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No.: 20/TTr-HDQT

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Ho Chi Minh City, 08 June 2026

## **PROPOSAL**

*Re: Approval of Amendments and Supplements to Certain Contents of the Charter of  
Binh Duong Producing and Trading Corporation*

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**To: 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS  
BINH DUONG PRODUCING AND TRADING CORPORATION**

- Pursuant to the Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 (“Enterprise Law”);
- Pursuant to the Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 (“Securities Law”);
- Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of certain articles of the Securities Law;
- Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020, of the Ministry of Finance guiding certain provisions on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of certain articles of the Securities Law;
- Pursuant to the Charter on the organization and operation of Binh Duong Producing and Trading Corporation (“**Corporation**”) approved by the General Meeting of Shareholders on October 26, 2018, and amended and supplemented for the second time on April 29, 2024;
- Pursuant to Resolution No. 15/NQ-HDQT dated June 5, 2026, of the Board of Directors of the Corporation;
- Pursuant to the actual requirements in the management and operation of Binh Duong Producing and Trading Corporation.

To ensure consistency between the Charter of Binh Duong Producing and Trading Corporation (“**Corporation**”) and the contents considered and decided by the General Meeting of Shareholders at the Proposals under the agenda of the 2026 Annual General Meeting of Shareholders, while updating and completing the legal basis for the management, operation, and business activities of the Corporation, the Board of Directors respectfully submits to the General Meeting of Shareholders for approval of the amendments and supplements to certain contents of the Corporation's Charter.

The amendments and supplements to the Charter include:

– Amendments and supplements arising from the change of the Corporation's head office address according to the Proposal on the approval of the policy to change the head office address;

– Amendments and supplements arising from the adjustment of business lines to determine the maximum foreign ownership ratio at the Corporation according to the Proposal on the approval of the maximum foreign ownership ratio at the Corporation;

– Other amendments and supplements aimed at completing the governance and management mechanism and ensuring compliance with applicable laws and regulations.

Details of the amendments and supplements are presented in the Draft Amended and Supplemented Charter and the Appendix of the amendments and supplements to the Charter attached to this Proposal.


The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval, and proposes that the General Meeting of Shareholders authorize the Board of Directors to organize the implementation thereof, proactively review and finalize wording, number clauses, cite legal provisions, update administrative information, and carry out registration procedures and information disclosure in accordance with the law, in order to ensure consistency and synchronization between the Corporation's Charter and the resolutions approved by the General Meeting of Shareholders.

Respectfully submitted to the General Meeting of Shareholders for consideration and approval.

Sincerely. 

**Recipients:**

- As above
- Members of the Board of Directors;
- Supervisory Board;
- Board of Management;
- Archive: Secretariat.

ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRMAN OF THE BOARD 



NGUYEN AN DINH

# **CHARTER**

**Binh Duong Producing and Trading Corporation**

Ho Chi Minh City, date ... month ... year 2026

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## INTRODUCTION

This Charter was adopted pursuant to the resolution of the General Meeting of Shareholders at the meeting held on October 26, 2018, and was amended for the third time pursuant to the resolution of the General Meeting of Shareholders at the meeting held on June 29, 2026.

### I. INTERPRETATION OF TERMS IN THE CHARTER

#### Article 1. Interpretation of Terms

1. In this Charter, the following terms shall be understood as follows:

a) *Charter Capital* is the total par value of shares sold or registered for purchase upon the establishment of the enterprise and as stipulated in Article 6 of this Charter;

b) *Voting Capital* is the share capital whereby the holder has the right to vote on matters within the decision-making authority of the General Meeting of Shareholders;

c) *Enterprise Law* is the Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;

d) *Securities Law* is the Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;

e) *Legal Representative* is an individual representing the Corporation to exercise rights and obligations arising from the Corporation's transactions, representing the Corporation as the petitioner in civil matters, plaintiff, defendant, person with related rights and obligations before Arbitration, Court, and other rights and obligations as prescribed by law.

f) *Establishment Date* is the date on which the Company is first issued the Enterprise Registration Certificate (Business Registration Certificate and equivalent documents);

g) *Business Executive* is the General Director, Deputy General Director, Chief Accountant, and other executives as stipulated by the Corporation's Charter;

h) *Business Manager* is the manager of the Corporation, including the Chairman of the Board of Directors, members of the Board of Directors, General Director;

i) *Related Person* is an individual or organization as defined in Clause 23, Article 4 of the Enterprise Law, Clause 46, Article 4 of the Securities Law;

j) *Shareholder* is an individual or organization owning at least one share of the Corporation;

k) *Major Shareholder* is a shareholder as defined in Clause 18, Article 4 of the Securities Law;

l) *Term of Operation* The duration of the Company is stipulated in Article 2 of this Charter and any extension thereof (if applicable) as approved by the General Meeting of Shareholders of the Corporation;

n) *Non-executive Member of the Board of Directors* is a member of the Board of Directors who is not the General Director, Deputy General Director, Chief Accountant, or other executives as specified in the Company's Charter;

o) *Full-time Member of the Board of Directors* is a member of the Board of Directors who does not hold positions in the Board of Management and works full-time at the Corporation;

p) *The Corporation* is Binh Duong Producing and Trading Corporation;

q) *Stock Exchange* refers to the Vietnam Stock Exchange and its subsidiaries.

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

3. The headings (Sections, Articles of this Charter) are used for convenience of understanding and do not affect the content of this Charter.

## **II. NAME, FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, DURATION OF OPERATION, AND LEGAL REPRESENTATIVE OF THE CORPORATION**

### **Article 2. Name, form, head office, branches, representative offices, business locations, and duration of operation of the Corporation**

1. Name of the Corporation:

- Vietnamese Name: **Binh Duong Producing and Trading Corporation–Joint Stock Company**

- English Name: **Binh Duong Producing and Trading Corporation**

- Abbreviated Name: **PROTRADE CORP**

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

3. The registered office of the Corporation is:

Head Office: 77 Binh Duong Boulevard, Lai Thieu Ward, Ho Chi Minh City, Vietnam.

Telephone: 0274.3755243 – 0274.3755700

Fax: 0274.3755040

Website: [www.protrade.com.vn](http://www.protrade.com.vn)

4. Branches and representative offices are dependent units of the Corporation. Business locations are where the Corporation conducts specific business operations. Based on the Corporation's operational objectives in each period, the Corporation may establish branches and representative offices in business areas to achieve its operational objectives in accordance with the decisions of the Board of Directors and within the scope permitted by law.

5. Unless terminated earlier as stipulated in Clause 2, Article 55, the duration of operation of the Corporation is indefinite.

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

The Company has two legal representatives, including:

1. Chairman of the Board of Directors;

2. General Director;



The legal representative of the enterprise is an individual who represents Binh Duong Producing and Trading Corporation in exercising the rights and obligations arising from the Corporation's transactions, representing the Corporation as the petitioner in civil matters, plaintiff, defendant, and as a party with related rights and obligations before Arbitration, Court, and other rights and obligations as prescribed by law.

The legal representative of the Corporation must reside in Vietnam and must authorize another person in writing to perform the rights and obligations of the legal representative at the Corporation when leaving Vietnam.

In the event that the authorization expires and the legal representative of the Corporation has not returned to Vietnam and no other authorization is in place, the authorized person shall continue to exercise the rights and obligations of the legal representative of the Corporation within the scope of the authorization until the legal representative returns to work, or until the Board of Directors decides to appoint another person as a replacement.

In the event of an absence from Vietnam for more than 30 days without authorizing another person to perform the rights and duties of the legal representative of the Corporation, the Board of Directors shall appoint another person as a replacement.

Rights and obligations of the legal representative: In addition to being responsible as prescribed by law, the legal representative has the following rights and obligations:

+ For the Chairman of the Board of Directors, as stipulated in Article 29 of this Charter;

+ For the General Director, as stipulated in Clause 4, Article 36 of this Charter.

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

#### **Article 4. Objectives of the Corporation**

1. The business sectors of the Corporation are divided into 17 groups, comprising 58 business sectors, as follows:

<b>No.</b>	<b>Business Line</b>	<b>Industry Code</b>
<b>A.</b>	<b>Real Estate Business Activities</b>	<b>68 (main)</b>
1.	Trading in real estate and land use rights owned, used or leased	6810
2.	Real estate brokerage and intermediary services ( <i>excluding real estate auction services</i> )	6821
3.	Other real estate activities on a fee or contract basis. Details: consultancy and management of residential houses and residential land use rights; consultancy and management of non-residential houses and	6829

No.	Business Line	Industry Code
	non-residential land use rights; real estate auction and auction of real estate use rights <i>(excluding real estate auction services)</i>	
<b>B.</b>	<b>Construction Activities (Industrial Parks)</b>	<b>41;42; 43</b>
1.	Construction of residential buildings	4101
2.	Road construction	4212
3.	Other civil engineering projects	4299
4.	Site preparation <i>(excluding blasting services)</i>	4312
5.	Other specialized construction activities	4390
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3.	Other human health activities not elsewhere classified <i>(excluding activities under the List of sectors not accessible to foreign investors)</i>	8699
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No.	Business Line	Industry Code
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<b>F.</b>	<b>Transportation and Warehousing Activities</b>	<b>49;50;52</b>
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2.	Inland water freight transport (excluding inland waterway terminal operations)	5022
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1.	Logging <i>(excluding services of investigation, assessment and exploitation of natural forests, including logging and hunting or trapping of rare wildlife, and management of genetic resources of plants, livestock and microorganisms used in agriculture)</i>	0220

No.	Business Line	Industry Code
2.	Gathering of non-wood forest products <i>(excluding services of investigation, assessment and exploitation of natural forests, including logging and hunting or trapping of rare wildlife, and management of genetic resources of plants, livestock and microorganisms used in agriculture)</i>	0230
3.	Sawmilling, planing and preservation of wood	1610
4.	Manufacture of veneer sheets, plywood, laminated board and other wood panels	1621
5.	Manufacture of builders' carpentry and joinery	1622
6.	Manufacture of wooden beds, wardrobes, tables and chairs	3101
<b>J.</b>	<b>Wholesale Trade Activities</b>	<b>46</b>
1.	Wholesale of agricultural and forestry raw materials (excluding wood, bamboo and rattan) and live animals <i>(excluding the exercise of export rights, import rights and distribution rights in relation to goods for which foreign investors and foreign-invested economic organizations are not permitted to exercise such rights, including cigarettes and cigars, books, newspapers and magazines, recorded media, precious metals and gemstones, pharmaceuticals, explosives, crude oil and petroleum products, rice, cane sugar and beet sugar)</i>	4620
2.	Wholesale of other household products <i>(excluding the exercise of export rights, import rights and distribution rights in relation to goods for which foreign investors and foreign-invested economic organizations are not permitted to exercise such rights, including cigarettes and cigars, books, newspapers and magazines, recorded media, precious metals and gemstones, pharmaceuticals, explosives, crude oil and petroleum products, rice, cane sugar and beet sugar)</i>	4649
3.	Other specialized wholesale not elsewhere classified <i>(excluding the exercise of export rights, import rights and distribution rights in relation to goods for which foreign investors and foreign-invested</i>	4679

