently. Discussion among members can be made directly by telephone or by other means of communication or a combination of these methods. A member of the Board of Directors attending such meeting shall be considered as "present" at the meeting. The meeting venue held under this regulation shall be the place where most of the members of the Board of Directors are present, or the place where the chairperson of the meeting is present.

Decisions adopted during a telephone conference are organized and conducted in a legal manner, effective immediately upon the conclusion of the meeting, but shall be affirmed by signatures in the minutes of all members of the Board of Directors attending this meeting.

#### **Article 31. Sub-committees of the Board of Directors**

1. The Board of Directors may establish subcommittees under it to be in charge of tasks assigned by the Board of Directors. The number of members of a subcommittee shall be decided by the Board of Directors or in accordance with relevant laws. The activities of subcommittees must comply with the regulations of the Board of Directors.
2. Execution of decisions of the Board of Directors, or sub-committees under the Board of Directors must comply with current law provisions and regulations of the Company's Charter, Internal regulations on corporate governance.

#### **Article 32. Person in charge of corporate governance**

1. The Board of Directors of the Company must appoint at least 01 person in charge of corporate governance to support corporate governance at the enterprise. The person in charge of corporate governance can concurrently act as the company secretary as prescribed in Clause 5 Article 156 of the Law on Enterprises.
2. The person in charge of corporate governance cannot concurrently work for an approved audit organization that is auditing the financial statements of the Company.
3. The person in charge of corporate governance has the following rights and obligations:
  - a) To advise the Board of Directors on the organization of the General Meeting of Shareholders in accordance with the regulations and related work between the Company and its shareholders;
  - b) To prepare meetings of the Board of Directors, the Board of Supervisors and the General Meeting of Shareholders at the request of the Board of Directors or the Board of Supervisors;
  - c) To advise on the procedures of the meetings;
  - d) To attend meetings;
  - d) To advise on procedures for the preparation of resolutions of the Board of Directors in compliance with applicable laws;
  - e) To provide financial information, copies of minutes of meetings of the Board of Directors and other information to members of the Board of Directors and member of the Board of Supervisors;
  - g) To monitor and report to the Board of Directors on disclosure of information of the company;
  - h) To act as the focal point for communication with stakeholders;
  - i) To maintain confidentiality of information in accordance with applicable laws and the Company's Charter;
  - k) To exercise other rights and perform other obligations as prescribed by applicable laws and the Company's Charter.

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

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

The management system of the Company must ensure that the management apparatus is responsible to the Board of Directors and is subject to the supervision and direction of the Board of Directors in the day-to-day business of the Company. The Company has a General Director, Deputy General Director, chief accountant and other management positions appointed by the Board of Directors. The appointment or dismissal or removal of the above-mentioned titles must be approved by resolutions and decisions of the Board of Directors.

### **Article 34. Corporate Executive**

1. The Executives of the Company include the General Director, Deputy General Director and Chief Accountant and other executives as provided for in the Company's Charter.
2. At the proposal of the General Director and approved by the Board of Directors, the Company may recruit other executives in accordance with the number and criteria in accordance with the structure and management regulations of the Company. Executive officers must be diligent to support the Corporation to achieve the objectives set in the operation and organization.
3. The General Director is paid salary and bonus. Salary and bonus of the General Director is decided by the Board of Directors.
4. The salary of the executive is included in the business expenses of the Company in accordance with the provisions of the law on corporate income tax, which is presented as a separate item in the annual financial statements of the Company and must report to the General Meeting of Shareholders at the annual meeting.

