

**SOCIALIST REPUBLIC OF VIETNAM**

**Independence - Freedom – Happiness**

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**CHARTER**

**THANH THANH CONG- BIEN HOA JOINT STOCK COMPANY**

**(Version No.30 – Oct 2023)**



**Headquarter: Tan Hung Commune, Tan Chau District, Tay Ninh Province**

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## **PREFACE**

This Charter is the legal basis for Thanh Thanh Cong - Bien Hoa Joint Stock Company (hereinafter referred to as "the Company"), a joint stock company, to be established under the Enterprise Law. This Charter, Regulations of the Company, Resolutions of the General Meeting of Shareholders and the Board of Director shall become rules and regulations binding on business activities of the Company after being approved in accordance with the relevant laws;

Amendment and supplement of this Charter has been approved by the Thanh Thanh Cong - Bien Hoa Joint Stock Company in accordance with the Resolution of the General Meeting of Shareholders No. 15./2023/NQ-DHĐCD dated October 26, 2023

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

### **Article 1. Definition**

1. In this Charter, the following terms shall be construed as follows:
  - a. "Charter capital" means the total value of shares sold or registered for subscription when establishing the company and complying with Article 5 of this Charter.
  - b. "Duration of operation" means the duration of operation of the Company as stipulated in Article 2 of this Charter and the extension period (if any) which is approved by the General Meeting of Shareholders of the Company.
  - c. "Establishment Date" means the date of issuing the Certificate of Business Registration or similar certificate for the first time to the Company;
  - d. "Executive Officer" means an executive Officer of the Company, comprising General director (CEO), Deputy general director (Deputy CEO), Chief accountant of the Company.
  - e. "Law on Enterprise" means Law on Enterprise No. 59/2020/QH14 was passed by the National Assembly on 17 June 2020.
  - f. "Law on Securities" means Law on Securities No. 54/2019/QH14 was passed by the National Assembly on 26 November 2019.
  - g. "Major shareholder" means a shareholder as provided in Clause 18 Article 4 of LOS.
  - h. "Manager" means a manager of the Company, comprising Chairman (Chairwoman) of the Board of directors, member of the Board of directors, General director (CEO).
  - i. "Personal legal document" means any one of the following documents: citizen's identity card, people's identity card, passport and other lawful personal identification document.
  - j. "Related persons" are individuals or organizations defined in Clause 34 of Article 6 of the Law on Securities.
  - k. "Shareholder" means an individual or organization owning at least one share of the Company.
  - l. "Stock Exchange" comprises the Stock Exchange of Vietnam and its subsidiary companies.
  - m. "Vietnam" means the Socialist Republic of Vietnam.

- n. "Voting share" means the shares entitling the owner to vote on matters which fall within the decision-making power of the General meeting of shareholders.
2. In this Charter, references to one or a number of other regulations or documents shall include amendments or substitute documents;
  3. The Headers (Chapters, Articles of this Charter) are used to facilitate the understanding of contents without affecting the contents of this Charter;
  4. Words or terms defined in the Enterprise Law (if not in conflict with the subject or context) shall have the same meaning as this Charter.

## **II. NAME, FORMS, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES AND DURATION OF OPERATION OF THE COMPANY**

### **Article 2. Name, forms, headquarters, branches, representative offices and duration of operation of the company**

1. Company name
  - Company name in Vietnamese: CÔNG TY CỔ PHẦN THÀNH THÀNH CÔNG-BIÊN HÒA
  - Company name in foreign language: THANH THANH CONG - BIEN HOA JOINT STOCK COMPANY
  - Short name: TTC - BH
2. The Company is a joint stock company with legal status in accordance with current laws of Vietnam
3. The registered office of the Company:
  - Address: Tan Hung Commune, Tan Chau District, Tay Ninh Province
  - Phone: (84.276) 839804
  - Fax: (84.276) 839834
  - E-mail: info@ttcsugar.com.vn
  - Website: www.ttcsugar.com.vn
4. Chairman (Chairwoman) of the Board of directors is the legal representative of the Company. Subject to its operating needs, the Company may have one or more legal representatives. Specific quantity and title of these shall be decided by the Board of directors in accordance with the laws applied that time. Each legal representative of the Company will be a representative with full authority of the Company before a third party; all the legal representatives must be jointly liable for any loss and damage to the Company in accordance with the civil law and other relevant laws.
5. The Company may establish branches and representative offices in the business area to implement objectives of the Company in accordance with the Resolutions of the Board of Directors and to the extent permitted by law.
6. The term of operation of the Company shall be unlimited. The Company may change its term of operation by an effective resolution of the General meeting of shareholder.

### III. OBJECTIVES, SCOPE OF BUSINESS AND ACTIVITIES OF THE COMPANY

#### Article 3. Objectives of the Company

##### 1. Business lines:

| No. | Name of business line                                                                                                                                | Code of business line |
|-----|------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|
| 1   | Sugar production<br>Details: Sugar production                                                                                                        | 1072                  |
| 2   | Production of electricity                                                                                                                            | 3511                  |
| 3   | Transmission and distribution of electricity<br>Details: distribution of electricity                                                                 | 3512                  |
| 4   | Cultivating sugarcane                                                                                                                                | 0114                  |
| 5   | Other food production not yet classified<br>Details: Production and sales of products using sugar or by-products, waste products from sugar          | 1079                  |
| 6   | Production of fertilizers and nitrogen compounds<br>Details: Producing and trading in fertilizers and agricultural materials                         | 2012                  |
| 7   | Short-stay services<br>Details: Hotel business                                                                                                       | 5510                  |
| 8   | Restaurant and mobile catering services<br>Details: Restaurant business                                                                              | 5610                  |
| 9   | Other professional, scientific and technological activities not yet classified<br>Details: Technical & technological consultancy in sugar production | 7490                  |
| 10  | Management consultancy activities<br>Details: Management consultancy in sugar production                                                             | 7020                  |
| 11  | Production of basic chemicals<br>Production and business of alcohol and other by-products                                                            | 2011                  |
| 12  | Trading in real estate, land use rights of owners, users or renters<br>Details: As stipulated in Article 11.3 of the Real Estate Business Act 2014;  | 6810                  |
| 13  | Producing non-alcoholic beverages, mineral water<br>Details:<br>- Producing bottled mineral water;                                                   | 1104                  |



|    |                                                                                                                                                                                                                                                                                         |      |
|----|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------|
|    | <ul style="list-style-type: none"> <li>- Producing non-alcoholic beverages, mineral water;</li> <li>- Producing beverages, fruit juices, soy milk;</li> <li>- Producing bottled pure water.</li> </ul>                                                                                  |      |
| 14 | Processing and preserving vegetables<br>Detail: Processing agricultural products                                                                                                                                                                                                        | 1030 |
| 15 | Wholesaling agricultural and forestry raw materials (except wood, bamboo and cork) and live animals<br>Details: Wholesale agricultural, forest products, other raw materials (except rice, wood, bamboo and rubber latex).                                                              | 4620 |
| 16 | Wholesale of agricultural machinery, equipment and spare parts.                                                                                                                                                                                                                         | 4653 |
| 17 | Distilling and mixing heavy spirits.                                                                                                                                                                                                                                                    | 1101 |
| 18 | Wholesale food<br>Details: Wholesale meat and meat products; Vegetables; milk and dairy products, confectionery and products made from cereals, flour, starch; Other food (except sugar, rice).                                                                                         | 4632 |
| 19 | Retail of food, foodstuffs, beverages, cigarettes, and pipe tobacco accounting for a large proportion in general stores<br>Details: Retail of food, foodstuffs and beverages accounting for a large proportion of general stores (except sugar, rice, tobacco, pipe tobacco, cigarette) | 4711 |
| 20 | Other retails in general business stores<br>Details: Retail in supermarkets, trade centers; Other retails not yet classified in general business stores.<br>(Excluding retail of tobacco, pipe tobacco, cigarette, sugar, rice.)                                                        | 4719 |
| 21 | Retail of food in specialized stores<br>Details: Retail of meat and meat products; Vegetables; milk and dairy products, cakes, jams, sweets and products made from cereals, flour or starch; Other food in specialized stores (except sugar, rice).                                     | 4722 |
| 22 | Wholesale beverages                                                                                                                                                                                                                                                                     | 4633 |
| 23 | Retail beverages in specialized stores                                                                                                                                                                                                                                                  | 4723 |
| 24 | Retailed Food, foodstuff, beverages, tobacco, tobacco pipe in mobile method or retailed in the market<br>Details: Food, foodstuff (except sugar, rice, tobacco, tobacco pipe, cigarette), beverages retailed in mobile method or sold in the market                                     | 4781 |
| 25 | Construction of other civil engineering works<br>Details: Construction of civil works (supermarkets, restaurants,                                                                                                                                                                       | 4299 |

|    |                                                                                                                                     |      |
|----|-------------------------------------------------------------------------------------------------------------------------------------|------|
|    | hotels)                                                                                                                             |      |
| 26 | Production of construction materials from clay                                                                                      | 2392 |
| 27 | Wholesale of machinery, equipment and other spare parts.<br>Details: Wholesale of machinery, equipment, materials of sugar industry | 4659 |
| 28 | Repair of machinery and equipment.<br>Details: Repair, maintenance of equipment of sugar industry                                   | 3312 |
| 29 | Installation of industrial machinery and equipment.<br>Detail: Installation of equipment of sugar industry                          | 3320 |
| 30 | Construction of houses of all kinds                                                                                                 | 4101 |
| 31 | Construction of non-residential buildings                                                                                           | 4102 |
| 32 | Data processing, leasing and related activities<br>Details: Providing and leasing information infrastructure, leasing servers.      | 6311 |
| 33 | Wholesale of computers, peripheral equipment and software                                                                           | 4651 |
| 34 | Raising and breeding of buffaloes and cows                                                                                          | 0141 |
| 35 | Raising of horses, asses, mules and breeding of horses and asses                                                                    | 0142 |
| 36 | Raising of goats and sheep and breeding of goats, sheep, deers and sambar deers                                                     | 0144 |
| 37 | Raising of pigs and breeding of pigs                                                                                                | 0145 |
| 38 | Raising of poultry                                                                                                                  | 0146 |
| 39 | Raising of other animals                                                                                                            | 0149 |
| 40 | Mixed crop-livestock farming                                                                                                        | 0150 |
| 41 | Growing of fruits                                                                                                                   | 0121 |
| 42 | Growing of oleaginous fruits                                                                                                        | 0122 |