No.	Business Line	Industry Code
	<i>economic organizations are not permitted to exercise such rights, including cigarettes and cigars, books, newspapers and magazines, recorded media, precious metals and gemstones, pharmaceuticals, explosives, crude oil and petroleum products, rice, cane sugar and beet sugar)</i>	
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1.	Growing of vegetables, legumes and flowers	0118
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3.	Growing of rubber trees	0125
4.	Growing of other perennial crops	0129
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1.	Quarrying of stone, sand, gravel and clay	0810
2.	Manufacture of refractory products	2391
3.	Manufacture of clay building materials	2392
4.	Manufacture of other ceramic products	2393
5.	Manufacture of concrete, cement and plaster products	2395
6.	Cutting, shaping and finishing of stone	2396
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<b>No.</b>	<b>Business Line</b>	<b>Industry Code</b>
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9.	Forging, pressing, stamping and roll-forming of metal; powder metallurgy	2591
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11.	Manufacture of cutlery, hand tools and general hardware	2593
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1.	Renting and leasing of motor vehicles	7710
2.	Renting and leasing of machinery, equipment and tangible goods without operator	7730

2. The objective of the Corporation is to continuously invest in and develop real estate, construction, production, trade, services, and other sectors as stated in Clause 1, Article 4 above, to maximize benefits and enhance the Corporation's value in harmony with the interests of shareholders; to continuously improve the living standards, income, and working environment of employees; and to ensure the interests of other stakeholders, aiming towards sustainable and responsible development.

#### **Article 5. Business Scope and Operations of the Corporation**

The Corporation is permitted to conduct business operations in the sectors stipulated in this Charter, which have been registered, notified of changes to the registration content with the business registration authority, and announced on the National Business Registration Portal. In the case of business sectors requiring conditional investment, the Corporation must meet the business conditions as prescribed by the Investment Law and relevant specialized laws.

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

##### **Article 6. Charter Capital, Shares**

1. The charter capital of the Corporation is VND 3,000,000,000,000 (In words: Three trillion dong).

The total charter capital of the Corporation is divided into 300,000,000 shares with a par value of VND 10,000 per share.

2. The Corporation may change its charter capital when approved by the General Meeting of Shareholders and in accordance with the provisions of law.

3. All shares of the Binh Duong Producing and Trading Corporation at the time of adoption of this Charter are common shares. The rights and obligations of shareholders holding each type of share are stipulated in Articles 12 and 13 of this Charter.

4. The Corporation may issue other types of preferred shares upon approval by the General Meeting of Shareholders and in accordance with legal regulations.

5. Common shares must be offered preferentially to existing shareholders in proportion to their ownership of common shares in the Corporation, unless otherwise decided by the General Meeting of Shareholders. The shares not subscribed by shareholders will be determined by the Board of Directors of the Corporation. The Board of Directors may allocate these shares to shareholders and others under conditions not more favorable than those offered to existing shareholders unless otherwise approved by the General Meeting of Shareholders.

6. The Corporation may repurchase shares issued by the Corporation in the manner prescribed in this Charter and applicable laws.

7. The Corporation may issue other types of securities in accordance with legal regulations.

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

1. Shareholders of the Corporation shall be issued share certificates corresponding to the number and type of shares owned.

2. A share is a type of security that confirms the legal rights and interests of the holder in a portion of the capital of the issuing organization. Shares must contain all the contents as prescribed in Clause 1, Article 121 of the Enterprise Law.

3. Within two (2) months from the date of submission of a complete application for the transfer of share ownership as prescribed by the Corporation, or another period as stipulated in the issuance terms from the date of full payment for the purchase of shares according to the Corporation's share issuance plan, the holder of the shares shall be issued a share certificate. The shareholder shall not be required to pay the Corporation for the cost of printing the share certificate.



4. In the event that a share certificate is lost, damaged, or destroyed in another form, the shareholder shall be reissued a share certificate by the Corporation upon the shareholder's request. The shareholder's request must include the following contents:

a) Information about the share certificate that was lost, damaged, or destroyed in another form;

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

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

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

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

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

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

#### **Article 10. Share Redemption**

1. In the event that a shareholder fails to fully and timely pay the amount due for purchasing shares, the Board of Directors shall notify and has the right to require the shareholder to pay the remaining amount and be liable for the total par value of the shares registered for purchase concerning the financial obligations of Binh Duong Producing and Trading Corporation arising from non-payment in full.

2. The payment notice mentioned above must specify the new payment deadline (at least seven days from the date of sending the notice), the payment location, and must clearly state that if payment is not made as required, the unpaid shares shall be subject to forfeiture.

3. The Board of Directors is entitled to forfeit shares that have not been fully and timely paid if the requirements in the aforementioned notice are not fulfilled.

4. Forfeited shares are considered shares eligible for offering as stipulated in Clause 3, Article 112 of the Enterprise Law. The Board of Directors may directly or authorize the sale or redistribution under conditions and methods deemed appropriate by the Board.

5. Shareholders holding forfeited shares must relinquish their shareholder status for those shares but remain liable for the total par value of the shares registered for purchase concerning the financial obligations of Binh Duong Producing and Trading Corporation arising at the time of forfeiture as decided by the Board of Directors from the date of forfeiture until payment is made. The Board of Directors has full authority to enforce the payment of the entire value of the shares at the time of forfeiture.

6. A forfeiture notice is sent to the holder of the forfeited shares before the forfeiture date. The forfeiture remains effective even in the event of errors or negligence in sending the notice.

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

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

The organizational, governance, and control structure of Binh Duong Producing and Trading Corporation includes:

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

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

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

1. Common shareholders have the following rights:
  - a) Attend, speak at the General Meeting of Shareholders, and exercise voting rights directly or through an authorized representative or by remote voting. Each common share carries one voting right;
  - b) Receive dividends as determined by the General Meeting of Shareholders;
  - c) Have preemptive rights to purchase newly offered shares in proportion to their ownership of common shares in Binh Duong Producing and Trading Corporation;
  - d) Freely transfer their shares to others, except as stipulated in Clause 3, Article 120, Clause 1, Article 127 of the Enterprise Law, and other relevant legal provisions;
  - đ) Review, inspect, and extract information regarding names and contact addresses in the list of shareholders with voting rights; request corrections of inaccurate information;
  - e) Review, inspect, extract, or copy the Company Charter, meeting minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;
  - g) Upon dissolution or bankruptcy of Binh Duong Producing and Trading Corporation, receive a portion of the remaining assets corresponding to their shareholding ratio in the Corporation.
  - h) Request Binh Duong Producing and Trading Corporation to repurchase shares in cases stipulated in Article 132 of the Enterprise Law;
  - i) Be treated equally. Each share of the same type confers equal rights, obligations, and benefits to the shareholder. In cases where the Corporation has preferred shares, the rights and obligations associated with preferred shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;
  - k) Have full access to periodic and extraordinary information disclosed by the Corporation in accordance with legal regulations;
  - l) Be protected in their legitimate rights and interests; propose the suspension or annulment of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the Enterprise Law;
  - m) Access information regarding the list of shareholders entitled to attend the General Meeting of Shareholders;

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

2. Shareholders or groups of shareholders holding 5% or more of the total common shares have the following rights:

a) Nominate and stand for election to the Board of Directors or the Supervisory Board in accordance with the provisions of Article 25 and Article 38 of this Charter;

b) 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 Enterprise Law;

c) Review, inspect, and extract minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts, transactions requiring Board of Directors approval, and other documents, except those related to trade secrets and business secrets of the Corporation;

d) Request the Supervisory Board to examine specific issues related to the management and operation of the Corporation when deemed necessary. The request must be in writing and include the following details: name, contact address, nationality, and legal identification of the individual shareholder; name, enterprise code or legal identification of the organization, and head office address for organizational shareholders; the number of shares and registration time of each shareholder, total number of shares of the shareholder group, and ownership ratio in the total shares of the Corporation; the issue to be examined, purpose of the examination;

đ) Propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Corporation no later than three working days before the opening date. The proposal must clearly state the name of the shareholder, the number of each type of shares held by the shareholder, and the issue proposed for inclusion in the meeting agenda;

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

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

Common shareholders have the following obligations:

1. Pay in full and on time for the shares committed to purchase.

2. Not withdraw contributed capital in the form of common shares from the Corporation in any manner, except where the Corporation or another party repurchases the shares. If a shareholder withdraws part or all of the contributed share capital contrary to the provisions of this clause, that shareholder and any related parties in the Corporation shall be jointly liable for the debts and other financial obligations of the Corporation within the scope of the withdrawn share value and any resulting damages.

3. Comply with the Corporation's Charter and internal management regulations.

4. Compliance with the Resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

5. Maintain confidentiality of information provided by the Corporation in accordance with the Corporation's Charter and the law; use the provided information solely to exercise and protect one's legitimate rights and interests; strictly prohibit the

dissemination or copying, sending of information provided by the Corporation to other organizations or individuals.

6. Attend the General Meeting of Shareholders and exercise voting rights through the following forms:

- a) Attend and vote directly at the meeting;
- b) Authorize another individual or organization to attend and vote at the meeting;
- c) Attend and vote through online conferencing, electronic voting, or other electronic forms as prescribed by the Corporation;
- d) Send voting ballots to the meeting via mail, fax, or email;
- đ) Send voting ballots by other means as stipulated in the Corporation's Charter.

7. Bear personal responsibility when acting on behalf of the Corporation in any form to perform the following acts:

- a) Violation of the law;
- b) Conduct business and other transactions for personal gain or to serve the interests of other organizations or individuals;
- c) Settle debts not yet due in anticipation of financial risks to the Corporation.