### **Article 35. Appointment, dismissal, tasks and powers of the General Director**

1. The Board of Directors appoints 01 (one) member of the Board of Directors or hires another person to be the General Director.
2. The General Director is the person who runs the day-to-day business of the Company; be subject to supervision by the Board of Directors; take responsibility before the Board of Directors and before law for the exercise of their assigned rights and obligations.
3. The term of office of the General Director shall not exceed 05 (five) years; can be re-appointed with unlimited number of terms. The General Director must meet standards and conditions as prescribed by law and the Company's Charter.
4. The General Director has the following rights and obligations:
  - a) To decide on contracts for purchase, sale, borrowing, lending, and other contracts and transactions with a value of less than 35% of the total asset value as recorded in the Company's most recent financial statements, except for those contracts and transactions falling under the decision-making authority of the General Meeting of Shareholders and the Board of Directors in accordance with the Company's Charter and the Law on Enterprises;
  - b) To decide on matters relating to the Company's day-to-day business operations which do not fall within the authority of the Board of Directors;
  - c) To organize the implementation of resolutions and decisions of the Board of Directors;
  - d) To organize the implementation of the Company's business plans and investment projects;
  - đ) To propose plans on the organizational structure and internal management regulations of the Company;

- e) To appoint, dismiss, and remove managerial positions within the Company, except for those positions falling under the authority of the Board of Directors;
  - g) To decide on salaries and other benefits for employees of the Company, including managers appointed by the General Director;
  - h) To recruit employees;
  - i) To propose plans for dividend distribution or handling of business losses;
  - k) To exercise other rights and perform other obligations as prescribed by applicable laws, the Company's Charter, and resolutions and decisions of the Board of Directors.
5. The Board of Directors may dismiss the General Director when the majority of the members of the Board of Directors have the right to vote for the meeting and appoint the new General Director to replace them.

## **IX. BOARD OF SUPERVISORS**

### **Article 36. Nomination, candidacy of Supervisors**

1. The nomination and candidacy of Supervisors shall be implemented in accordance with the provisions of Clauses 1 and 2, Article 25 of this Charter.
2. In case the number of candidates for the Supervisors through nomination and candidacy is not enough, the incumbent Board of Supervisors may nominate more candidates or hold a nomination in accordance with the Company's Charter, Internal regulations on corporate governance and Regulation on operations of the Board of Supervisors. The introduction of more candidates by the incumbent Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes to elect a Supervisor in accordance with the law.

### **Article 37. Constitution of Board of Supervisors**

1. The number of Supervisors is 03 (three) persons. The term of office of the Supervisor shall not exceed 05 (five) years and may be re-elected for an unlimited number of terms.
2. Supervisors must meet the criteria and conditions specified in Article 169 of the Law on Enterprises and do not fall into the following cases:
  - a) Working in the accounting and finance department of the Company;
  - b) Being a member or an employee of an independent auditing firm, audited the financial statements of the Company for 03 (three) consecutive years.
3. Supervisors are dismissed in the following cases:
  - a) No longer meet the criteria and conditions to act as a Supervisor as prescribed in Article 2 of this Article;
  - b) Such member submits the letter of resignation and approved;
  - c) Other cases as prescribed in this Charter.
4. Supervisors are dismissed in the following cases:
  - a) Failing to complete the assigned tasks or works;
  - b) Not exercising his or her rights and duties in 06 (six) consecutive months, except in force majeure;
  - c) Violate many times, seriously violate the obligations of Supervisor according to the provisions of the Law on Enterprises and the Company's Charter;
  - d) Other cases according to the resolution of the General Meeting of Shareholders.

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

1. The Head of the Board of Supervisors is elected by the Board of Supervisors from among the Supervisors; election, dismissal, and removal from office according to the majority rule. The Board of Supervisors must have more than half of the Supervisors residing in Vietnam. The Head of Board of Supervisors must have a university or higher degree in one of the majors in economics, finance, accounting, auditing, law, business administration or a major related to the business activities of the enterprise.
2. Rights and duties of Board of Supervisors:
  - a) To convene meetings of the Board of Supervisors;
  - b) To request the Board of Directors, the General Director, and other executives to provide relevant information for reporting to the Board of Supervisors;
  - c) To 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 39. Rights and obligations of the Board of Supervisors**