If any of business lines mentioned above are subject to the approval of the competent State agency, the company shall only carry out such business lines after obtaining the approval of the competent State agency.

2. The objective of the Company: Mobilize and utilize capital effectively for production and business by the fields, functions and business lines of the Company; Improve efficiency to maximize reasonable returns; Generate job and stable income for employees; Increase dividend for shareholders; Contribute to social benefits; Continuously develop the Company to become stronger.

#### **Article 4. Scope of business and operation**

The Company is permitted to plan and conduct all business activities in accordance with applicable law and to take appropriate measures to achieve the Company's objectives.



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

##### Article 5. Charter capital, shares, founding shareholders

1. Charter capital of the Company is **VND 7,621,123,260,000 VND** (In words: Seven thousand six hundred twenty-one billion, one hundred and twenty-three million, two hundred and sixty thousand dong). It is divided into **762,112,326** (Seven hundred and sixty-two million, one hundred and twelve thousand, three hundred and twenty six) shares with par value of VND 10,000 / share. In which:

- a. Number of ordinary shares: **740,500,993** shares (Seven hundred and forty million, five hundred, nine hundred and ninety) shares.
- b. Number of convertible preferred shares: **21,611,333** (Twenty- one million, six hundred eleven thousand, three hundred and thirty-three) shares..

The Company may increase or decrease its charter capital when approved by the General Meeting of Shareholders and in accordance with the law..

2. Shares of the Company, on the date which this Charter is adopted, comprise ordinary share; and convertible and dividend prefer share. The rights and obligations of ordinary shares are provided for in Article 11 and Article 12 of this Charter.
3. A part from ordinary shares, the Company may have preferred shares. The owner of preferred shares is called as preferred shareholder. The preferred shares include:
  - a. Voting preferred share. Shareholder who owns voting preferred share, has the rights in accordance with the provisions of law.
  - b. Dividend preferred share. Shareholder who owns dividend preferred share, has the rights in accordance with the provisions of law.
  - c. Redeemable preferred share. The shareholder who owns redeemable preferred share, has the rights in accordance with the provisions of laws.
  - d. Dividend redeemable preferred share:
    - (i.) Dividend redeemable preferred share is share that:
      - Be paid dividends higher than the dividends of ordinary shares or fixed amount of annual dividends. Annual distributed dividends include fixed dividend and bonus dividend, fixed dividend does not depend on the Company's business outcome. The level of fixed dividend and method for determination of bonus dividend shall be written on the certificates of dividend redeemable preferred shares.
      - Be redeemed value of contribution by the company at the request from their holder or under the conditions provided in the certificate of the dividend redeemable preferred shares.
      - Be convertible into ordinary share in accordance with the conditions provided in the certificate of the dividend redeemable preferred shares and accordance with approved method of preferred share offer.
    - (ii.) Shareholder who owns dividend redeemable preferred share, has the rights to:
      - Receive dividends as prescribed in Clause 3.d(i) of this Article.

- Receive remaining assets corresponding to the ownership ratio of the Company upon the company's dissolution or bankruptcy after the Company has paid all debts.
- Be redeemed value of contribution by the company at the request from their holder or under the conditions provided in the certificate of the dividend redeemable preferred shares.
- To request for converting into ordinary share in accordance with the conditions provided in the certificate of the dividend redeemable preferred shares and accordance with approved method of preferred share offer.
- Other rights is the same of ordinary shareholder, except for (1) Voting right; (2) Right to Attend General Meeting of Shareholders; and (3) Right to nominate candidates for the Board of Directors.

e. Convertible and dividend preferred share.

(i.) Convertible and dividend preferred share is share that:

- Be paid dividends higher than the dividends of ordinary shares or fixed amount of annual dividends. Annual distributed dividends include fixed dividend and bonus dividend, fixed dividend does not depend on the Company's business outcome. The level of fixed dividend and method for determination of bonus dividend shall be written on the certificates of convertible and dividend preferred shares.
- Be convertible into ordinary share in accordance with the conditions provided in the certificate of the convertible and dividend preferred shares.

(ii.) Shareholder who owns convertible and dividend preferred share, has the rights to:

- Receive dividends as prescribed in Clause 3.e(i) of this Article.
- Prioritized to receive, for each share of such shareholder, the sum of (i) value as share sale surplus as determined by the Board of Directors (but not exceeding the internal rate of profit applicable to the preferred shareholder in accordance with issuance contract and/or any relevant agreement signed between the Company and such preferred shareholder), (ii) the price paid by the preferred shareholder for the purchase of preferred share (if this value has not been included in the calculation of the value in (i) above), and (iii) (iii) any interest incurred but not yet paid on dividends payable to the preferred shareholder, and any other amounts owed by the Company to such preferred shareholder (but only if such amounts have not been included in calculating the value in (i)) from the remaining assets or the balances of the Company after payments have been made or transferred to the reserve fund for payment to creditors and any compulsory payments that must be made in accordance with Vietnam laws in event of any of the followings: (i) Any compromise or arrangement made by the Company with creditors/debtors or default on maturity and the occurrence of these events are reasonably expected to result in an insolvency proceeding against the Company; (ii) a temporary or official liquidator appointed by an appropriate court under the applicable Law; (iii) the conduct of any voluntary or involuntary



liquidation, dissolution or discontinuance of the Company; (iv) the occurrence of a merger, acquisition, consolidation or one or a series of transactions with the Company or any of its subsidiaries in which the existing shareholders of the Company after one or a series of the above transaction no longer maintains the majority of voting rights in the remaining entity after the merger, acquisition or consolidation; or (v) there is a transfer (whether or not of the value is paid) of all or more than 50% (fifty percent) of the value of the assets of the Company or its subsidiaries, before the Company makes payment to ordinary shareholders.

- To request for converting into ordinary share in accordance with the conditions provided in the certificate of the convertible and dividend preferred shares and accordance with approved method of preferred share offer.
- Other rights is the same of ordinary shareholder, except for (1) Voting right; (2) Right to Attend General Meeting of Shareholders; and (3) Right to nominate candidates for the Board of Directors.

f. The Company may issue other types of preferred shares after approved by the General of Meeting Shareholders, in accordance with the provisions of laws.

4. Ordinary shares shall be offered to the existing shareholders in proportion to their shareholding unless otherwise stipulated by the General Meeting of Shareholders. The Company must announce the share offering, specifying the number of shares to be offered and the time of purchase registration so that shareholders can register to buy. The number of shares not registered by the shareholders shall be decided by the Board of Directors. The Board of Directors may distribute such shares to other shareholders according to suitable conditions and methods but shall not be more favorable s than the conditions offered to existing shareholders unless otherwise agreed by the General Meeting of Shareholders or in the case where the shares are sold through the Stock Exchange.
5. The Company may purchase shares issued by the company itself (including redeemable preference shares) in the manner as prescribed in this Charter and applicable laws.
6. The Company may issue other types of securities in accordance with the laws.

#### **Article 6. Share certificates**

1. Shareholders of the Company shall be issued with share certificates corresponding to the number of shares and types of shares owned.
2. Share certificate is a type of stock certifying lawful rights and benefits of an owner of a portion of the share capital of an issuing organization. Share certificates must contain the details stated in article 121.1 of the Law on Enterprises.
3. Within two months (or longer term under the terms of issue) from the date of full payment of purchase price of shares as stipulated in the share issue plan of the Company or as from the date of submission of a complete application file for assignment of the ownership of shares as stipulated by the Company, the shareholders shall be issued with share certificates. The owner of shares is not required to pay the Company any expenses for printing the share certificate.



4. In case of transferring only some shares in a registered share certificate, the old certificates will be canceled and the new certificate of the remaining shares will be issued with free of charge.
5. Where a share certificate is lost, damaged or otherwise ruined, the Shareholder shall be re-issued by the Company with a share certificate at the request of such Shareholder. Such request of the Shareholder must contain the following particulars:
  - (a) Information about the share certificate which was lost, damaged or otherwise ruined;
  - (b) Commitment to take responsibility for any disputes arising from the re-issuance of a new share certificate.
6. The holder of bearer share certificate shall be solely responsible for preservation and the Company shall not be liable in cases where the certificate is stolen or used for fraudulent purposes.