8. Fulfill other obligations as prescribed by current law.

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

1. The General Meeting of Shareholders comprises all shareholders with voting rights and is the highest decision-making body of the Corporation. The General Meeting of Shareholders convenes annually once a year and within four (4) months from the end of the fiscal year. The Board of Directors may extend the annual General Meeting of Shareholders if necessary, but not exceeding six months from the end of the fiscal year. Besides the annual meeting, the General Meeting of Shareholders may convene extraordinary meetings. The location of the General Meeting of Shareholders is determined as the place where the chairman attends the meeting and must be within the territory of Vietnam.

2. The Board of Directors convenes the annual General Meeting of Shareholders and selects an appropriate venue. The annual General Meeting of Shareholders decides on matters as prescribed by law and the Corporation's Charter, particularly the approval of the audited annual financial statements and the budget for the next fiscal year. In cases where the audit report of the Corporation's annual financial statements contains significant exceptions, adverse or disclaimed opinions, the Corporation must invite representatives of the approved auditing organization conducting the audit of the Corporation's financial statements to attend the annual General Meeting of Shareholders, and the representatives of the approved auditing organization are responsible for attending the annual General Meeting of Shareholders of the Corporation.

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

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

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

c) At the request of a shareholder or group of shareholders as stipulated in Clause 2, Article 115 of the Enterprise Law; the request to convene the General Meeting of Shareholders must be in writing, clearly stating the reasons and purposes of the meeting, with sufficient signatures of the relevant shareholders or the written request is made in multiple copies and gathers enough signatures of the relevant shareholders;

d) At the request of the Supervisory Board.

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

#### 4. Convening an Extraordinary General Meeting of Shareholders

a) The Board of Directors must convene an Extraordinary General Meeting of Shareholders within 30 days from the date the number of members of the Board of Directors, independent members of the Board of Directors, or members of the Supervisory Board remains as stipulated in point b, clause 3 of this Article or upon receiving the request as stipulated in point c and point d, clause 3 of this Article. The Board of Directors must convene an Extraordinary General Meeting of Shareholders within 60 days from the date the number of members of the Board of Directors is reduced by more than one-third (1/3) compared to the number of members stipulated in the Charter of the Corporation. In the event that the Board of Directors does not convene the General Meeting of Shareholders as stipulated, the Chairman of the Board of Directors and the members of the Board of Directors shall be liable before the law and must compensate for any damages incurred to the Corporation.

b) In the event that the Board of Directors does not convene the General Meeting of Shareholders as stipulated in point a, clause 4 of this Article, within the following 30 days, the Supervisory Board shall replace the Board of Directors to convene the General Meeting of Shareholders as stipulated in clause 3, Article 140 of the Enterprise Law. If the Supervisory Board does not convene the General Meeting of Shareholders as stipulated, the Supervisory Board must compensate for any damages incurred to the Corporation.

c) If the Supervisory Board does not convene the General Meeting of Shareholders as stipulated in point b, clause 4 of this Article, the shareholder or group of shareholders stipulated in point c, clause 3 of this Article has the right to request the representative of the Corporation to convene the General Meeting of Shareholders as stipulated in the Enterprise Law;

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

d) Procedures for organizing the General Meeting of Shareholders as stipulated in clause 5, Article 140 of the Enterprise Law.

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

1. The General Meeting of Shareholders has the following rights and obligations:
  - a) Approve the development orientation of the Corporation;
  - b) Decide on the type of shares and the total number of shares of each type to be offered; determine the annual dividend rate for each type of shares;
  - c) Elect, dismiss, and remove members of the Board of Directors and members of the Supervisory Board;
  - d) Decide on investment or sale of assets valued at 35% or more of the total asset value recorded in the latest financial statements of the Corporation;
  - đ) Decide on amendments and supplements to the Charter of the Corporation;
  - e) Approve the annual financial statements;
  - g) Decide on the repurchase of more than 10% of the total number of shares sold of each type;
  - h) Review and handle violations by members of the Board of Directors and members of the Supervisory Board causing damage to the Corporation and its shareholders;
  - i) Decide on the reorganization or dissolution of the Corporation;
  - k) Decide on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
  - l) Approve the Internal Governance Regulations; Regulations on the operation of the Board of Directors and the Supervisory Board;
  - m) Approval of the list of approved auditing firms; decision on the approved auditing firm to conduct the audit of the Corporation's operations, and dismissal of the approved auditor when deemed necessary;
  - n) Other rights and obligations as prescribed by law.
2. The General Meeting of Shareholders shall discuss and approve the following matters:
  - a) The Corporation's annual business plan;
  - b) The audited annual financial statements;
  - c) The Board of Directors' report on governance and the performance of the Board of Directors and each member of the Board of Directors;
  - d) The Supervisory Board's report on the Company's business performances, the performance of the Board of Directors, and the General Director;
  - đ) The self-assessment report on the performance of the Supervisory Board and its members;
  - e) The dividend rate for each type of share;
  - g) The number of members of the Board of Directors and the Supervisory Board;
  - h) Election, dismissal, and removal of members of the Board of Directors and members of the Supervisory Board;
  - i) Decision on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;

- l) Amendments and supplements to the Corporation's Charter;
- m) Types of shares and the number of new shares to be issued for each type of share;
- n) Division, separation, consolidation, merger, or conversion of the Corporation;
- o) Reorganization and dissolution (liquidation) of the Corporation and appointment of the liquidator;
- p) Decision on investment or sale of assets valued at 35% or more of the total asset value recorded in the Corporation's most recent financial statements;
- q) Decision to repurchase over 10% of the total number of shares sold of each type;
- r) The Corporation enters into contracts and transactions with the entities specified in Clause 1, Article 167 of the Enterprise Law with a value equal to or greater than 35% of the total asset value of the Corporation recorded in the most recent financial statements;
- s) Approval of transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of certain provisions of the Securities Law;
- t) Approval of the internal regulations on the governance of the Corporation, the operational regulations of the Board of Directors, and the operational regulations of the Supervisory Board;
- u) Other matters as prescribed by law and this Charter.

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

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

1. Shareholders or authorized representatives of shareholder organizations may directly attend the meeting or authorize another individual or organization to attend the meeting or attend the meeting through one of the forms specified in Clause 3, Article 144 of the Enterprise Law.

2. The authorization for an individual or organization to represent and attend the General Meeting of Shareholders as stipulated in Clause 1 of this Article must be made in writing. The authorization document shall be prepared in accordance with civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the content of the authorization, the scope of the authorization, the duration of the authorization, and the signatures of the authorizing party and the authorized party.

The authorized representative attending the General Meeting of Shareholders must submit the letter of authorization upon registration for the meeting. In the case of re-authorization, the attendee must also present the original letter of authorization from the shareholder or the authorized representative of the shareholder organization (if not previously registered with the Corporation).

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



- a) The principal has died, is restricted in civil act capacity, or has lost civil act capacity;
- b) The principal has revoked the authorization appointment;
- c) The principal has revoked the authority of the person executing the authorization.

This clause does not apply if the Corporation receives notification of any of the above events before the commencement of the General Meeting of Shareholders or before the meeting is reconvened.

#### **Article 17. Changes to Rights**

1. Changes or cancellations of special rights attached to a class of preferred shares take effect when approved by shareholders representing 65% or more of the total voting rights of all attending shareholders. A resolution of the General Meeting of Shareholders concerning changes adversely affecting the rights and obligations of shareholders holding preferred shares shall only be approved if it is agreed upon by shareholders holding at least 75% of the total preferred shares of that class attending the meeting or by shareholders holding at least 75% of the total preferred shares of that class in the case of a resolution passed by written consent.

2. The meeting of shareholders holding a class of preferred shares to approve the changes to rights mentioned above is valid only when attended by at least two shareholders (or their authorized representatives) holding at least one-third of the par value of the issued shares of that class. If the required number of delegates is not met, the meeting shall be reconvened within the next 30 days, and those holding shares of that class (regardless of the number of people and shares) present directly or through authorized representatives shall be deemed to meet the required number of delegates. At such meetings of shareholders holding preferred shares, those present directly or through representatives may request a secret ballot. Each share of the same class shall have equal voting rights at such meetings.

3. The procedures for conducting such separate meetings shall be implemented in accordance with the provisions of Articles 19, 20, and 21 of this Charter.

4. Unless otherwise stipulated in the terms of share issuance, the special rights attached to classes of shares with preferential rights regarding certain or all matters related to the distribution of profits or assets of the Corporation shall not be altered when the Corporation issues additional shares of the same class.

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

1. The Board of Directors convenes the Annual and Extraordinary General Meetings of Shareholders. The Board of Directors convenes the Extraordinary General Meeting of Shareholders under the circumstances specified in Clause 3, Article 14 of this Charter.

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

- a) Prepare the list of shareholders eligible to participate and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be compiled no later than 10 days prior to the date of sending the Notice of Meeting of the General Meeting of Shareholders. The Corporation must disclose

information regarding the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days prior to the Final Registration Date;

- b) Prepare the agenda and content of the meeting;
- c) Prepare documents for the meeting;
- d) Draft the resolutions of the General Meeting of Shareholders according to the anticipated content of the meeting;
- đ) Determine the time and venue for the meeting;
- e) Notify and send the Notice of Meeting of the General Meeting of Shareholders to all shareholders entitled to attend;
- g) Other tasks serving the meeting.

3. The Notice of Meeting of the General Meeting of Shareholders shall be sent to all shareholders by a method ensuring delivery to the shareholder's contact address, and simultaneously published on the Corporation's website and the website of the State Securities Commission and the stock exchange where the Corporation's shares are listed or registered for trading. The convener of the General Meeting of Shareholders must send the Notice of Meeting to all shareholders on the Shareholder List entitled to attend the meeting no later than 21 days before the opening date of the meeting (calculated from the date the notice is sent or duly dispatched). The Meeting Agenda of the General Meeting of Shareholders, and documents related to matters to be voted on at the meeting, shall be sent to shareholders and/or posted on the Corporation's website. In cases where documents are not enclosed with the Notice of Meeting of the General Meeting of Shareholders, the Notice of Meeting must specify the link to all meeting documents for shareholders to access, including:

- a) Meeting agenda, documents used in the meeting;
- b) List and detailed information of candidates in the event of election of members to the Board of Directors, members of the Supervisory Board;
- c) Voting Ballot;
- d) Draft resolutions for each issue on the meeting agenda.