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

1. To propose and recommend that the General Meeting of Shareholders approve the list of approved auditing firms to conduct the audit of the Company's financial statements.
2. To be responsible to shareholders for their supervisory activities;
3. To supervise the Company's financial position and the compliance with laws in the operations of members of the Board of Directors, the General Director, and other managers.
4. To ensure coordination with the Board of Directors, the General Director, and shareholders.
5. In case of detecting acts of violating law or violating the charter of a member of the Board of Directors, General Director and other executives of the Company, the Board of Supervisors must notify in writing to the Board of Directors within forty eight (48) hours, request the violator to stop the violation and take remedial measures;
6. To formulate the Operating Regulations of the Board of Supervisors and submit them to the General Meeting of Shareholders for approval.
7. To report at the annual General Meeting of Shareholders in accordance with applicable laws.
8. To have the right to access the Company's files and documents kept at the head office, branches, and other locations; and to have the right to visit the workplaces of managers and employees of the Company during working hours.
9. To have the right to request the Board of Directors, its members, the General Director, and other managers to provide full, accurate and timely information and documents regarding the management, administration and business operations of the Company.
10. To exercise other rights and perform other obligations as prescribed by applicable laws and this Charter.

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

1. The Board of Supervisors must meet at least 02 (two) times a year; the number of Supervisors attending a meeting must be at least 2/3 of the total number of Supervisors of the Board of Supervisors. The meeting minutes of the Board of Supervisors are detailed and clear. The minute taker and the Supervisors attending the meeting must sign the meeting minutes. Minutes of meetings of the Board of Supervisors must be retained to determine the responsibility of each Supervisor.

2. The Board of Supervisors has the right to request members of the Board of Directors, General Director and representatives of the approved audit organization to attend and answer matters that need to be clarified.

**Article 41. Salary, remuneration, bonus and other benefits of the supervisors**

The salary, remuneration, bonus and other benefits of the Supervisors shall comply with the following provisions:

1. Supervisors are paid salaries, remuneration, bonuses and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders decides the total salary, remuneration, bonus, other benefits and annual operating budget of the Board of Supervisors.
2. Supervisors are paid for the cost of meals, accommodation, travel, the cost of using independent consulting services at reasonable rates. This total remuneration and expenses must not exceed the total 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 salary and operating costs of the Board of Supervisors shall be included in business expenses in accordance with provisions of the law on corporate income tax and other relevant legislation, and must be presented in a separate item in the annual financial statements of the Company.

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

Members of the Board of Directors, Supervisors, General Director and other executives shall be responsible for the performance of their duties, including duties as members of the subcommittees of the Board of Directors, to be honest, careful in the interests of the Company.

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

1. Members of the Board of Directors, Supervisors, General Directors and other managers must publicize related interests as stipulated in the Law on Enterprises and other provisions of law.
2. Members of the Board of Directors, Supervisors, General Director, other managers and related persons of these members are only allowed to use information obtained through their positions to serve the benefits of the Company.
3. Members of the Board of Directors, Supervisors, General Director and other managers are obliged to notify the Board of Directors and the Board of Supervisors in writing about the transactions between the Company, subsidiaries, and other companies whose charter capital is controlled by more than 50% of the Company or with that object itself or with related persons of that object in accordance with the provisions of law. For the above transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information on these resolutions in accordance with the Law on Securities on information disclosure.
4. Members of the Board of Directors shall not vote on transactions that confer benefits upon themselves or their related persons in accordance with the Law on Enterprises and the Company's Charter.
5. Members of the Board of Directors, Supervisors, General Director, other managers and related persons of these subjects are not allowed to use or disclose to others internal information to perform the related transaction.
6. The General Director must not be a related person of the Company's enterprise managers, Supervisors, state capital representatives, or the enterprise's capital representatives in the Company as stipulated at Point d, Clause 46, Article 4 of the Law on Securities.