#### **Article 7. Other share certificates**

Bond certificates or other share certificates of the Company (except for letters of offer, temporary certificates and similar documents) will be issued with the seal and signature of the legal representative of the Company unless otherwise provided by the terms and conditions of the issue.

#### **Article 8. Offer for sale and transfer of shares**

1. All shares can be freely transferred unless this Charter and laws otherwise stipulated. Shares listed or registered to trade on the Stock Exchange shall be transferred in accordance with the Law on securities and stock market of the Stock Exchange.
2. Shares which have not been fully paid shall not be transferable or entitled to interest, including the right to receive dividends, the right to receive shares issued to increase share capital from owners' equity, the right to buy new shares and other rights as prescribed by law.
3. The Board of Directors shall decide on the time, method and price of shares. The purchase price shall not be lower than the market price at the time of offering or the value recorded in the book of shares at the latest time, except for following cases:
  - a. Shares offered for the first time to non-founding shareholders;
  - b. Shares offered to all shareholders in proportion to their existing shares in the Company;
  - c. Shares offered to brokers or guarantors. In this case, the discount amount and rate shall be approved by the Board of Directors.
  - d. Shares offered are subject to a discount as agreed with the Investor. The specific discount amount or rate shall be decided by the Board of Directors.

#### **Article 9. Share revocation**

1. Where a Shareholder fails to pay in full and on time the amount payable to purchase the shares, the Board of Directors shall provide a notice and has the right to require such Shareholder to pay the residual amount and shall take corresponding responsibility for the total par value of subscribed shares with respect to financial obligations of the Company which arise prior to the date on which the company registers adjustment of its charter capital in accordance with the laws.

2. The above payment notice must clearly state the new payment period (at least seven days after the date of sending the notice) and place of payment. This notice must clearly state that in case of non-payment, unpaid shares shall be revoked fully.
3. In case of failure of payment, the Board of Directors shall have the right to revoke the number of shares prior to fully paying all payable amounts, interests and related expenses. The revocation shall include dividends of the withdrawn shares that have not actually been paid until the time of the revocation. The Board of Directors may accept the submission of shares to be revoked in accordance with clauses 4, 5 and 6 and in other cases as stipulated in this Charter.
4. Shares revoked shall be deemed as shares to be offered for sale. The Board of Directors may directly or indirectly authorize the sale, redistribution or settlement to the persons whose shares are revoked or other subjects in accordance with the conditions and methods decided by the Board of Directors.
5. Shareholders whose shares are revoked shall quit their status as shareholders in respect of those shares, but must take corresponding responsibility for the total par value of subscribed shares with respect to financial obligations of the Company arising at the time of revocation as decided by the Board of Directors from the date of revocation up to the date of payment. The Board of Directors shall have full power to decide on the coercive payment of the total value of shares at the time of revocation or may discount partly or wholly of such amount.
6. A notice of share revocation shall be sent to the persons holding revoked shares prior to the time of revocation. The revocation shall remain its effect despite of the case of erroneous or careless notification.

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

### **Article 10. Organizational structure and management of the Company:**

The organizational structure of the company includes:

- a. General Meeting of Shareholders;
- b. Board of Directors and Audit committee under the Board of Directors;
- c. General Director;

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

### **Article 11. Rights of shareholders**

1. Shareholders are the owner of the Company with rights and obligations corresponding to the number of shares and type of shares which they own. Shareholders are responsible for debt and other property obligations of the Company within the amount of capital contributed to the Company.
2. A shareholder who owns ordinary share shall have the following rights :
  - a. To attend and give opinion at the General Meeting of Shareholders and exercise the right to vote at the General Meeting of Shareholders or through its authorized representative or through other forms in accordance with the Charter and the laws. Each ordinary share has one vote;
  - b. To receive dividends at the rate decided by the General Meeting of Shareholders;



- c. To freely transfer their paid shares to others according to the provisions of this Charter and current law;
  - d. To be given priority in subscribing for new shares in proportion to the ratio of ownership of ordinary shares each shareholder holds in the company;
  - e. To review, search and extract information related to shareholders in the list of shareholders having voting right and request the amendment to inaccurate information of itself;
  - f. To review, search, extract or copy the Charter of the Company, Minutes of the General Meeting of Shareholders and Resolutions of the General Meeting of Shareholders;
  - g. To receive the remaining assets pro rata to the number of shares owned in the Company in case of dissolution, bankruptcy of the Company;
  - h. To request the Company to redeem their shares in accordance with the laws;
  - i. To be treated equally. Each share of the same class entitles its Shareholder to equal rights, obligations and benefits. If the Company has classes of preference shares, the rights and obligations attached to such classes of preference shares must be provided in the Charter;
  - j. To fully access periodical and extraordinary information disclosed by the Company in accordance with the laws;
  - k. To protect their legitimate rights and interests; to request suspension or cancellation of resolutions or decisions of the General meeting of shareholders, the Board of management in accordance with the provisions of the Law on Enterprises;
  - l. Other rights as stipulated in Enterprise Law.
3. A shareholder or a group of shareholders holding five (5) or more per cent of the total ordinary shares of the Company, has the following rights :
- a. To request the convening of a General Meeting of Shareholders in the following cases :
    - (i) The Board of Directors commits a serious breach of the rights of shareholders or the obligations of managers or makes a decision which falls outside its delegated authority;
    - (ii) Other cases as stipulated in the Charter;
  - b. To sight, consult and make an extract of the book of minutes and resolutions or decisions of the Board of Directors, mid-year and annual financial statements, reports of the Inspection Committee, and contracts and transactions which must be passed by the Board of Directors and other data except for data relating to commercial secrets or business secrets of the Company.
  - c. To request the Board of Directors (through Audit Committee) to inspect each issue relating to the management and administration of operation of the Company where considered necessary. The request must be made in writing and must contain the following particulars: full name, contact address, nationality, number of legal personal documents of a Shareholder being an individual; and the name, enterprise code number or number of legal organizational documents, and head office address of a Shareholder being an organization; the number of shares and date of registration



of shares of each Shareholder, total number of shares of the group of Shareholders and the percentage of ownership over the total number of shares of the Company; issues to be inspected and purpose of the inspection.

- d. To recommend items to be included in the agenda of a meeting of the General Meeting of Shareholders. The recommendation must be made in writing and be sent to the Company no later than [three (3)] working days prior to the date of opening of the meeting.
  - e. Other rights as stipulated by laws and in this Charter.
4. Besides the rights as stipulated in Clause 3 of this Article, a Shareholder or a group of Shareholders owning 10% or more of the total ordinary shares has the right to nominate candidates for the Board of Directors. The nomination of candidates to the Board of Directors shall be carried out as stipulated in Article 24.2 and 24.3 hereof.

#### **Article 12. Obligations of shareholders**

Shareholders have the following obligations:

- 1. To comply with the Charter and the rules on internal management of the Company; To abide by the decision of the General Meeting of Shareholders, the Board of Directors.
- 2. To participate in the meetings of the General Meeting of Shareholders and exercise the right to vote through the following forms:
  - a. Participate in and exercise the right to vote directly at the meeting;
  - b. Authorize other individual(s), organization(s) to participate in and exercise the right to vote at the meeting;
  - c. Participate in and exercise the right to vote via online meeting, use electronic votes or other electronic forms;
  - d. Send votes to the meeting via mail, fax, email;
  - e. Send vote to the meeting via other forms in accordance with the Charter.
- 3. To pay for the purchase of shares already registered according to regulations; Not to withdraw the capital contributed in the form of ordinary shares from the Company in any form unless they are repurchased by the Company or other persons. Where a shareholder withdraws part or all of the contributed share capital in contravention of the provisions of this Clause, such shareholder and related persons in the company shall be jointly be liable for debts and the other assets of the Company within the value of withdrawn shares and the damages arising;
- 4. To provide the correct address when subscribing for shares;
- 5. To fulfill other obligations as prescribed by the current law;
- 6. To take personal responsibility when acting on behalf of the company in any form to commit one of the following acts:
  - a. Breaking the laws;
  - b. Conducting business and other transactions for self-interest or for the benefit of other organizations and individuals;
  - c. Premature payment of debts where the Company is in financial risks that may occur to the Company;

7. To preserve confidentiality of information provided by the company pursuant to the Charter and the law; and only to use information provided in order to perform and protect their lawful rights and interests, and not to distribute, copy or send such information to other organizations or individuals.