4. Shareholders or groups of shareholders as stipulated in Clause 2, Article 12 of this Charter have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. Proposals must be in writing and sent to the Corporation no later than 3 working days before the opening date of the meeting. Proposals must clearly state the name of the shareholder, the number of each type of shares held by the shareholder, and the issues proposed to be included in the meeting agenda.

5. The convener of the General Meeting of Shareholders has the right to reject proposals stipulated in Clause 4 of this Article if they fall under one of the following cases:

- a) The proposal is not sent in accordance with the provisions of Clause 4 of this Article;
- b) At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of the common shares as stipulated in Clause 2, Article 12 of this Charter;

c) The proposed issue is not within the decision-making authority of the General Meeting of Shareholders;

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

6. The convener of the General Meeting of Shareholders must accept and include the proposals stipulated in Clause 4 of this Article in the anticipated agenda and content of the meeting, except in cases stipulated in Clause 5 of this Article; the proposal shall be 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. The General Meeting of Shareholders shall be conducted when shareholders attending the meeting represent more than 50% of the total voting rights.

2. In the event that the first meeting does not meet the conditions for proceeding as stipulated in Clause 1 of this Article, a notice of the second meeting shall be sent within 30 days from the date of the intended first meeting. The second General Meeting of Shareholders shall be conducted when shareholders attending the meeting represent at least 33% of the total voting rights.

3. In the event that the second meeting does not meet the conditions for proceeding as stipulated in Clause 2 of this Article, a notice of the third meeting must be sent within 20 days from the date of the intended second meeting. The third General Meeting of Shareholders shall be conducted regardless of the total voting rights of the shareholders attending the meeting.

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

1. The General Meeting of Shareholders may be organized in person, online, or a combination of both. Prior to the commencement of the meeting, the Corporation must carry out shareholder registration procedures and continue registration until all shareholders entitled to attend have registered in the following order:

a) During shareholder registration, the Corporation shall issue each shareholder or authorized representative with a voting card, indicating the registration number, full name of the shareholder, full name of the authorized representative, and the number of voting rights of that shareholder. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted by votes in favor, against, and abstentions. At the Meeting, the votes in favor of the resolution shall be collected first, followed by the votes against, and finally, the total number of votes in favor or against shall be counted to decide. The vote counting results shall be announced by the Chairman immediately before the closing of the meeting. The Meeting shall elect individuals responsible for vote counting or supervising the vote counting as proposed by the Chairman. The number of members of the Vote Counting Committee shall be determined by the General Meeting of Shareholders based on the proposal of the Chairman of the meeting;

b) Shareholders, authorized representatives of organizational shareholders, or authorized persons arriving after the meeting has commenced have the right to register immediately and thereafter have the right to participate and vote at the meeting immediately after registration. The Chairman is not obliged to pause the meeting for late-

arriving shareholders to register, and the validity of the matters already voted upon shall remain unchanged.

2. The election of the Chairman, Secretariat, and Vote Counting Committee is regulated as follows:

a) The Chairman of the Board of Directors shall act as the Chairman or authorize another member of the Board of Directors to act as the Chairman of the General Meeting of Shareholders convened by the Board of Directors. In the absence or temporary incapacity of the Chairman, the remaining members of the Board of Directors shall elect one among them to act as the Chairman of the meeting by majority vote. If no Chairman is elected, the Head of the Supervisory Board shall preside over the General Meeting of Shareholders to elect a Chairman from among the attendees, and the person with the highest number of votes shall act as the Chairman of the meeting;

b) Except as provided in point a of this clause, the person signing the notice to convene the General Meeting of Shareholders shall preside over the election of the Chairman of the meeting, and the person with the highest number of votes shall act as the Chairman of the meeting;

c) The Chairman shall appoint one or more individuals to serve as the Secretariat of the meeting.

d) The General Meeting of Shareholders shall elect one or more individuals to the Vote Counting Committee as proposed by the Chairman of the meeting.

3. The agenda and content of the meeting must be approved by the General Meeting of Shareholders during the opening session. The agenda must clearly and specifically allocate time for each issue within the meeting content.

4. The Chairman of the meeting shall have the right to implement necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda, and reflecting the wishes of the majority of attendees.

a) Arrangement of seating at the venue of the General Meeting of Shareholders;

b) Ensuring the safety of all attendees at the meeting venues;

c) Facilitating shareholders to attend (or continue attending) the meeting. The convener of the General Meeting of Shareholders shall have full authority to alter the aforementioned measures and apply all necessary measures. Such measures may include issuing entry passes or utilizing other selected forms.

5. The General Meeting of Shareholders shall discuss and vote on each issue within the meeting content. Voting shall be conducted by means of agreeing, disagreeing, or abstaining. The vote counting results shall be announced by the Chairman immediately before the closing of the meeting.

6. Shareholders or authorized representatives arriving after the meeting has commenced shall still be registered and have the right to participate in voting immediately after registration; in this case, the validity of the matters previously voted on shall remain unchanged.

7. The convener or Chairman of the General Meeting of Shareholders shall have the following rights:

a) To require all attendees to undergo inspection or other lawful and reasonable security measures;

b) To request competent authorities to maintain order at the meeting; to expel individuals who do not comply with the Chairman's authority, intentionally disrupt order, impede the normal progress of the meeting, or fail to comply with security inspection requirements from the General Meeting of Shareholders.

8. The Chairman shall have the right to postpone the General Meeting of Shareholders, which has sufficient registered attendees, for a maximum of three working days from the scheduled opening date and may only postpone the meeting or change the meeting venue in the following cases:

a) The meeting venue does not have sufficient convenient seating for all attendees;

b) Communication facilities at the meeting venue do not ensure shareholders' participation, discussion, and voting;

c) There are attendees obstructing, disrupting order, posing a risk of preventing the meeting from being conducted fairly and legally.

9. In the event that the Chairman postpones or suspends the General Meeting of Shareholders contrary to the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another individual from among the attendees to replace the Chairman in conducting the meeting until its conclusion; all resolutions adopted at such meeting shall remain effective.

10. In the event that the Corporation applies modern technology to organize the General Meeting of Shareholders through online meetings, the Corporation is responsible for ensuring that shareholders can participate and vote by electronic voting or other electronic means in accordance with Article 144 of the Enterprise Law and Clause 3, Article 273 of Decree No. 155/ND-CP dated December 31, 2020, of the Government detailing the implementation of certain provisions of the Securities Law.

## **Article 21. Conditions for the Resolution of the General Meeting of Shareholders to be Adopted**

1. A resolution on the following matters shall be adopted if approved by shareholders representing at least 65% of the total voting rights of all shareholders attending the meeting, except as stipulated in Clauses 3, 4, and 6 of Article 148 of the Enterprise Law:

a) Type of shares and total number of shares of each type;

b) Changes in business lines and sectors;

c) Changes in the organizational management structure of the Corporation;

d) Investment projects or sale of assets valued at 35% or more of the total asset value recorded in the most recent financial statements of the Corporation, unless the Company Charter specifies a different ratio or value;

đ) Reorganization or dissolution of the Corporation;

2. Resolutions shall be adopted when approved by shareholders holding more than 50% of the total voting rights of all shareholders attending the meeting, except as stipulated in Clause 1 of this Article and Clauses 3, 4, and 6 of Article 148 of the Enterprise Law.

3. Resolutions of the General Meeting of Shareholders adopted by 100% of the total voting shares are valid and effective even if the procedures for convening the meeting and adopting the resolution violate the provisions of the Enterprise Law and the Corporation's Charter.

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

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

1. The Board of Directors has the authority to collect shareholders' opinions in writing to adopt resolutions of the General Meeting of Shareholders when deemed necessary for the benefit of the Corporation, except as stipulated in Clause 2 of Article 147 of the Enterprise Law.

2. The Board of Directors must prepare opinion collection ballots, draft resolutions of the General Meeting of Shareholders, explanatory documents for the draft resolutions, and send them to all shareholders with voting rights no later than 15 days before the deadline for returning the opinion collection ballots. The requirements and methods for sending the opinion collection ballots and accompanying documents shall be implemented in accordance with Clause 3 of Article 18 of this Charter.

3. The opinion collection ballot must contain the following essential contents:

- a) Name, address of the head office, enterprise code;
- b) Purpose of collecting opinions;
- c) Full name, contact address, nationality, and legal document number of the individual shareholder; name, enterprise code, or legal document number of the organization, head office address for organizational shareholders, or full name, contact address, nationality, and legal document number of the representative of the organizational shareholder; number of shares of each type and voting rights of the shareholder;
- d) Issues for which opinions are sought to make decisions;
- đ) Voting options including agree, disagree, and no opinion for each issue being consulted;
- e) Deadline for returning the answered opinion collection ballots to the Corporation;
- g) Full name and signature of the Chairman of the Board of Directors.

4. Shareholders may send the answered opinion collection ballots to the Corporation by mail, fax, or email as stipulated below:

a) In the case of mail, the opinion collection form that has been answered must bear the signature of the shareholder if an individual, or the authorized representative or legal representative if the shareholder is an organization. The opinion collection form sent to the Corporation must be enclosed in a sealed envelope and no one is permitted to open it before the vote counting;

b) In the case of fax or email, the opinion collection form sent to the Corporation must be kept confidential until the time of vote counting;

c) Opinion collection forms sent to the Corporation after the deadline specified in the opinion collection content or opened in the case of mail and disclosed in the case of fax or email are invalid. Opinion collection forms not sent back are considered as non-voting forms.

5. The Board of Directors shall count the votes and prepare the vote counting record under the supervision of the Supervisory Board or shareholders not holding management positions in the Corporation. The vote counting record must include the following main contents:

- a) Name, address of the head office, enterprise code;
- b) Purpose and issues to be voted on for the resolution;
- c) Number of shareholders with the total number of voting ballots participating in the vote, distinguishing between valid and invalid voting ballots and the method of sending voting ballots, accompanied by an appendix of the list of shareholders participating in the vote;
- d) Total number of votes in favor, against, and abstentions for each issue;
- đ) Issues that have been approved and the corresponding approval voting ratio;
- e) Full name and signature of the Chairman of the Board of Directors, the vote counter, and the vote counting supervisor.

Members of the Board of Directors, the vote counter, and the vote counting supervisor shall be jointly responsible for the honesty and accuracy of the vote counting record; jointly responsible for any damages arising from decisions approved due to dishonest or inaccurate vote counting.