7. Transactions between the Company and one or more members of the Board of Directors, Supervisors, General Director, other executives and individuals, organizations related to these subjects may not be disabled in the following cases:
  - a) For transactions with a value less than or equal to 35% of the total value of assets recorded in the most recent financial statements, the important contents of the contract or transaction as well as the relationships and interests of the members of the Board of Directors, Supervisors, General Director, other managers have been reported to the Board of Directors and approved by the Board of Directors by a majority of the votes of the members of the Board of Directors with no related interests;
  - b) For a transaction with a value greater than 35% or a transaction resulting in transaction value arising within 12 months from the date of making the first transaction valid from 35% or more of the total value of assets recorded in the most recent financial statements, important contents of this transaction as well as relationships and interests of members of the Board of Directors, Supervisors, General Director, other managers have been announced to shareholders and approved by the General Meeting of Shareholders by voting shares of shareholders with no related interests.

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

1. Members of the Board of Directors, Supervisors, General Director, other executives who violate their obligations, be honest and careful, fail to fulfill their obligations shall be responsible for damages caused by their violations.
2. The Company indemnifies persons who have been, are or may become a related party in claims, lawsuits or prosecutions (including civil and administrative cases and they are not lawsuits by the Company as the plaintiff) if that person has been or is a member of the Board of Directors, Supervisors, General Director, other executives, employees or authorized representatives of the Company who have been or are performing duties under the authorization of the Company, act honestly, prudently in the interests of the Company on the basis of compliance with the law and without evidence that such person has violated his responsibility.
3. Compensation costs include judgment costs, fines, actual payable payments (including attorneys' fees) when dealing with these cases within the framework of permitted by law. The company can purchase insurance for these people to avoid the above liability.

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

#### **Article 44. Right to lookup books and records**

1. Ordinary shareholders have the right to look up books and records, specifically as follows:
  - a) Ordinary shareholders have the right to review, look up and extract information about names and contacts in the list of shareholders with voting rights; request to correct their inaccurate information; review, look up, extract or copy the company's charter, minutes of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;
  - b) A shareholder or group of shareholders owning 05% or more of the ordinary shares or more has the right to consider, look up, extract the book of minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, contracts, transactions must be passed by the Board of Directors and other documents, except documents related to trade secrets or business secrets of the Company.
2. In case the authorized representative of a shareholder and a group of shareholders requests to look up the books and records, the power of attorney of the shareholder and the group of shareholders he represents or a notarized copy of the power of attorney must be attached.

3. Members of the Board of Directors, Supervisors, the General Director and other executives have the right to examine the Company's register of shareholders, list of shareholders, books, and other records for purposes related to their positions, provided that such information must be kept confidential.
4. The company must keep this Charter and versions of the additional revision Charter, the certificate of business registration, regulations, documents evidencing ownership of assets, the resolutions of the General Meeting of Shareholders and the Board of Directors, the minutes of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, the statements of the Board of Supervisors, the annual financial statements, bookkeeping's and any other documents under the provisions of law at head office or elsewhere with conditions as shareholders and business registration agencies are informed the location storing documents.
5. The Company's Charter must be published on the website of the company.

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

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

1. General Director must plan to be adopted by Board of Directors for the issues related to recruitment, severance for employees, salary, social insurance, welfare, reward and discipline for employees and executive officers.
2. The General Director must plan in order to Board of Directors adopt the issues related to the relationships of the Company with the trade union accredited under the standards, practices and the best management policies, practices and policies stipulated at this Charter, regulations of the Company and the current legal provisions.

## **XIII. PROFIT DISTRIBUTION**

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

1. The General Meeting of Shareholders decides on the level of dividends payment and the form of annual dividends from the retained earnings of the Company.
2. The company does not pay interest on dividends or payments related to a class of shares.
3. The Board of Directors may propose the General Meeting of Shareholders to approve the payment of all or part of dividends by shares and the Board of Directors is the executing agency of this decision.
4. In case dividends or other money amounts related to a type of shareholdings are paid in cash, the Company will have pay in Vietnam dong. Payments can be made directly or through banks on the basis of bank account details provided by shareholders. In case the company having account transfer strictly according the details of the bank provided by the shareholders that such shareholders do not get the money, the Company is not responsible for the funds transferred by the Company to the shareholder. The dividend payment for the shares listed/registered for trading on/at the Department of Stock Exchange may be conducted through securities companies or Vietnam Securities Depository and Clearing Corporation.
5. Pursuant to the Law on Enterprises, the Law on Securities, the Board of Directors passed the resolutions, decisions stipulated a specific date to close the list of shareholders. Referring to that date, those who registered as shareholders or holders of other securities are entitled to receive dividends in cash or stocks, receive notices or other documents.
6. Other issues related to profit distribution are implemented in accordance with law.