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

1. The General Meeting of Shareholders shall include all Shareholders entitled to vote and shall be the highest decision-making authority of the Company. The General Meeting of Shareholders shall convene an annual meeting once per year and within a time-limit of four (4) months after the end of a financial year. The Board of Directors may extend the time-limit for holding an annual meeting of the General Meeting of Shareholders where necessary, but not beyond six (6) months from the end of the financial year. In addition to such annual meetings, the General Meeting of Shareholders may convene extraordinary meetings. The location of meetings of the General Meeting of Shareholders shall be determined as the location where the chairman of the meeting attends the meeting and must be in the territory of Vietnam.
2. The Board of Directors shall convene the Annual General Meeting of Shareholders and select the appropriate venue. The Annual General Meeting of Shareholders decides the issues in accordance with the law and the Charter of the Company, especially the annual financial statements and the financial budget for the next fiscal year. Independent auditors may be invited to attend the meeting to advise on the adoption of annual financial statements. If the audit report on the annual financial statements of the Company contains any major reservation, the auditor's opinion which is contrary to or disapproves such financial statements, then the Company must invite a representative of the institutional auditor approved to conduct the audit of the financial statements of the Company to attend the annual meeting of the General Meeting of Shareholders and such representative is responsible to attend the annual meeting of the General Meeting of Shareholders of the Company.
3. The Board of Directors shall convene the Extraordinary General Meeting of Shareholders in the following cases:
  - a. The Board of Directors deems it necessary for the benefit of the Company;
  - b. The number of the remaining members of the Board of Directors is less than the minimum number of members required by law;
  - c. When the number of independent members of the Board of Directors is less than the minimum number of members as prescribed by law;
  - d. Shareholders or groups of shareholders stipulated in Clause 3, Article 11 of this Charter request the convening of the General Meeting of Shareholders in a written proposal. The written request for the convening shall clearly state the reasons and purpose of the meeting with signatures of the concerned shareholders. This written request shall be made in many copies with full signatures of all relevant shareholders;
  - e. Other cases as required by law.
4. Convene of the Extraordinary General Meeting of Shareholders



- a. The Board of Directors shall convene a meeting of the General Meeting of Shareholders within 60 days from the date when the remaining number of members of the Board of Directors belongs to the cases as stipulated in point b of Clause 3 of this Article.
- b. The Board of Directors must convene a meeting of the General Meeting of Shareholders within 90 days from the date when the remaining number of independent members of the Board of Directors belongs to the cases as provided for in Point c, Clause 3 of this Article or receive the request as prescribed in Point d, Clause 3 of this Article. This provision shall not apply to cases where the independent members of the Board of Directors no longer satisfy the conditions prescribed in Clause 3, Article 155 of the Enterprise Law. Then, the Board of Directors shall have the right to select one of the actions as specified in Clause 3, Article 155 of the Enterprise Law;
- c. If the Board of Directors does not convene the General Meeting of Shareholders in accordance with the provisions of point a and b of Clause of this Article, within a period of thirty (30) days, the shareholder or group of shareholders shall have the right to replace the Board of Directors to convene the General Meeting of Shareholders as stipulated in Clause 3, Article 11.

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the business registration office to supervise the convening and conduct a meeting if it is necessary.

- d. All expenses for the convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company, excluding expenses paid by shareholders such as accommodation and travel expenses when attending the General Meeting of Shareholders.
- e. Procedure for conducting the General Meeting of Shareholders in accordance with the provisions of Clause 5 Article 140 of Enterprise Law.

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

1. The General Meeting of Shareholders has the following rights and obligations:
  - a. To pass the developmental direction of the company;
  - b. To make decisions on the classes of shares and total number of shares of each class which may be offered for sale; to make decisions on the rate of annual dividend for each class of shares;
  - c. To elect, remove or discharge members of the Board of Directors;
  - d. To make investment decisions or decisions on sale of assets valued at seventy (70) or more per cent of the total value of assets recorded in the latest financial statements of the company;
  - e. To make decisions on amendments of and additions to the Charter of the company;
  - f. To approve annual financial statements;
  - g. To make decisions on redemption of more than ten (10) per cent of the total number of shares of each class already sold;
  - h. To consider and deal with breaches by members of the Board of Directors which cause loss to the company and its shareholders;



- i. To make decisions on re-organization and dissolution of the Company;
  - j. To decide the budget or the total remuneration, bonuses and other benefits of the Board of Directors;
  - k. To approve the Internal Regulations on corporate governance, and the Regulations on organization and operation of the Board of Directors;
  - l. To approve the list of independent auditing companies, and to decide on an independent auditor to conduct inspection of activities of the company, and to remove the independent auditor when considered necessary;
  - m. Other rights and obligations in accordance with the laws.
2. An annual meeting of the General Meeting of Shareholders shall debate and pass the following issues:
- a. Annual business plan of the company;
  - b. Audited annual financial statements;
  - c. Report of the Board of Directors regarding management by and operational results of the Board of Directors and each member of the Board of Directors;
  - d. Reporting of Internal Member of Board of Directors of Audit Committee. Content of reporting complying with the laws;
  - e. Dividend rate for each class of share;
  - f. Other matters within its authority.
3. In addition to issues are debated and passed at Annual General Meeting of Shareholders, General Meeting of Shareholders shall debate and pass the following issues:
- a. Quantity of members of Board of Directors;
  - b. To elect, remove, discharge, replacement members of the Board of Directors;
  - c. To decide the budget or the total remuneration, bonuses and other benefits of the Board of Directors, Audit Committee;
  - d. To make decisions on amendments of and additions to the charter of the Company;
  - e. To make decisions on the classes of shares and total number of shares of each class which may be offered for sale;
  - f. To make decisions on the division, separation, consolidation, merger or conversion of the type of Company;
  - g. To make decisions on re-organization and dissolution of the Company;
  - h. To make investment decisions or decisions on sale of assets valued at seventy (70) or more per cent of the total value of assets recorded in the latest financial statements of the Company;
  - i. To make decisions on redemption of more than ten (10) per cent of the total number of shares of each class already sold;
  - j. The Company enters into contracts with persons defined in Clause 1, Article 167 of the Law on Enterprise with a value equal to or greater than 35% of the total value of assets of the Company which are recorded in the latest audited financial statement.
  - k. To approve transactions in provided at clause 8 Article 35, point b, clause 9, Article 35 of this Charter;
  - l. To approve the internal management rules, and the operational rules of the Board of Director;

- m. Other issues stipulated by laws and in this Charter of the Company.
- 4. Shareholders are not allowed to vote in the following cases:
  - a. The contracts specified in clause 3 Article 14 of this Charter to which the shareholder or related person is a party;
  - b. The share redemption of such shareholder or his/her related persons unless such share redemption is conducted pro rata to all shareholders or order matched in the Stock Exchanges or public offering in accordance with laws.
  - c. Shareholders has interests relating to contracts, transactions provided in point b, clause 9 Article 35 of this Charter.
- 5. All resolutions and issues included in the meeting must be discussed and voted at the General Meeting of Shareholders.

#### **Article 15. Authorized representatives**

- 1. Shareholders who are entitled to attend the meeting of General Meeting of Shareholders in accordance with the provisions of law may directly attend or authorize for an individual or organization to attend. For meetings with more than one authorized representative, the number of shares of each representative must be specified.
- 2. The authorization for an individual or organization to attend the meeting of the General Meeting of Shareholders mentioned in Clause 1 of this Article shall be made into written documents. Written authorization must be made in accordance with the civil law and must specify the name of the authorizing shareholder, the authorized individual or organization, the quantity of shares authorized, authorization contents and scope, authorization period, signatures of the authorizing party and the authorized party.

The authorized participants shall submit the authorization documents when registering their participation in the meeting. In case an authorized participant authorizes another person to participate in the meeting, the original authorization written issued by the shareholder or authorized representative of the shareholder that is an organization shall be presented (if it is yet to be registered with the Company) and in the original authorization written of the shareholder, there must be content that is allowed to sub-authorization or events, acts, documents to prove to be have consent of the authorizing party on the sub-authorization.
- 3. The voting slip of the authorized person within the scope of authorization shall be still effective in one of the following circumstances:
  - a. The authorizing party has died, has limited capacity for civil acts or lost his / her capacity
  - b. The authorizing party has canceled the authorization.
  - c. The authorizing authority has revoked the authority of the authorized party.

This Clause shall not apply in cases where the Company receives notice of one of the events mentioned above before the opening time of the Shareholders' General Meeting or before the meeting is reconnected

#### **Article 16. Change of rights**

- 1. A resolution of the General Meeting of Shareholders on any item which results in an adverse change of rights and obligations of a preference shareholder [is only deemed] passed if it is agreed by the number of attending preference shareholders of the same type



owning seventy five (75) or more per cent of the total number of preference shares of such type or if it is agreed by the preference shareholders of the same type owning seventy five (75) or more per cent of the total number of preference shares of such type if such resolution is passed by way of collection of written opinions;

2. A meeting of shareholders holding a type of preference shares for approving the afore mentioned change of right shall only be carried out when it is participated in by at least 02 shareholders (or their authorized representatives) that hold at least one third (1/3) of the nominal value of these shares. If the number of participating shareholders is not adequate, another meeting shall be carried out within 30 days regardless of the number of participating shareholders of that type of shares (or their authorized representatives) and the quantity of their shares. During the meeting, shareholders of that type of shares may, directly or through their representatives, request a ballot. Each share of that type has the same number of votes in such a meeting.
3. The procedures for conducting such separate meetings shall be the same as those set out in Articles 17, 18, 19, 20 and 21.
4. Unless otherwise provided in the issuance regulation, the special rights attached to preference shares of some or all matters relating to the distribution of profits or assets of the Company shall not be changed when the Company issues additional shares of the same type.