6. The vote counting record and resolution must be sent to the shareholders within 15 days from the date of completion of the vote counting. The sending of the vote counting record and resolution may be replaced by posting on the Corporation's electronic information page within 24 hours from the time of completion of the vote counting.

7. The opinion collection forms that have been answered, the vote counting record, the approved resolution, and related documents attached to the opinion collection form must all be kept at the head office of the Corporation.

8. A resolution is passed in the form of collecting written opinions from shareholders if it is approved by shareholders holding more than 50% of the total voting shares of all shareholders with voting rights and has the same value as a resolution passed at the General Meeting of Shareholders.

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

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

- a) Name, address of the head office, enterprise code;
- b) Time and venue of the General Meeting of Shareholders;



- c) Meeting agenda and content of the meeting;
- d) Full name of the chairman and secretary;
- d) Summary of the meeting proceedings and the statements made at the General Meeting of Shareholders regarding each issue on the meeting agenda;
- e) Number of shareholders and total number of voting ballots of the shareholders attending the meeting, appendix of the registered shareholder list, representatives of shareholders attending the meeting with corresponding shares and voting ballots;
- g) Total number of voting ballots for each voting issue, specifying the voting method, total number of valid and invalid ballots, votes in favor, votes against, and abstentions; the corresponding percentage of the total voting ballots of the shareholders attending the meeting;
- h) Issues that have been approved and the corresponding percentage of voting ballots in favor;
- i) Full name and signature of the chairman and the secretary. In the event that the chairman or secretary refuses to sign the meeting minutes, the minutes shall be valid if signed by all other attending members of the Board of Directors and contain all the content as prescribed in this clause. The meeting minutes shall clearly state the refusal of the chairman or secretary to sign the minutes.

2. The meeting minutes of the General Meeting of Shareholders must be completed and approved before the conclusion of the meeting. The chairman and the meeting secretary or other signatories of the meeting minutes shall be jointly responsible for the truthfulness and accuracy of the content of the minutes.

3. The minutes prepared in both Vietnamese and foreign languages shall have equal legal validity. In case of discrepancies between the Vietnamese and foreign language versions, the content in the Vietnamese version shall prevail.

4. The resolution, meeting minutes of the General Meeting of Shareholders, appendix of the registered shareholder list with shareholder signatures, authorization documents for meeting attendance, all documents attached to the minutes (if any), and related documents accompanying the notice of meeting must be disclosed in accordance with legal regulations on information disclosure in the securities market and must be retained at the headquarters of the Corporation.

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

Within 90 days from the date of receipt of the resolution or meeting minutes of the General Meeting of Shareholders or the minutes of the vote counting results of the General Meeting of Shareholders, shareholders or groups of shareholders as stipulated in Clause 2, Article 115 of the Enterprise Law have the right to request the Court or Arbitration to consider and annul the resolution or part of the content of the resolution of the General Meeting of Shareholders in the following cases:

- 1. The order and procedures for convening the meeting and making decisions of the General Meeting of Shareholders seriously violate the provisions of the Enterprise Law and the Corporation's Charter, except as provided in Clause 3, Article 21 of this Charter.
- 2. The content of the resolution violates the law or this Charter.

In the event that the decision of the General Meeting of Shareholders is annulled by the decision of the Court or Arbitration, the convener of the annulled General Meeting of Shareholders may consider organizing the General Meeting of Shareholders again within 60 days in accordance with the procedures stipulated in the Enterprise Law and this Charter.

## **VII. BOARD OF DIRECTORS**

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

1. In the event that candidates for the Board of Directors have been identified, the Corporation must disclose information related to the candidates at least 10 days prior to the opening of the General Meeting of Shareholders on the Corporation's website, allowing shareholders to review the candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the honesty and accuracy of the disclosed personal information and must commit to performing their duties honestly, diligently, and in the best interest of the Corporation if elected as a member of the Board of Directors. The information related to the candidates for the Board of Directors to be disclosed includes:

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Employment history;
- d) Other managerial positions (including Board of Directors positions in other companies);
- đ) Interests related to the Corporation and its related parties;
- e) Other information (if any);

The Corporation is responsible for disclosing information about the companies where the candidate holds a Board of Directors position, other managerial positions, and interests related to the Corporation of the candidate for the Board of Directors (if any).

2. Shareholders holding common shares have the right to aggregate voting rights to nominate candidates for the Board of Directors. Shareholders or groups of shareholders holding from 5% to less than 10% of the total voting shares may nominate one (01) candidate; from 10% to less than 30% may nominate up to two (02) candidates; from 30% to less than 40% may nominate up to three (03) candidates; from 40% to less than 50% may nominate up to four (04) candidates; from 50% to less than 60% may nominate up to five (05) candidates; from 60% to less than 70% may nominate up to six (06) candidates; from 70% to 80% may nominate up to seven (07) candidates; and from 80% to less than 90% may nominate up to eight (08) candidates.

3. In the event that the number of candidates for the Board of Directors through nomination and candidacy is still insufficient as required by Clause 5, Article 115 of the Enterprise Law, the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with the Corporation's Charter, the internal regulations on corporate governance, and the operational regulations of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

4. Members of the Board of Directors must meet the standards and conditions prescribed in Clause 1, Clause 2, Article 155 of the Enterprise Law and the Corporation'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 from 03 to 11 persons. The General Meeting of Shareholders may decide the specific number for each subsequent term.

2. The term of office for members of the Board of Directors shall not exceed five years and may be renewed for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for no more than two consecutive terms. In the event that all members of the Board of Directors conclude their terms simultaneously, they shall continue to serve until new members are elected and assume their duties.

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

The structure of the Board of Directors of the Corporation must ensure that at least one-third of the total number of Board members are non-executive members. The number of Board members concurrently holding executive positions shall not exceed one-third of the total number of Board members at any given time, to ensure the independence of the Board of Directors.

The Corporation shall have one or several independent members of the Board of Directors. When listed on the Ho Chi Minh City Stock Exchange (HOSE), the total number of independent Board members must comply with the following regulations:

a) There must be at least one independent member if the Corporation has between three and five Board members;

b) There must be at least two independent members if the Corporation has between six and eight Board members;

c) There must be at least three independent members if the Corporation has between nine and eleven Board members.

4. A member of the Board of Directors shall cease to be a member in the event of dismissal, removal, or replacement by the General Meeting of Shareholders in accordance with Article 160 of the Enterprise Law.

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

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

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

1. The Board of Directors is the governing body of the Corporation, possessing full authority on behalf of the Company to decide, exercise rights, and perform the duties of the Corporation, except for those rights and duties that fall under the authority of the General Meeting of Shareholders.

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

a) To decide on the strategy, medium-term development plan, and annual business plan of the Corporation;

b) To propose the types of shares and the total number of shares authorized for issuance of each type;

c) To decide on the sale of unsold shares within the authorized number of shares for issuance of each type; to decide on raising additional capital through other forms;

d) To determine the selling price of shares and bonds of the Corporation;

đ) To decide on the repurchase of shares in accordance with Clauses 1 and 2 of Article 133 of the Enterprise Law;

e) To decide on investment plans and investment projects for assets valued at less than 35% of the total asset value recorded in the most recent financial statements of the Corporation.

f) Decision on the sale of assets valued from VND 3 billion or more but less than 35% of the total asset value as recorded in the most recent financial statements of the Corporation.

g) Decision on market development, marketing, and technology solutions;

h) Approval of contracts for purchase, sale, and other transactions valued at 35% or more of the total asset value as recorded in the most recent financial statements of the Corporation, except for contracts and transactions under the authority of the General Meeting of Shareholders as stipulated in Point d, Clause 2, Article 138, Clauses 1 and 3, Article 167 of the Enterprise Law;

i) Approval of loan agreements and borrowings of the Corporation, except for contracts and transactions under the authority of the General Meeting of Shareholders as stipulated in Point d, Clause 2, Article 138, Clauses 1 and 3, Article 167 of the Enterprise Law.

j) Election, dismissal, and removal of the Chairman of the Board of Directors; Appointment, dismissal, and removal of the General Director based on the Board of Directors' proposal; Appointment, dismissal, and removal of Deputy General Directors and Chief Accountant based on the General Director's proposal; Decision on salaries, remuneration, bonuses, and other benefits for these managers; Appointment of authorized representatives to participate in the Members' Council or General Meeting of Shareholders in other companies, and decision on remuneration and other benefits for these individuals;

k) Supervision and direction of the General Director and other managers in the daily business operations of the Corporation;

l) Decision on the organizational structure, internal management regulations of the Corporation, decision on the establishment of subsidiaries, branches, representative offices, and capital contribution, purchase of shares in other enterprises;

m) Approval of the agenda, content, and documents for the General Meeting of Shareholders, convening the General Meeting of Shareholders, or collecting opinions for the General Meeting of Shareholders to approve resolutions;

n) Submission of the audited annual financial statements to the General Meeting of Shareholders;

o) Proposal on the dividend to be paid; decision on the timing and procedures for dividend payment or handling of losses incurred during business operations;

p) Proposal for the reorganization, dissolution of the Corporation; request for bankruptcy of the Corporation;

q) Decision on the issuance of the Board of Directors' Operating Regulations, Internal Management Regulations of the Corporation after approval by the General Meeting of Shareholders; decision on the issuance of the Audit Committee's Operating Regulations under the Board of Directors, Regulations on Information Disclosure of the Corporation;

r) Other rights and obligations as prescribed by the Enterprise Law, Securities Law, other legal regulations, and the Corporation's Charter.

3. The Board of Directors must report to the General Meeting of Shareholders on the operations of the Board of Directors as stipulated in Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of certain articles of the Securities Law as amended by Clause 82, Article 1 of Decree 245/2025/ND-CP.

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

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

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

3. The remuneration of each member of the Board of Directors is accounted for as a business expense of the Corporation in accordance with corporate income tax laws, presented as a separate item in the Corporation's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

4. Members of the Board of Directors holding executive positions, serving as full-time members, working in committees of the Board, or performing other tasks deemed by the Board to be beyond the usual scope of a Board member's duties, may receive additional remuneration in the form of a lump-sum payment per occurrence, salary, commission, profit percentage, or other forms as decided by the Board of Directors.

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

6. Members of the Board of Directors may be insured by the Corporation for liability, subject to the approval of the General Meeting of Shareholders. This insurance does not cover liabilities related to violations of the law and the Corporation's Charter.