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

##### **Article 47. Bank account**

1. The Company will open bank accounts at banks in Vietnam or at branch of foreign banks licensed to operate in Vietnam.
2. According to the prior approval of the competent authorities, in case of necessity, the Company may open bank accounts in foreign countries under the provisions of law.
3. The Company will conduct all the payments and accounting transactions through bank accounts in Vietnam dong or foreign currency at banks that the Company opens bank accounts.

##### **Article 48. Financial year**

The financial year of the Company commences on 01 January annually and ends on 31 December annually. The first fiscal year starts on the date of issuance of the enterprise registration certificate and ends on the 31st of December immediately after the date of issuance of the enterprise registration certificate.

##### **Article 49. Accounting system**

1. The accounting system used by the Company is the corporate accounting system or a specific accounting system promulgated and approved by competent agency.
2. The Company makes accounting books in Vietnamese and keeps accounting records in accordance with the law on accounting and related laws. These profiles must be accurate, updated, systematic and should be sufficient to demonstrate and explain the Company's transactions.
3. The Company uses Vietnam dong as the currency unit used in accounting. In cases where the Company has economic operations arising mainly in a foreign currency, it may select such foreign currency as its currency unit in accounting, take responsibility for such choice before law and notify the direct tax administration.

#### **XV. FINANCIAL STATEMENTS, ANNUAL REPORT AND LIABILITY FOR INFORMATION DISCLOSURE**

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

1. The Company must prepare annual financial statements and annual financial statements must be audited according to the provisions of law. The Company publishes its audited annual financial statements in accordance with the law on disclosure of information on the stock market and submits it to competent state agencies.
2. Annual financial statements must include full of statements, appendices and notes in accordance with the law on corporate accounting. Annual financial statements must reflect honestly and objectively the operating situation of the Company.
3. Company must prepare and publish reviewed semi-annual financial statements and quarterly financial statements in accordance with the law on disclosure of information on the stock market and submit them to competent state agencies.

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

The Company must prepare and publish annual reports in accordance with the law on securities and securities market.

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

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

1. The General Meeting of Shareholders shall appoint an independent auditing company or a list of independent auditing companies and authorizes the Board of Directors to select one of

these auditing units conducting audit activities of the Company for the next fiscal year based on the terms and conditions agreed with the Board of Directors.

2. The audit report is attached to the annual financial statements of the Company.
3. An independent auditor performs the audit financial statement of the Company is allowed to attend the General Meeting of Shareholders and is entitled to receive notices and other information related to the meeting of the General Meeting of Shareholders and to express their opinions at the meetings on matters relating to the audit of financial statements of the Company.

## **XVII. SEAL OF THE ENTERPRISE**

### **Article 53. Seal of the enterprise**

1. The seal includes the seal made at the stamp-engraved establishment or the seal in the digital signature form in accordance with the law on electronic transactions.
2. The Board of Directors decides on the seal type, quantity, form and content of the seal of the Company, its branches, representative offices (if any).
3. The Board of Directors and General Director shall use and manage the seal in accordance with current law.

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

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

1. The Company may be dissolved in the following cases:
  - a) Ending the active period as recorded in Charter of company without the renewal decisions;
  - b) According to the resolutions, decisions of the General Meeting of Shareholders;
  - c) Enterprise registration certificate is revoked, unless otherwise prescribed by the Law on Tax Administration;
  - d) Other cases as prescribed by law.
2. The dissolution of the Company ahead of schedule (including the extended period) is made decision by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified to or approved by the competent authority (if required) as prescribed.

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

1. The Board of Directors shall convene the General Meeting of Shareholders at least 07 months before the expiration of operations in order to shareholders able to vote on the extension of the Company's operations for some time at the request of the Board of Directors.
2. The term of operation is extended when the number of shareholders representing 65% or more of the total voting shares of all shareholders attending the General Meeting of Shareholders approves.