**Article 17. Convening of the General Meeting of Shareholders, meeting agenda and announcement of the General Meeting of Shareholders**

1. The Board of Directors shall convene the General Meeting of shareholders or the General Meeting of shareholders shall be convened in accordance with the terms stipulated in clause 3, 4 of the Article 13 of this Charter.
2. The convenor of the General Meeting of Shareholders must perform the following tasks:
  - a. Compile the list of shareholders eligible to participate in and vote at the General Meeting of Shareholders. This list shall be compiled within 10 days before the day on which the invitation to the General Meeting of Shareholders. The Company shall announce the compilation of this list at least 20 days before the last day of registration;
  - b. To provide information and deal with complaints relating to the list of shareholders;
  - c. To prepare the program and agenda of the meeting;
  - d. To determine the time and venue of the meeting;
  - e. To prepare documents for the meeting and to draft a resolution of the General Meeting of Shareholders in accordance with the proposed agenda of the meeting; a list and details of candidates in the case of election of members of the Board of Directors;
  - f. To send a notice of invitation to the meeting to each shareholder entitled to attend the meeting;
  - g. Other works serving the meeting.
3. The invitations to meeting of the General Meeting of Shareholders shall be sent to all shareholders by a method guaranteed to reach the contact addresses of shareholders and posted on the websites of the Company, SSC and the Stock Exchange where the



Company's shares are listed or registered. The convenor of a meeting of the General Meeting of Shareholders shall send invitations to all shareholders on the list of shareholders entitled to attend the meeting in the General Meeting of Shareholders at least twenty – one (21) days before the opening date (from the day on which the invitation is validly sent). The agenda of the meeting of the General Meeting of Shareholders and documents relevant to the issues to be voted at the meeting of the General Meeting of Shareholders shall be posted on the Company's website and the invitations shall specify the website address and links to all documents for shareholders to access, including:

- a. The agenda and documents used in the meeting;
  - b. List and details of applicants (in case of known candidates) when electing members of the Board of Directors;
  - c. Voting slips;
  - d. Draft resolutions for each issue in the agenda;
4. Shareholders or groups of shareholders stipulated in Clause 3, Article 11 of this Charter have the right to propose matters to be included in the agenda of the General Meeting of Shareholders. Proposals must be in writing and must be sent to the Company at least **03** working days before the opening of the meeting of the General Meeting of Shareholders. The proposal shall specify full name, contact address, nationality, and serial number of the personal legal document in respect of a shareholder being an individual; name, enterprise code number or serial number of the organizational legal document, and head office address of a shareholder being an organization, quantity of each type of shares being held by the shareholder and the proposed issues.
5. Where the convenor of a meeting of the General Meeting of Shareholders refuses the recommendation stipulated in clause 2 of this article, the convenor must provide a written reply specifying the reasons no later than two working days prior to the date of opening of the meeting. The convenor is only permitted to refuse such recommendation in one of the following cases:
- a. The recommendation is not sent timely, incomplete in accordance with clause 2 of this article;
  - b. At the time of the proposal, the shareholder or group of shareholders does not own at least 05% of the total number of ordinary shares as prescribed in clause 3, Article 11 of this Charter.
  - c. The proposed issue does not fall under the decision-making authority of the General Meeting of Shareholders;
  - d. Other cases as stipulated by laws.
6. The convenor of a meeting of the General Meeting of Shareholders must accept and include the recommendations stipulated in clause 4 above into the draft program and agenda for the meeting, except in the cases stipulated in clause 5 above; the recommendation shall be added officially to the program and agenda for the meeting if the General Meeting of Shareholders so agrees.

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

1. A meeting of the General Meeting of Shareholders shall be conducted where the number of attending shareholders represents more than fifty (50) per cent of the total number of the voting shares.
2. Where a meeting is not able to be conducted for the first time because the condition stipulated in clause 1 of this article is not satisfied, the notice of invitation to the second meeting must be sent within sixty (60) days from the date of the intended opening of the first meeting. The second meeting of the General Meeting of Shareholders shall be conducted where the number of attending shareholders represents thirty-three (33) or more per cent of the total number of voting share.
3. Where the second meeting is not able to be conducted because the condition stipulated in clause 2 of this article is not satisfied, the notice of invitation to the third meeting must be sent within sixty (60) days from the date of the intended opening of the second meeting. The third meeting of the General Meeting of Shareholders shall be conducted irrespective of the total number of voting share of shareholders attending the meeting.
4. Only the General Meeting of Shareholders may make decisions on change of the agenda accompanying the notice of invitation to the meeting as stipulated in clause 3 Article 17 of this Charter.

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

1. Prior to the time of opening of a meeting, the Company shall carry out the procedures for registration until all shareholders entitled to attend are registered.
2. The General Meeting of Shareholders shall discuss and vote on each issue on the agenda. Votes include approving, not approving and no opinion votes. Voting results shall be announced by the Chairperson immediately before the meeting ends.
3. Shareholders or authorized representatives that arrive after the opening of the meeting may register and have the right to participate in voting immediately after registration. In this case, the Chairperson shall not be obliged to stop the meeting for such late registration and the validity of matters that have been voted shall not be affected.
4. The election of the chairperson, secretary and vote-counting committee is stipulated as follows:
  - a. The Chairman of the Board of Directors acts as the chairperson or authorizes another member of the Board of Directors to act as the chairperson of the General Meeting of Shareholders convened by the Board of Directors; If the Chairman is absent or is temporarily incapable of working, the remaining members shall select one of them to preside over the meeting on the principle of majority; If members of the Board of Directors are unable to elect a chairperson, then an independent member of the Board of Directors who is also a member of the Audit Committee or one of the members of the Board of Directors shall have right to control the meeting for the General Meeting of Shareholders to elect the person with the highest number of votes to preside the meeting;
  - b. Except for the case stipulated in sub-clause (a) above, the person who signs to convene the meeting of the General Meeting of Shareholders shall direct the General



- Meeting of Shareholders to elect the person with the highest number of votes to chair the meeting;
- c. The chairperson shall appoint one or several persons to act as secretary(ies) of the meeting;
  - d. The General Meeting of Shareholders shall elect one or several persons to the vote-counting committee at request of the chairperson.
5. The agenda and contents of the meeting must be passed by the General Meeting of Shareholders in the opening session. The agenda must state clearly and in detail the time applicable to each matter in the meeting agenda.
  6. The chairperson has the right to postpone the meeting of the General Meeting of Shareholders for which sufficient attendees have registered for a period of no more than 03 working days from the proposed date of the meeting and may only postpone the meeting or change the venue of the meeting in the following cases:
    - a. The meeting venue does not have enough seats for all attendees;
    - b. Information at the meeting is not enough for participants to participate discuss and vote;
    - c. Some participants obstruct, disturb the order or there is a risk that the meeting is not conducted in a fair and legal manner.
  7. In case where the chairperson postpones the meeting of the General Meeting of Shareholders in contravention of clause 6 of this Article, the General Meeting of Shareholders shall elect another person among the attendees to replace the chairperson of the meeting until the expiration; all resolutions which were passed at such meeting shall take effect.
  8. The chairperson of the meeting has the right to take necessary and reasonable measures to control the meeting of the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda, and so that it reflects the wishes of the majority of attendees.
  9. The convenor or the chairperson of a meeting of the General Meeting of Shareholders has the following rights:
    - a. To request all attendees to undergo a security check or be subject to other lawful and reasonable security measures;
    - b. To request a competent agency to maintain order during the meeting; to expel from the meeting of the General Meeting of Shareholders any person who fails to comply with the authority of the chairperson to direct the meeting, who intentionally disrupts order or prevents normal process of the meeting or who fails to comply with a request to undergo a security check
  10. The Company can apply modern technology to hold the General Meeting of Shareholders (annual or extraordinary) through online form. In case the Company applies modern technology to organize the General Meeting of Shareholders (annual or extraordinary) via online meeting, the Company is responsible for ensuring that shareholders can participate in and exercise the right to vote via electronic votes or other electronic forms as prescribed in the internal regulations on corporate governance of the Company and the laws.



## **Article 20: Approval of decisions of the General Meeting of Shareholders**

1. The General Meeting of Shareholders shall approve all matters within its competence under clause 2, clause 3 of Article 14 of this Charter, and matters under clause 2 of Article 147 of LOE, by way of voting at the meeting or by collecting written opinions.
2. In order for a resolution of the General Meeting of Shareholders in relation to the following matters to be passed by way of voting at the meeting, it must be approved by shareholders holding at least 65% of the total number of the total number of votes of all attending and voting shareholders:
  - a. Deciding on type(s) of share and total number of shares of each type;
  - b. Changing business lines and sectors;
  - c. Changing organizational structure of the Company;
  - d. Deciding on investment project or sale of assets equal to or greater than 70% of the total value of assets recorded in the latest audited financial statement of the Company;
  - e. Re-organization or dissolution of the Company;
3. Except for cases stipulated under clause 2 of this Article and clause 1 of Article 16 of this Charter, a resolution of the General Meeting of Shareholders shall be passed by way of voting at the meeting if it is approved by shareholders holding more than 50% of the total number of votes of all attending and voting shareholders.
4. A resolution of the General Meeting of Shareholders shall be passed by way of collecting written opinions, including matters mentioned in Clause 2 of this Article, if it is approved by shareholders holding more than 50% of the total number of votes of all shareholders with voting rights.
5. The vote on the election of the members of Board of Directors shall be conducted by voting according to the ownership rate or cumulative voting. Before the meeting of the General Meeting of Shareholders is collected or shareholders' opinions are collected, the Board of Directors will decide the voting method to elect a member of the Board of Directors in accordance with the provisions of this Charter.