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

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

2. The Chairman of the Board of Directors shall not concurrently hold the position of General Director.

3. The Chairman of the Board of Directors has the following rights and duties:

- a) Develop the program and operational plan of the Board of Directors;
- b) Prepare the agenda, content, and materials for meetings; convene, preside over, and chair meetings of the Board of Directors;
- c) Organize the adoption of resolutions and decisions of the Board of Directors;
- d) Supervise the implementation of resolutions and decisions of the Board of Directors;
- d) Chair meetings of the General Meeting of Shareholders;
- e) In necessary cases, the full-time Chairman of the Board of Directors is authorized to directly inspect and direct the operations of the General Director.
- f) Other rights and duties as prescribed by the Enterprise Law and the Corporation's Charter.

The full-time Chairman of the Board of Directors must manage the Corporation's operations in accordance with the law, the Corporation's Charter, and the resolutions and decisions of the Board of Directors.

4. In the event that the Chairman of the Board of Directors submits a resignation or is dismissed, the Board of Directors must elect a replacement within 10 days from the date of receipt of the resignation or dismissal.

5. In the event that the Chairman of the Board of Directors is absent or unable to perform their duties, they must authorize another member in writing to perform the rights and duties of the Chairman of the Board of Directors in accordance with the principles stipulated in the Company Charter. If there is no authorized person or if the Chairman of the Board of Directors is deceased, missing, detained, serving a prison sentence, undergoing administrative measures at a compulsory rehabilitation center, compulsory education center, has fled their residence, is restricted or lacks civil capacity, has difficulty in cognition or behavior control, or is prohibited by the Court from holding a position, practicing a profession, or performing certain work, the remaining members shall elect one among them to hold the position of Chairman of the Board of Directors by majority vote until a new decision is made by the Board of Directors.

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

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within 7 working days from the conclusion of the election of that Board of Directors. This meeting shall be convened and chaired by the member with the

highest number of votes or the highest voting percentage. In the event that more than one member has the highest and equal number of votes or voting percentage, the members shall elect by majority vote one among them to convene the meeting of the Board of Directors.

2. The Board of Directors must meet at least once every quarter and may hold extraordinary meetings.

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

a) Upon the request of the Supervisory Board or an independent member of the Board of Directors;

b) Upon the request of the General Director or at least 5 other managers;

c) Upon the request of at least 2 members of the Board of Directors;

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

5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 7 working days from the date of receipt of the request stipulated in Clause 3 of this Article. If the Chairman fails to convene the meeting of the Board of Directors as requested, they shall be responsible for any damages incurred by the Corporation; the requester has the right to replace the Chairman of the Board of Directors to convene the meeting of the Board of Directors.

6. The Chairman of the Board of Directors or the person convening the meeting of the Board of Directors must send the notice of the meeting at least 5 working days before the meeting date. The notice of the meeting must specify the time and place of the meeting, the agenda, issues for discussion, and decisions. The notice of the meeting must be accompanied by documents to be used at the meeting and the voting ballot of the member.

The notice of the meeting of the Board of Directors may be sent by invitation letter, telephone, fax, electronic means, or other methods as stipulated by the Company Charter and must ensure delivery to the registered contact address of each member of the Board of Directors at the Corporation.

7. The Chairman of the Board of Directors or the person convening the meeting shall send the notice of the meeting and accompanying documents to the members of the Supervisory Board as to the members of the Board of Directors.

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

8. A Board of Directors meeting shall be conducted when at least three-fourths of the total members are present. If the meeting convened under this provision does not meet the required number of attendees, a second meeting shall be convened within seven days from the date of the initially scheduled meeting. In this case, the meeting shall proceed if more than half of the Board of Directors members are present.

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

a) Attending and voting directly at the meeting;



b) Authorizing another person to attend and vote as stipulated in Clause 11 of this Article;

c) Attending and voting via online conference, electronic voting, or other electronic means;

d) Sending a voting ballot to the meeting via mail, fax, or email;

đ) Sending a voting ballot by other means.

10. In the case of sending a voting ballot to the meeting via mail, the ballot must be enclosed in a sealed envelope and delivered to the Chairman of the Board of Directors no later than one hour before the commencement. The voting ballot shall only be opened in the presence of all attendees.

#### 11. Voting

a) Except as provided in Point b, Clause 11, Article 30 of this Charter, each member of the Board of Directors or authorized person as stipulated in Clause 8 of this Article present in person at the Board of Directors meeting shall have one (01) vote;

b) Members of the Board of Directors shall not vote on contracts, transactions, or proposals in which they or their related persons have an interest that conflicts or may conflict with the interests of the Corporation. Such members shall not be counted in the quorum required to hold a Board of Directors meeting for decisions on which they have no voting rights;

c) Pursuant to Point d, Clause 11, Article 30 of this Charter, when an issue arises at the meeting concerning the interest or voting rights of a member of the Board of Directors who does not voluntarily relinquish their voting rights, the Chairman's judgment shall be final, except where the nature or extent of the member's interest has not been fully disclosed;

d) A member of the Board of Directors benefiting from a contract as stipulated in Point b, Clause 6, Article 44 of this Charter shall be deemed to have a significant interest in that contract;

đ) Members of the Supervisory Board have the right to attend Board of Directors meetings, have the right to discuss but not to vote.

12. A member of the Board of Directors who directly or indirectly benefits from a contract or transaction that has been signed or is proposed to be signed with the Corporation and knows they have an interest therein is obliged to disclose this interest at the first meeting of the Board discussing the signing of the contract or transaction. If a member of the Board of Directors is unaware of their or their related persons' interest at the time the contract or transaction is signed with the Corporation, they must disclose the related interests at the first meeting of the Board of Directors held after they become aware of their interest or potential interest in the said transaction or contract.

13. Members are required to attend all meetings of the Board of Directors. Members may authorize others to attend and vote on their behalf if approved by the majority of the Board of Directors.

14. The Board of Directors shall pass decisions and adopt resolutions based on the majority approval of attending Board members. In the event of a tie in votes for and against, the final decision shall rest with the opinion of the Chairman of the Board of Directors.

15. Meetings of the Board of Directors may be conducted as online conferences among Board members when all or some members are in different locations, provided that each participating member can:

- a) Hear each other Board member speaking during the meeting;
- b) Communicate with all other attending members simultaneously. Discussions among members may be conducted directly via telephone or through other communication means or a combination thereof. A Board member participating in such a meeting is considered "present" at that meeting. The location of the meeting organized under this provision is the location with the most Board members present or the location where the Chairman of the meeting is present.

Decisions made in a telephone meeting are valid and effective immediately upon the conclusion of the meeting but must be confirmed by the signatures in the minutes of all Board members attending the meeting.

16. Meetings of the Board of Directors may solicit written opinions from Board members to pass Board resolutions on matters within the Board's authority as stipulated in Article 27 of this Charter.

Resolutions in the form of written opinions are passed based on the majority approval of Board members with voting rights. Such resolutions are effective and hold the same value as resolutions passed at a meeting.

17. Meetings of the Board of Directors must be recorded in minutes and may be recorded and stored in other electronic forms. Minutes must be prepared in Vietnamese and may also be prepared in a foreign language, including the contents stipulated in Article 158 of the Enterprise Law. The Chairman of the Board of Directors is responsible for sending the Board meeting minutes to the members, and such minutes serve as conclusive evidence of the proceedings unless there is an objection to the content within ten (10) days from the date of sending. The Board meeting minutes must be signed by the chairman and the minute-taker.

### **Article 31. Standing Committee of the Board of Directors**

1. The Board of Directors unanimously appoints three (3) members, including the Chairman of the Board of Directors, the General Director who is also a Board member, and one (1) other Board member, to establish the Standing Committee of the Board of Directors.

2. The Standing Committee of the Board of Directors has the following functions and duties:

- a) Policies must be unanimously approved by the majority of the Standing Board of Directors for contracts of purchase, sale, and other transactions valued from VND 3 billion to less than 35% of the total asset value recorded in the most recent financial statements of the Corporation, except for contracts and transactions (i) under the decision-making authority of the Board of Directors as stipulated in the Corporation's Charter or the General Meeting of Shareholders as prescribed in (i) the Corporation's Charter, (ii) point d, clause 2, Article 138, and (iii) clauses 1 and 3, Article 167 of the Enterprise Law. In cases where two-thirds of the total members of the Standing Board of Directors agree, including the unanimous opinion of the Chairman of the Board of Directors, the content is deemed to meet the conditions for approval.

Within three working days from the date of receipt of all documents related to the contract or transaction, the Standing Board of Directors must provide their opinion. If no response is given within the aforementioned period, it shall be considered as unanimous approval of the contract or transaction content.

b) Manage and supervise the operations of the Board of Management detect and warn of potential risks during the Corporation's operations and report immediately to the Corporation's Board of Directors.

c) Within the authority of the Board of Directors, monitor the Company's financial operations to ensure compliance with the law, the Company Charter, internal governance regulations, financial regulations, and other internal documents, and report immediately to the Corporation's Board of Directors if any risks are detected.

The Standing Board of Directors is responsible for developing working regulations to clearly define the scope of duties, powers, and responsibilities of each member, while specifically stipulating the accountability mechanism for Board members who are not concurrently the legal representative when participating in reviewing, providing opinions, and deciding on matters within the authority of the Standing Board of Directors.

### **Article 32. Committees under the Board of Directors**

1. The Board of Directors may establish subordinate committees as necessary to oversee strategy and capital management, personnel, remuneration, internal audit, and risk management. The number of committee members, determined by the Board of Directors, shall be at least three, including members of the Board of Directors and external members. The committee chair must be a member of the Board of Directors. The committee's operations must comply with the Board of Directors' regulations. A committee resolution is only effective when a majority of members attend and vote in favor at the committee meeting.

2. The implementation of decisions by the Board of Directors or its subordinate committees must comply with current legal regulations and the Corporation's Charter, as well as the Corporation's internal governance regulations.

### **Article 33. Corporate Governance Officer**

1. The Corporation's Board of Directors must appoint at least one Corporate Governance Officer to support the Corporation's governance operations within the enterprise. The Corporate Governance Officer may concurrently serve as the Corporation's Secretary as stipulated in clause 5, Article 156 of the Enterprise Law.

2. The Corporate Governance Officer must not simultaneously work for an approved auditing organization currently auditing the Corporation's financial statements.