### **Article 56. Liquidation**

1. At least 06 (six) months before the end of the Company term or after the decision to dissolve the Company, the Board of Directors must establish a Liquidation Committee consisting of 03 (three) members, of which 02 (two) members appointed by the General Meeting of Shareholders and 01 (one) member appointed by the Board of Directors from 01 independent auditing company. Liquidation committee shall prepare the regulations of its activity. Members of the Liquidation Board may be selected from among employees of the Company or independent experts. All costs related to the liquidation will be the priority of payment by the Company before other debts of the Company.

2. The Liquidation Board is responsible for reporting to the business registration office on the date of establishment and the start of operation. From that time, the Liquidation Board on behalf of company in all affairs related to the liquidation of the Company in court and administrative agencies.
3. Proceeds from the liquidation will be paid in the following order:
  - a) The liquidation expenses;
  - b) Wages, severance allowances, social insurance and other interests of employees under the signed collective labor agreements and labor contracts;
  - c) Tax debt;
  - d) Other liabilities of the Company;
  - đ) The remaining balance after payment of all liabilities from section (a) to section (d) above shall be distributed to shareholders. The preference shares will prioritize prepayment.

## **XIX. INTERNAL DISPUTE RESOLUTION**

### **Article 57. Internal Dispute Resolution**

1. In case of disputes arising, complaint relating to the Company's operations, the rights and obligations of the shareholders as stipulated in the Law on Enterprises, the Company's Charter, other legal provisions or agreements between:
  - a) Shareholders and the Company;
  - b) Shareholder and Board of Directors, Board of Supervisors, General Director or other executives;

The parties shall attempt to resolve disputes through negotiation and conciliation. Except disputes relating to the Board of Directors or the Chairperson of Board of Directors, the Chairperson of Board of Directors shall preside the settlement of disputes and will require each party to present practical factors related disputes within 45 (forty-five) working days from the date that disputes arose. In case disputes are related to the Board of Directors or the Chairperson of Board of Directors, any party may require Head of Board of Supervisors appointment of an independent expert to act as an arbitrator for the dispute settlement process.

2. In case the conciliation for such disputes is not successfully within 06 (six) weeks from the start of the conciliation process or if the decision of mediation does not accepted by the parties, disputes may be sent by either party to the arbitration or the court.
3. The parties will bear its costs relating to the procedure of negotiation and conciliation. The costs for Court shall be borne under the Court's judgment.

## **XX. AMENDATION AND ADDITION OF THE CHARTER**

### **Article 58. Company's Charter**

1. The addition and amendment to this Charter shall be considered and decided by the General Meeting of Shareholders.
2. In case there is a law relating to the operation of the Company which is not mentioned in this Charter or there is a new law provisions different from those in this Charter, such provisions shall apply to adjust the activities of the Company.

## XXI. EFFECTIVE DATE

### Article 59. Effective date

1. This Charter, consisting of 21 chapters and 59 articles, was unanimously adopted by the General Meeting of Shareholders of Khang Dien House Trading and Investment Joint Stock Company on April 28, 2021 at the 2021 annual General Meeting of Shareholders, thereby approving the full effect of this Charter, and was most recently amended and supplemented on April 22, 2026.
2. The Charter is made into 03 (three) originals<sup>(2)</sup> with the same value and must be kept at the head office of the Company.
3. This Charter is the unique and official version of the Company.
4. Copies or extracts of the Company's Charter are valid when bearing the signature of the Chairperson of the Board of Directors or at least 1/2 of the total number of members of the Board of Directors or the Company's legal representative./.

**KHANG DIEN HOUSE TRADING AND INVESTMENT JOINT STOCK COMPANY**



Legal representative

**VUONG VAN MINH**

<sup>(2)</sup> In addition to 03 (three) Vietnamese originals, this Charter is made in 03 (three) English originals. In the event of any inconsistency between the two language versions, the Vietnamese version shall prevail.