In case of voting for the election of members of the Board of Directors by the method of cumulative voting, each shareholder or authorized representative of the shareholder who has the total number of votes corresponding to the total number of shares owned or total number of representative shares multiplied with the number of elected members of the Board of Directors and shareholders are entitled to put all of their votes into one or several candidates.

The method of cumulative voting shall be set by the Board of Directors in the Election Rules.

The elected members of the Board of Directors shall be determined according to the number of votes from high to low, starting from the candidates with the highest number of votes until there are enough number of members of the Board of Directors (ensuring minimum ratio of number of independent members of the Board of Directors) as stipulated in the Charter of the Company. In order to ensure the minimum number of independent members of the Board of Directors in accordance with Clause 1, Article 24 of this Charter, independent candidates of the Board of Directors shall be selected first (in the number of votes from high to low for independent candidates). After selecting a sufficient number of independent members of the Board of Directors, the selection of the



remaining members of the Board of Directors will be calculated by the number of votes from high to low (including the non-independent candidates and the remaining independent candidates).

In cases where two (02) or more candidates reach the same number of votes for the last member of the Board of Directors, they shall be re-elected among candidates of equal number of votes or selected according to the Election Rules. In case there are not enough members of the Board of Directors or independent members of the Board of Directors, the General Meeting of Shareholders will proceed to re-elect until the number of shareholders has been reached.

6. Any resolution of the General Meeting of Shareholders which is passed by shareholders holding 100% of the total number of votes shall be lawful and effective even if the procedures for convening the meeting and passing such resolution are in breach of the provisions of LOE and the Company's Charter.

**Article 21. Authority and procedures for gathering written opinions of shareholders for approval of decisions of the General Meeting of Shareholders**

The authority and procedures for collecting shareholders' written opinions in order to pass the decisions of the General Meeting of Shareholders shall be implemented in accordance with the following provisions:

1. The Board of Directors is entitled to collect shareholders' written opinions in order to pass matters under the authority of the General Meeting of Shareholders as stipulated in this Charter at any time if it is deemed as necessary for interests of the company;
2. The Board of Directors shall prepare the Opinion Form, the Draft Resolution of the General Meeting of Shareholders, documents explaining the Draft Resolution and send the same to all shareholders with voting rights at least 10 days before the deadline to return the opinion form. The request and the manner of sending the opinion form and accompanying documents shall comply with the provisions of clause 3 of Article 17 of this Charter and the laws;
3. The written opinion form shall contain the following principal contents:
  - a. Name, head office address and business number;
  - b. Purpose of collecting opinions;
  - c. Full name, contact address, number of personal legal document of individual shareholders; name, business number or number of organisational legal document, head office address of organisational shareholders or full name, contact address, nationality, number of personal legal documents of representative(s) of organisational shareholder; number of shares of each type and number of votes of shareholders;
  - d. Matters for collection of written opinions;
  - e. Voting options, including approval, disapproval and no opinion;
  - f. The deadline to return the opinion form to the Company;
  - g. Full name and signature of the Chairman of the Board of Directors.
4. Answered opinion form shall be signed by the shareholder being an individual, the authorized representative or the legal representative of the shareholder being an organization.



5. A shareholder may return the opinion form to the Company by mail, fax or email in accordance with the following provisions:
  - a. The opinion form returned to the Company must be enclosed in a sealed envelope and no one shall be entitled to open it before the time of vote-counting;
  - b. If sent to the Company by fax or email, the opinion form must be kept confidential until the time of vote-counting;
  - c. Any opinion form which is returned to the Company after the expiry of the time limit stated in the opinion form or which has been opened in case of sending by mail or disclosed in case of sending by fax or email is invalid.
  - d. Opinion forms which are not returned to the Company shall be considered as not participating in voting.
6. The Board of Directors shall count the votes and make a vote counting record in the witness of shareholders who do not hold managerial positions in the Company. The vote counting record shall contain the following principal contents:
  - a. Name, head office address, business number;
  - b. Purpose of and matters for collecting written opinions;
  - c. Number of shareholders with total numbers of votes, including number of valid votes and invalid votes, method by which the votes were returned, together with a list of the shareholders participating in the vote;
  - d. Total number of votes for approval, disapproval and no opinion of each matter;
  - e. Matters which are approved and corresponding percentage of votes for approval;
  - f. Full name and signature of the Chairman of the Board of Directors, vote-counting supervisor and vote counters.

Members of the Board of Directors, vote counters and vote-counting supervisor shall be jointly liable for the truthfulness and accuracy of the vote counting record; To be jointly and severally liable for losses arising from decisions adopted due to untruthful or inaccurate counting of votes;

7. Vote counting record and the resolution shall be posted on the website of the company and disclosed in accordance with the laws within twenty four (24) hours from the completion of vote counting.
8. The completed opinion form, vote counting record, resolution adopted and the related documents shall be kept at the head office of the company;
9. Resolution adopted in the form of collecting written opinions of shareholders is as valid as the resolution passed at the General Meeting of Shareholders.

## **Article 22. Minutes of the General Meeting of Shareholders**

1. The meeting of the General Meeting of Shareholders shall be recorded in the Minute and may be recorded or saved in electronic form. The Minute must be made in Vietnamese, may be made in foreign language and must contain the following information:
  - a. Name, head office address, business number;
  - b. Time and place of the meeting;
  - c. The agenda and contents of the meeting;
  - d. Full name of the chairperson and secretary;
  - e. Summary of progress of the meeting, comments at the meeting on each issue on the agenda;



- f. Total number of shareholders and votes participating in the meeting, list of shareholders and shareholders' representatives participating in the meeting together with corresponding number of shares and votes;
- g. Total number of votes for each matter, voting method, total number of valid, invalid, approval, disapproval and no opinion votes; corresponding percentage over the total number of votes of attending shareholders;
- h. Matters that have been passed and percentage of approving votes;
- i. Full name and signature of the chairperson and secretary.

In case the chairperson and the secretary refuse to sign the Minute, then the Minute shall be effective if it is signed by other members of the Board of Directors and contain all information prescribed in this clause. The Minute must clearly state that the chairperson and the secretary refuse to sign

- 2. The Minute of the General Meeting of Shareholders must be completed and passed prior to the closing of the meeting. The chairperson and secretary of the meeting or any other person signing in the Minute must be jointly liable for the truthfulness and accuracy of the contents of the Minute.
- 3. The Minutes of the General Meeting of Shareholders, the appendix of the list of shareholders attending the meeting, the Resolution which was passed and the documents attached to the invitation shall be kept at the head office of company.
- 4. Resolutions, Minutes prepared in Vietnamese and in foreign language are of equal legal validity. In case of any discrepancy between the Vietnamese version and the foreign language version, then the Vietnamese version shall prevail.
- 5. Minutes, Resolutions of the General Meeting of Shareholders that have been passed must be posted on the website of the Company and disclosed in accordance with the laws within twenty four (24) hours from the time of passing.

#### **Article 23. Request to cancel the decision of the General Meeting of Shareholders**

Within ninety days from the date of receipt of the Resolution or Minute of the General Meeting of Shareholders or the Vote Counting Record for comments of the General Meeting of Shareholders, shareholders, groups of shareholders as stipulated in clause 3, Article 11 of this Charter may request the court or the arbitrator to consider and cancel the Resolution of the General Meeting of Shareholders or a part of the Resolution of the General Meeting of Shareholders in the following cases:

- 1. The order and procedures for convening the General Meeting of Shareholder and passing the Resolution of the General Meeting of Shareholder or collecting written opinions does not comply with the provisions of LOE and the Charter of the Company, except for cases under Clause 6, Article 20 of this Charter;
- 2. The contents of the Resolution are in breach of the laws and the Charter of the Company.

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

#### **Article 24. Members and office term of members of the Board of Directors**

- 1. The number of members of the Board of Directors shall be at least three (03) and at most eleven (11). The specific number of members of the Board of Directors in each period shall be decided by the General Meeting of Shareholders. The term of office of members of the Board of Directors shall not exceed five (05) years. A member of the Board may be

re-elected for an unlimited number of times. An individual shall be elected to be an independent member of the Board of Directors for no more than 02 consecutive terms of office. If the term of office of all members of the Board of Directors expires at the same time, such members shall continue to be members of the Board of Directors until new members are elected as replacements and take over the work.