3. The person in charge of governance at the Corporation shall have the following rights and duties:

a) Advising the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and on matters related to the Corporation and shareholders;

b) Preparing meetings of the Board of Directors, Supervisory Board, and General Meeting of Shareholders as requested by the Board of Directors or Supervisory Board;

- c) Advising on the procedures of meetings;
- d) Attending meetings;
- đ) Advising on the procedures for drafting resolutions of the Board of Directors in compliance with legal regulations;
- e) Providing financial information, copies of the Board of Directors' meeting minutes, and other information to members of the Board of Directors and members of the Supervisory Board;
- g) Monitoring and reporting to the Board of Directors on the Corporation's information disclosure operations;
- h) Serving as the liaison with stakeholders;
- i) Maintaining confidentiality of information in accordance with legal regulations and the Corporation's Charter;
- k) Other rights and duties as prescribed by law and the Corporation's Charter.

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

### **Article 34. Organization of the Management Apparatus**

The management system of the Corporation must ensure that the management apparatus is accountable to the Board of Directors and is subject to the supervision and direction of the Board of Directors in the Corporation's daily business operations. The Corporation shall have a General Director, Deputy General Directors, Chief Accountant, and other managerial positions appointed by the Board of Directors. The appointment, dismissal, and removal of the aforementioned positions must be approved by resolutions or decisions of the Board of Directors.

### **Article 35. Executives of the Corporation**

1. Executives of the Corporation include the General Director, Deputy General Directors, Chief Accountant, and other executives as stipulated by the Corporation's Charter.
2. Upon the recommendation of the General Director and with the approval of the Board of Directors, the Corporation may recruit other executives in quantities and with qualifications suitable to the Corporation's structure and management regulations as prescribed by the Board of Directors. Executives must be responsible for supporting the Corporation in achieving its operational and organizational objectives.
3. The General Director shall receive salary and bonuses. The salary and bonuses of the General Director are determined by the Board of Directors.
4. The salary of executives shall be accounted for as a business expense of the Corporation in accordance with the law on corporate income tax, shall be presented as a separate item in the Corporation's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

### **Article 36. Appointment, Dismissal, Duties, and Powers of the General Director**

1. The Board of Directors shall appoint one member of the Board of Directors or hire another person as the General Director.

2. The General Director is responsible for managing the daily business operations of the Corporation; is subject to the supervision of the Board of Directors; and is accountable to the Board of Directors and the law for the exercise of assigned rights and duties.

3. The term of the General Director shall not exceed five years and may be reappointed for an unlimited number of terms. The General Director must meet the standards and conditions as prescribed by law and the Company Charter.

4. The General Director shall have the following rights and obligations:

a) Decide on matters related to the daily business operations of the Corporation that do not fall under the authority of the Board of Directors;

b) Organize the implementation of resolutions and decisions of the Board of Directors;

c) Organize the implementation of the business plan and investment plan of the Corporation;

d) Propose organizational structure plans and internal management regulations of the Corporation;

đ) Appoint, dismiss, and remove managerial positions within the Corporation, except for positions under the authority of the Board of Directors;

e) Determine salaries and other benefits for employees within the Corporation, including managers under the appointment authority of the General Director;

g) Recruit employees;

h) Propose plans for dividend distribution or handling business losses;

i) Submit to the Board of Directors for approval the detailed business plan for the next fiscal year based on meeting the appropriate budget requirements and the five-year financial plan;

k) Prepare long-term, annual, and quarterly budgets of the Corporation (hereinafter referred to as the budget) to serve the long-term, annual, and quarterly management operations of the Corporation according to the business plan. The annual budget (including the balance sheet, income statement, and projected cash flow statement) for each fiscal year must be submitted for approval by the Board of Directors and must include the information stipulated in the Corporation's regulations;

l) Other rights and obligations as prescribed by law, the Company Charter, and resolutions and decisions of the Board of Directors.

5. The Board of Directors may dismiss the General Director when a majority of the voting members of the Board of Directors present at the meeting agree and appoint a new General Director as a replacement.

### **Article 37. Secretariat of the Corporation**

When deemed necessary, the Board of Directors shall decide to appoint one or more persons as the Secretariat of the Corporation with a term as decided by the Board of Directors. The Board of Directors may dismiss the Secretariat of the Corporation when

necessary but not contrary to current labor laws. The Secretariat of the Corporation shall have the following rights and obligations:

- a) Assist in organizing the convening of meetings of the General Meeting of Shareholders and the Board of Directors; record the meeting minutes;
- b) Assist members of the Board of Directors in exercising their assigned rights and obligations;
- c) Assist the Board of Directors in applying and implementing the corporate governance principles of the Corporation.
- d) Support the Corporation in building shareholder relations and protecting the legitimate rights and interests of shareholders; compliance with obligations to provide information, disclose information, and administrative procedures;
- đ) Other rights and obligations as stipulated in the Corporation's Charter.

## **IX. SUPERVISORY BOARD**

### **Article 38. Candidacy and Nomination of Supervisory Board Members**

1. The candidacy and nomination of Supervisory Board members shall be conducted in accordance with the provisions of Clauses 1 and 2, Article 25 of this Charter.

2. In the event that the number of candidates for the Supervisory Board through nomination and candidacy is insufficient, the incumbent Supervisory Board may nominate additional candidates or organize nominations in accordance with the Corporation's Charter, the internal regulations on corporate governance, and the operational regulations of the Supervisory Board. The introduction of additional candidates by the incumbent Supervisory Board must be clearly announced before the General Meeting of Shareholders votes to elect Supervisory Board members in accordance with the law.

### **Article 39. Composition of the Supervisory Board**

1. The number of members of the Corporation's Supervisory Board shall range from three to five. The term of office for a Supervisory Board member shall not exceed five years and may be re-elected for an unlimited number of terms. The General Meeting of Shareholders may decide the specific number for each subsequent term.

2. Members of the Supervisory Board must meet the standards and conditions stipulated in Article 169 of the Enterprise Law and must not fall into the following categories:

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

3. Members of the Supervisory Board shall be dismissed in the following cases:

- a) No longer meeting the standards and conditions to be a member of the Supervisory Board as stipulated in Clause 2 of this Article;
- b) Submission of a resignation letter that is accepted;
- c) Other cases as stipulated in this Charter.

4. Members of the Supervisory Board shall be dismissed in the following cases:

- a) Failure to complete assigned tasks and duties;
- b) Failure to exercise their rights and obligations for six consecutive months, except in cases of force majeure;
- c) Repeated or serious violations of the obligations of a Supervisory Board member as stipulated by the Enterprise Law and the Corporation's Charter;
- d) Other cases as per the resolution of the General Meeting of Shareholders.

#### **Article 40. Head of the Supervisory Board**

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

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

- a) Convene meetings of the Supervisory Board;
- b) Request the Board of Directors, General Director, and other executives to provide relevant information for reporting to the Supervisory Board;
- c) Prepare and sign the report of the Supervisory Board after consulting with the Board of Directors to present to the General Meeting of Shareholders.

#### **Article 41. Rights and Obligations of the Supervisory Board**

The Supervisory Board shall have the rights and obligations as stipulated in Article 170 of the Enterprise Law and the following rights and obligations:

1. Propose and recommend to the General Meeting of Shareholders the approval of the list of auditing organizations authorized to audit the Financial Statements of the Corporation; decide on the auditing organization authorized to inspect the operations of the Corporation, and dismiss the authorized auditor when deemed necessary.

2. Be accountable to the shareholders for its supervisory operations.

3. Monitor the financial situation of the Corporation, compliance with the law in the operations of the members of the Board of Directors, the General Director, and other managers.

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

5. In the event of detecting any legal violations or breaches of the Corporation's Charter by members of the Board of Directors, the General Director, or other executives of the enterprise, the Supervisory Board must notify the Board of Directors in writing within 48 hours, request the violator to cease the violation, and propose remedial measures.

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

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

8. Have the right to access the Corporation's records and documents kept at the headquarters, branches, and other locations; have the right to visit the workplace of the Corporation's managers and employees during working hours.

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

10. Other rights and obligations as prescribed by law and this Charter.

#### **Article 42. Meetings of the Supervisory Board**

1. The Supervisory Board must meet at least twice a year, with at least two-thirds of the members of the Supervisory Board attending. Detailed and clear minutes of the Supervisory Board meetings shall be prepared. The minute taker and the members of the Supervisory Board attending the meeting must sign the meeting minutes. The minutes of the Supervisory Board meetings must be retained to determine the responsibility of each member of the Supervisory Board.

2. The Supervisory Board has the right to request members of the Board of Directors, the General Director, and representatives of the authorized auditing organization to attend and address issues that need clarification.

#### **Article 43. Salaries, Remuneration, Bonuses, and Other Benefits of Members of the Supervisory Board**

Salaries, remuneration, bonuses, and other benefits of members of the Supervisory Board shall be implemented according to the following provisions:

1. Members of the Supervisory Board shall be paid salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide the total amount of salaries, remuneration, bonuses, other benefits, and the annual operating budget of the Supervisory Board.

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

3. Salaries and operating expenses of the Supervisory Board shall be accounted for as business expenses of the Binh Duong Producing and Trading Corporation in accordance with the provisions of the law on corporate income tax and other relevant legal regulations, and must be itemized separately in the annual financial statements of the Corporation.

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

Members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives are responsible for performing their duties, including those as members of the subcommittees of the Board of Directors, with honesty and diligence for the benefit of the Corporation.

#### **Article 44. Duty of Honesty and Avoidance of Conflicts of Interest**



1. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other managers must disclose related interests in accordance with the Enterprise Law and related legal documents.

2. Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and related persons of these members are only permitted to use information obtained through their positions to serve the interests of the Corporation.

3. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other managers are obligated to notify the Board of Directors and the Supervisory Board in writing about transactions between the Corporation, subsidiaries, or other companies in which the Corporation holds over 50% of the charter capital, and themselves or their related persons, as stipulated by law. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Corporation must disclose information about these resolutions in accordance with securities law on information disclosure.

4. Members of the Board of Directors are not allowed to vote on transactions that benefit themselves or their related persons as per the Enterprise Law and the Corporation's Charter.

5. Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and related persons of these individuals are prohibited from using or disclosing internal information to others for conducting related transactions.