2. Shareholders and groups of shareholders own 10% or more of the total number of voting shares has the right to nominate candidates of the Board of Directors in accordance with the laws, the Charter of the Company and must notify the Board of Directors at least 03 working days before the date of the meeting or the date for returning the opinion form to the Company. Shareholders or group of shareholders holding from 10% to less than 20% of the total number of voting shares has the right to self-nominate, nominate one (01) candidate; from 20% to less than 30% of the total number of voting shares has the right to self-nominate, nominate up to two (02) candidates; from 30% to less than 40% of the total number of voting shares has the right to self-nominate, nominate up to three (03) candidates; from 40% to less than 50% of the total number of voting shares has the right to self-nominate, nominate up to four (04) candidates; from 50% to less than 60% of the total number of voting shares has the right to self-nominate, nominate up to five (05) candidates; 60% or more of the total number of voting shares has the right to self-nominate, nominate full number of candidates.
3. Where the number of candidates for the Board of Directors is still insufficient via self-nomination, nomination in accordance with clause 2 of this Article, the current Board of Directors may nominate more candidates or organize the nomination in accordance with the Charter of the Company, the Internal Regulations on corporate governance of the Company. The nomination of candidates of the current Board of Directors must be clearly announced prior to the voting by the General Meeting of Shareholders on election of members of the Board of Directors in accordance with the laws.  
Members of the Board of Directors must meet the standards and conditions under LOE and the Rules on internal management of the Company.
4. If candidates for the Board of Directors have been identified, the Company must announce information about such candidates at least ten (10) days prior to the opening date of the General Meeting of Shareholders on its website in order for shareholders to seek information about such candidates before voting. Candidates for the Board of Directors must undertake in writing that the announced personal information is truthful and accurate, and must undertake to implement their duties honestly, prudently and in the best interests of the Company if they are elected as members of the Board of Directors. The announced information relating to candidates for the Board of Directors comprises:
  - a. Full name and date of birth;
  - b. Professional qualifications;
  - c. Working history;
  - d. Other managerial positions (including positions of the Board of Directors, other management titles of other companies);
  - e. Interests relevant to the Company and its related parties;
  - f. Other information (if any) in accordance with laws;



5. Members of the Board of Directors will no longer be members of the Board of Directors in cases of being replaced, dismissed or discharged by the GMS in accordance with the following provisions:
  - a. Cases of Discharge:
    - i. Failure to satisfy the criteria and conditions to be a member of the Board of Directors in accordance with the provisions of LOE;
    - ii. Upon written notice of resignation which is approved;
  - b. Cases of Dismissal:
    - i. Failure to participate in activities of the Board of Directors for six consecutive months, except for cases of force majeure;

When considered necessary, the General Meeting of Shareholders shall decide to replace any member of the Board of Directors; or discharge or remove any member of the Board of Directors in the cases other than those stipulated in Point a and Point b of this Clause.
6. The election of members of the Board of Directors must be notified in accordance with regulations of law on information disclosure on the securities market.
7. Members of the Board of Directors are not necessarily shareholders of the Company.

#### **Article 25. Rights and tasks of the Board of Directors**

1. The Board of Directors is the body managing the Company and has full authority to make decisions in the name of the Company and to exercise the rights and perform the obligations of the Company, except for those within the authority of the General Meeting of Shareholders.
2. The rights and obligations of the Board of Directors are as stipulated by laws, the Company Charter and by the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and obligations:
  - a. To make decisions on strategies, medium-term developmental plans and annual business plans of the Company;
  - b. To recommend the classes of shares and total number of shares of each class which may be offered;
  - c. To make decisions on selling unsold shares within the number of shares of each class which may be offered for sale; to make decisions on raising additional funds in other forms;
  - d. To make decisions on the selling price of shares and bonds of the Company;
  - e. To make decisions on redemption of shares in accordance with LOE;
  - f. To make decisions on investment plans and investment projects within the authority and limits stipulated by law;
  - g. To make decisions on solutions for market development, marketing and technology;
  - h. To decide on investment or sale of assets valued at less than 70% of the total value of assets recorded in the latest financial statement of the Company;
  - i. To approve contracts for purchase, sale, borrowing, lending and other contracts of the Company, except contract, transaction under the jurisdiction of the General Meeting of Shareholders as stipulated in Clause 3, Article 167 of LOE; Point d, Clause 1; Point h, k, Clause 3 Article 14; Clause 8, Article 35, Point b Clause 9 Article 35 of this Charter.

- j. To elect, discharge, dismiss the Chairman of the Board of Directors; to appoint, discharge, and sign contracts or terminate contracts with the General Director and other key managers according to request of General Director; to make decisions on salaries, remuneration, bonuses and other benefits of such managers; to appoint authorized representatives to participate in the members' council or general meeting of shareholders of another company, and to make decisions on the level of remuneration and other benefits of such persons;
  - k. To supervise and direct the General Director and other managers in their work of conducting the day-to-day business of the Company;
  - l. To make decisions on the organizational structure and the rules on internal management of the Company, and to make decisions on establishment of subsidiary companies, branches and representative offices and the capital contribution to or purchase of shares of other enterprises;
  - m. To approve the agenda and contents of documents for the meetings of the General Meeting of Shareholders; to convene meetings of the General Meeting of Shareholders or to obtain opinions in order for the General Meeting of Shareholders to pass resolutions;
  - n. To submit the audited annual financial statements to the General Meeting of Shareholders;
  - o. To recommend the dividend rates to be paid, to make decisions on the time-limit and procedures for payment of dividends or for dealing with losses incurred in the business operations;
  - p. To recommend re-organization or dissolution of the Company, or to request bankruptcy of the Company;
  - q. To make decisions on promulgation of the operational rules of the Board of Directors and the internal rules on corporate governance after they are passed by the General Meeting of Shareholders; to make decisions on promulgation of the operational rules of the Auditing Committee under the Board of Directors and the rules on disclosure of information of the Company;
  - r. To decide on investments that are not included in the business plan or investments that exceed 10% of the value of the annual business plan and budget but are not under the authority of the General Meeting of Shareholders;
  - s. Other rights and obligations in accordance with the Law on Enterprises, the Law on Securities, other laws and the Company Charter.
3. The Board of Directors must make a report to the General Meeting of Shareholders on results of its activities in accordance with Point c, Clause 2, Article 14 of this Charter and must contain the following matters:
- a. Remuneration, operating costs and other benefits of the Board of Directors and of each member of the Board of Directors.
  - b. Summary of the meetings of the Board of Directors and its decisions.
  - c. Report on any transaction between the company, a subsidiary company or a company in which company has the controlling right of above 50% charter capital and a member of the Board of Directors or any related person of such member; and



any transaction between the company and a company in which a member of the Board of Directors is a founding member or a manager in the last three (3) years prior to the time of such transaction.

- d. Activities of independent members of the Board of Directors and results of assessment by independent members of activities of the Board of Directors.
  - e. Activities of the Auditing Committee under the Board of Directors.
  - f. Activities of other committees under the Board of Directors.
  - g. Results of supervision of the General Director.
  - h. Results of supervision of other Executives.
  - i. Future plans
4. Unless otherwise provided by law, the Board of Directors may authorize subordinate employees and / or their representatives to handle work on behalf of the Company.
  5. The Company is entitled to pay remuneration and bonuses to members of the Board of Directors on the business results and efficiency. Members of the Board of Directors are entitled to remuneration for work and bonuses. Remuneration for work is calculated on the basis of the working days required to fulfil the duties of the members of the Board of Directors and the daily rate of remuneration. The Board of Directors estimates the level of remuneration for each member on the principle of unanimity. The total amount of remuneration and bonuses for the Board of Directors is decided by the General Meeting of Shareholders at its annual meetings.
  6. The remuneration of each member of the Board of Directors is included in the business expenses of the Company in accordance with the law on corporate income tax, and is presented as a separate item in the annual financial statements of the Company and must be reported to the General Meeting of Shareholders at its annual meetings.
  7. Members of the Board of Directors holding the executive posts (including the Chairman or Vice Chairman), or members of the Board of Directors working for Committees of the Board of Directors, or executing any other work that, in the view of the Board of Directors, is outside the normal scope of duties of a member of the Board of Directors, may be paid with additional remuneration in the form of a one-time remuneration package, salary, commission, percentage of profits or other forms as decided by the Board of Directors;
  8. Members of the Board of Directors are entitled to all travel, accommodation, meals and other expenses that they are paid when performing their duties as members of the Board of Directors, including all expenses incurred in attendance at meetings of the Board of Directors or Committees of the Board of Directors or General Meeting of Shareholders.
  9. Members of the Board of Directors have the right to request the General Director, Deputy General Director and other executives to provide information and documents on the financial status and business operation of the Company, member companies and branches of the Company (if any).  
Information and documents shall be supplied timely, fully and accurately at the request of the members of the Board of Directors.
  10. The Company may effect liability insurance for members of the Board of Directors upon approval of the General Meeting of Shareholders. Such insurance does not cover

responsibilities of members of the Board of Directors relating to breaches of law and the Company Charter.

**Article 26. Chairman and Vice Chairman of the Board of Directors**

1. The Chairman of the Board of Directors is elected, dismissed or discharged by the Board of Directors from among members of the Board of Directors. The Chairman of the Board of Directors may not act concurrently as the General Director.