6. Transactions between the Corporation and one or more members of the Board of Directors, members of the Supervisory Board, the General Director, other executives, and individuals or organizations related to these persons shall not be invalidated in the following cases:

a) For transactions valued at less than or equal to 35% of the total asset value recorded in the most recent financial statements, the essential terms of the contract or transaction, as well as the relationships and interests of the members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives, have been reported to the Board of Directors and approved by a majority vote of the disinterested members of the Board of Directors.

b) For transactions valued at more than 35% or transactions resulting in a cumulative transaction value within 12 months from the date of the first transaction reaching 35% or more of the total asset value recorded in the most recent financial statements, the key details of such transactions, as well as the relationships and interests of the members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives, have been disclosed to the shareholders and approved by the General Meeting of Shareholders through the voting ballots of shareholders without related interests.

#### **Article 45. Liability for Damages and Compensation**

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

2. The Corporation shall indemnify individuals who have been, are, or may become involved in any claims, lawsuits, or legal proceedings (including civil, administrative

matters, and not initiated by the Corporation) if such individuals have been or are members of the Board of Directors, members of the Supervisory Board, the General Director, other executives, employees, or authorized representatives of the Corporation, acting in good faith, with due diligence for the benefit of the Corporation, in compliance with the law, and without evidence of breach of their duties.

3. Compensation costs shall include judgment costs, fines, and actual expenses incurred (including attorney fees) in resolving these matters within the legal framework. The Corporation may purchase insurance for these individuals to mitigate the aforementioned compensation liabilities.

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

### **Article 46. Right to Inspect Books and Records**

1. Common shareholders have the right to inspect books and records, specifically as follows:

a) Common shareholders have the right to review, inspect, and extract information regarding names and contact addresses in the list of shareholders with voting rights; request amendments to incorrect information; review, inspect, extract, or copy the Corporation's Charter, meeting minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

b) Shareholders or groups of shareholders holding 5% or more of the total common shares have the right to review, inspect, extract minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts, transactions requiring Board of Directors' approval, and other documents, except for documents related to trade secrets and business secrets of the Corporation.

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

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

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

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

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

### **Article 47. Employees and Trade Union**

1. The General Director must prepare a plan for the Board of Directors to approve matters related to the recruitment, dismissal, salaries, social insurance, benefits, rewards, and discipline of employees and business executives.

2. The General Director must prepare a plan for the Board of Directors to approve matters related to the Corporation's relationship with trade union organizations in accordance with the best management standards, practices, and policies, as stipulated in this Charter, the Corporation's regulations, and current legal provisions.

### **XIII. PROFIT DISTRIBUTION**

#### **Article 48. Profit Distribution**

1. The General Meeting of Shareholders decides the dividend payout rate and form of annual dividend payment from the retained earnings of the Corporation.

2. The Corporation shall not pay interest on any dividend payment or payment related to any class of shares.

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

4. In cases where dividends or other payments related to a class of shares are paid in cash, the Corporation must pay in Vietnamese Dong. Payment may be made directly or through banks based on the bank account details provided by the shareholder. If the Corporation has transferred funds according to the correct bank details provided by the shareholder and the shareholder does not receive the funds, the Corporation shall not be liable for the amount transferred to this shareholder. Payment of dividends for shares listed/registered for trading on the Stock Exchange may be conducted through a securities company or the Vietnam Securities Depository and Clearing Corporation.

5. Pursuant to the Enterprise Law and Securities Law, the Board of Directors shall pass a resolution determining a specific date to finalize the list of shareholders. Based on this date, those registered as shareholders or holders of other securities are entitled to receive dividends in cash or shares, receive notices, or other documents.

6. Other matters related to profit distribution shall be implemented in accordance with legal provisions.

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

#### **Article 49. Bank Accounts**

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

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

3. The Corporation conducts all payments and accounting transactions through Vietnamese currency or foreign currency accounts at banks where the Corporation has opened accounts.

#### **Article 50. Fiscal Year**

The fiscal year of the Corporation commences on January 1st each year and concludes on December 31st each year. The first fiscal year begins on the date of issuance of the Business Registration Certificate and ends on December 31st immediately following the date of issuance of such certificate.

#### **Article 51. Accounting Regime**

1. The accounting regime utilized by the Corporation is the Vietnamese Accounting Standards (VAS), the corporate accounting regime, or other specific accounting regimes issued or approved by the competent authority.

2. The Corporation maintains accounting records in Vietnamese and retains accounting documents in accordance with legal regulations on accounting and related laws. These records must be accurate, up-to-date, systematic, and sufficient to substantiate and explain the Corporation's transactions.

3. The Corporation uses the Vietnamese Dong as the currency unit in accounting. In cases where the Corporation primarily conducts economic transactions in a foreign currency, it may choose that foreign currency as the accounting currency unit, bearing responsibility for this choice before the law and notifying the direct tax management authority.

### **XV. FINANCIAL STATEMENTS, ANNUAL REPORTS, AND INFORMATION DISCLOSURE RESPONSIBILITIES**

#### **Article 52. Annual, Semi-Annual, and Quarterly Financial Statements**

1. The Corporation must prepare annual financial statements, and these annual financial statements must be audited in accordance with legal regulations. The Corporation shall disclose the audited annual financial statements in accordance with legal regulations on information disclosure in the securities market and submit them to the competent state authority.

2. The annual financial statements must include all reports, appendices, and explanations as required by corporate accounting law. The annual financial statements must accurately and objectively reflect the Corporation's operational status.

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

4. Shareholders of the Corporation have the right to inspect or copy the audited annual financial statements, reviewed semi-annual financial statements, and quarterly financial statements during working hours at the Corporation's headquarters and must pay a reasonable fee for copying.

#### **Article 53. Annual Report**

The Corporation must prepare and disclose the Annual Report in accordance with legal regulations on securities and the securities market.

### **XVI. COMPANY AUDIT**

#### **Article 54. Audit**

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

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

3. The independent auditor conducting the audit of the Corporation's financial statements is entitled to attend the General Meeting of Shareholders and receive notices and other information related to the General Meeting of Shareholders and is permitted to express opinions at the meeting on matters related to the audit of the Corporation's financial statements.

## **XVII. CORPORATE SEAL**

### **Article 55. Corporate Seal**

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

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

3. The Board of Directors and the General Director shall use and manage the seal in accordance with current legal regulations.

## **XVIII. DISSOLUTION OF THE CORPORATION**

### **Article 56. Dissolution of the Company**

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

a) Upon the expiration of the operational term stated in the Corporation's Charter without a decision for extension;

b) Pursuant to a resolution or decision of the General Meeting of Shareholders;

c) Revocation of the Business Registration Certificate, except where otherwise provided by the Tax Administration Law;

d) Other cases as prescribed by law.

2. The early dissolution of the Corporation (including any extended term) shall be decided by the General Meeting of Shareholders and executed by the Board of Directors. This dissolution decision must be notified or approved by the competent authority (if required) in accordance with regulations.

### **Article 57. Extension of Operations**

1. The Board of Directors shall convene a meeting of the General Meeting of Shareholders at least seven months before the expiration of the operational term to allow shareholders to vote on the extension of the Corporation's operations as proposed by the Board of Directors.

2. The operational term shall be extended when shareholders representing 65% or more of the total voting rights of all shareholders attending the General Meeting of Shareholders agree.

## **Article 58. Liquidation**

1. At least six months before the expiration of the Corporation's operational term or after a decision to dissolve the Corporation, the Board of Directors must establish a Liquidation Committee consisting of three members, of which two members are appointed by the General Meeting of Shareholders and one member is appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its operational regulations. Members of the Liquidation Committee may be selected from the Corporation's employees or independent experts. All costs related to liquidation shall be prioritized for payment by the Corporation before other debts of the Corporation.

2. The Liquidation Committee is responsible for reporting to the Business Registration Authority regarding the date of establishment and commencement of operations. From that point, the Liquidation Committee shall represent Binh Duong Producing and Trading Corporation in all matters related to the liquidation of the Corporation before the Court and administrative authorities.

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

- a) Liquidation expenses;
- b) Outstanding wages, severance allowances, social insurance, and other benefits of employees as per the collective labor agreement and signed labor contracts;
- c) Tax liabilities;
- d) Other debts of the Corporation;
- e) The remaining balance after settling all debts from items (a) to (d) above shall be distributed to the shareholders. Preferred shares shall be prioritized for payment.

## **XIX. RESOLUTION OF INTERNAL DISPUTES**

### **Article 59. Resolution of Internal Disputes**

1. In the event of disputes or complaints related to the operations of the Corporation, the rights and obligations of shareholders as stipulated in the Enterprise Law, the Company Charter, other legal regulations, or agreements between:

- a) Shareholders and the Corporation;
- b) Shareholders and the Board of Directors, Supervisory Board, General Director, or other executives;

The parties involved shall endeavor to resolve such disputes through negotiation and mediation. Except in cases involving the Board of Directors or the Chairman of the Board, the Chairman of the Board shall preside over the dispute resolution and request each party to present relevant information within 10 working days from the date the dispute arises. In cases involving the Board of Directors or the Chairman of the Board, any party may request the General Director to appoint an independent expert as a mediator for the dispute resolution process.

2. If no mediation decision is reached within six weeks from the commencement of the mediation process or if the mediator's decision is not accepted by the parties, any party may refer the dispute to Arbitration or Court.

3. The parties shall bear their own costs related to the negotiation and mediation procedures. The payment of Court costs shall be executed according to the Court's judgment.

## **XX. AMENDMENTS AND SUPPLEMENTS TO THE CHARTER**

### **Article 60. Company Charter**

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

2. In cases where the law provides regulations related to the Corporation's operations not mentioned in this Charter or where new legal provisions differ from the terms in this Charter, such regulations shall be applied to govern the Corporation's operations.

## **XXI. EFFECTIVE DATE**

### **Article 61. Effective Date**

1. This Charter, comprising 21 sections and 61 articles, was unanimously approved by the General Meeting of Shareholders of Binh Duong Producing and Trading Corporation on October 26, 2018, and was amended for the third time according to the resolution of the General Meeting of Shareholders at the meeting held on June 29, 2026, in Ho Chi Minh City, and the full text of this Charter is hereby accepted as effective.

2. The Charter is executed in 10 copies, each of equal validity, and must be retained at the headquarters of the Corporation.

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

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

**Full name and signature of the legal representative**

**Chairman of the Board of Directors**

**General Director**

**NGUYEN AN DINH**

**LE TRONG NGHIA**