The Permanent Vice Chairman of the Board of Directors or the Vice Chairman(s) of the Board of Directors shall be elected, relieved of duty or dismissed by the Board of Directors from among the members of the Board of Directors. The number of Vice Chairman of the Board of Directors shall be decided by the Board of Directors from time to time.

2. The Chairman of the Board of Directors has the following rights and obligations:
  - a. To prepare working plans and programs of the Board of Directors;
  - b. To prepare the program, agenda and documents for meetings of the Board of Directors; to convene, preside over and chair meetings of the Board of Directors;
  - c. To organize for resolutions and decisions of the Board of Directors to be passed;
  - d. To monitor the implementation of resolutions and decisions of the Board of Directors;
  - e. To chair meetings of the General Meetings of Shareholders;
  - f. Other rights and obligations in accordance with LOE.
3. Where the Chairman of the Board of Directors is absent or is not able to perform his or her duties, he or she must authorize in writing for the Permanent Vice Chairman of the Board of Directors to exercise the rights and perform the obligations of the Chairman of the Board of Directors. Where no person is authorized or the Chairman of the Board of Directors is dead, lost, is temporarily detained in prison, serves a prison sentence, is subject to administrative measures in a compulsory drug rehabilitation establishment or compulsory educational establishment, absconds from his or her place of residence, has his or her capacity for civil acts restricted or lost, has cognitive difficulties or difficulties with behavioural control, or is prohibited by a court from assuming a certain position or practising or doing certain work then the remaining members shall select one of them to hold the position of the Chairman of the Board of Directors on the principle of agreement by the majority of the remaining members until there is a new decision of the Board of Directors;
4. If the Chairman of the Board of Directors resign or is dismissed or discharged, the Board of Directors must elect another person for replacement within thirty days from the date of receipt of resignation letter or date of dismissal, discharging.
5. In case the Chairman resigns or is discharged, dismissed, the Board of Directors shall elect another person to replace accordingly within 30 (thirty) days from the receiving date of resignation letter or the date of being discharged, dismissed.

**Article 27. Authorization to attend the meeting of members of the Board of Directors**

Members shall attend fully all meetings of the Board of Directors or may authorize other persons to attend the Board of Directors if they are approved by a majority of the members of the Board of Directors.



## **Article 28. Meetings of the Board of Directors**

1. The Chairman of the Board of Directors shall be elected at the initial meeting of the Board of Directors within a time-limit of seven working days from the date of completion of the election of the Board of Directors. Such meeting shall be convened and chaired by the member who obtains the highest number of votes or the highest percentage of votes. If two or more members obtain the same highest number of votes or the same highest percentage of votes, the members shall elect by a majority vote to select a person amongst them to convene the meeting.
2. The Board of Directors must hold a meeting at least once every quarter and may hold an extraordinary meeting.
3. The Chairman of the Board of Directors convenes a meeting of the Board of Directors in the following circumstances:
  - a. Upon request of an independent member of the Board of Directors;
  - b. Upon request of the General Director or upon request of at least five (5) other Executives;
  - c. Upon request of at least two (2) members of the Board of Directors;
  - d. Upon request of an independent auditing company which audits the Company's financial statements to discuss the audited financial statements;
  - e. When the Board of Directors considers it necessary for the benefit of the Company.
4. The request prescribed in Clause 3 this Article must be made in writing and must specify the objectives and matters which require to be discussed, and decisions within the authority of the Board of Directors.

The Chairman of the Board of Directors must convene a meeting of the Board of Directors within seven (7) working days from the date of receipt of a request stipulated in Clause 3 this Article. If a meeting of the Board of Directors is not convened pursuant to a request, the Chairman of the Board of Directors must be liable for any loss caused to the Company; the person making the request has the right to convene a meeting of the Board of Directors in place of the Chairman of the Board of Directors.

5. A member of the Board of Directors is deemed to attend and vote at a meeting in the following cases:
  - a. Such member attends and votes at the meeting in person;
  - b. Such member authorizes another person to attend and vote in accordance with Article 27 of this Charter;
  - c. Such member attends and votes via an online conference, by casting an electronic vote or by other electronic forms;
  - d. Such member sends his or her voting slip to the meeting by mail, fax or email; Where a voting slip is sent to the meeting by mail, it must be enclosed in a sealed envelope and delivered to the Chairman of the Board of Directors at least one (1) hour prior to the opening of the meeting. Voting slips are only opened in the presence of all attendees.
6. The Board of Directors shall adopt a resolution by voting at the meeting, collecting written opinions or other forms depending on the specific conditions and issues. Each members of the Board of Directors shall have one vote.

7. Places of the meetings: Meetings of the Board of Directors shall be held at the registered address of the Company or other addresses in Vietnam or abroad under the decision of the Chairman of the Board of Directors and agreed by the Board of Directors;
8. The chairman of the Board of Directors or the convenor of the meeting of the Board of Directors must send a notice of invitation to attend the meeting at least 02 (two) working days before the date of meeting. The notice of invitation must specify the time and location of the meeting, the agenda and issues to be discussed, and decisions. The notice must enclose documents to be used at the meeting and voting forms for the members.

The notice of invitation to a meeting of the Board of Directors may be sent in the form of a letter of invitation, or by telephone, fax, electronic mail or other method stipulated in the charter of the company and guaranteed to reach the contact address of each member of the Board of Directors as registered with the company.

9. Minimum number of participants:
  - a. A meeting of the Board of Directors shall be conducted when three quarters (3/4) or more of the total members are in attendance.
  - b. If the meeting convened under the provisions of Point a, Clause 9 of this Article does not have enough participants as prescribed, a second meeting shall be convened within seven (7) days after the date of the first meeting. In this case, the meeting shall be conducted if there are more than half of the members of the Board of Directors attending.

#### 10. Voting

- a. Except for the provisions in Clause 10b of Article 28, each member of the Board of Management or his authorized person at the meeting of the Board of Directors shall have one vote;
  - b. Members of the Board of Directors are not allowed to vote on contracts, transactions beneficial to such members or related persons in accordance with the law. Members of the Board of Directors shall not be included in the minimum number of attendants required to hold a meeting for decisions that such member has no voting right;
  - c. Pursuant to the provisions of Clause 10d, Article 28, when a problem arises in a meeting of the Board of Directors relating to benefits of members of the Board of Directors or related to voting rights of a member which cannot be resolved by the voluntary renunciation of the voting rights of such member shall be referred to the Chairperson of the meeting and the decision of the Chairperson shall be the final decision, except that the nature or scope of the benefit of the members of the Board of Management is not adequately disclosed.
  - d. Members of the Board of Directors who benefit from a contract as provided in Article 35.9 of this Charter shall be deemed to have benefits in such contract.
11. Disclosure of benefits. Members of the Board of Directors directly or indirectly benefit from a contract or transaction that has been signed or is expected to sign with the Company and know that they have interests in it shall be publicized on the nature and contents in the meeting of the Board of Directors for the first time to consider the issue of signing the contract or transaction. Besides, the member may disclose benefits at the first



meeting of the Board of Directors after he/she knows that he or she has benefits or shall have benefit in the transactions or related contracts;

12. Resolution or decision of the Board of Directors shall be passed if it is agreed by the majority of the members in attendance; in the case of a tied vote, the final decision shall be made in favour of the vote of the Chairman of the Board of Directors.
13. A resolution in the form of collecting written opinions shall be adopted on the basis of the opinion of the majority of the members of the Board of Directors with voting rights. This Resolution shall take effect and is effective as the Resolution adopted by members of the Board of Directors at the meeting convened and organized as usual.
14. Minutes of meetings of the Board of Directors shall be made in detail and clearly, including the full name, signature of the chairman and the person recording the minutes, and other contents stipulated in Clause 1, Article 158 of the Law on Enterprises.

With respect to any matter agreed by the majority of the attending members in the minutes of the meeting of the Board of Directors, a resolution approving such matter must be prepared. Minutes of meetings of the Board of Directors must be archived at the head office of the Company in accordance with law.

In case the chairperson, the person writing the minutes refuse to sign the minutes of the meeting, the minutes shall take effect if the minutes are signed and approved by all other attending members of the Board of Directors and contain all the contents stipulated Clause 1, Article 158 of the Law on Enterprises (except content full name, the signature of the chairperson, and the person recording the minutes). The persons who sign the minutes are jointly responsible for the accuracy and truthfulness of the minutes. The chairperson and the person writing the minutes shall take personal liability for the damage caused to the enterprise by refusing to sign the meeting minutes in accordance with this Law, the Company's Charter and relevant laws.

15. The Board of Directors may establish committees to support the activities of the Board of Directors. The Board of Directors decides on the number of members of any committee. The Board of Directors shall detail the establishment of the Committee, the responsibilities of each Committee, and the responsibilities of its members. Activities of committees must comply with regulations of the Board of Directors. Resolutions of a committee shall take effect only when it is approved by the majority of members attending and voting at the meeting of the committee.

Implementation of decisions of the Board of Directors, or committees under the Board of Directors must comply with applicable law, the Company Charter, and the internal rules on corporate governance.

16. The legal value of the action. The actions to enforce decisions of the Board of Directors or committee under the Board of Directors or the member of the committee under the Board of Directors shall be considered as valid even if the election and the nomination of members of the Board of Directors or the division may be wrong.

#### **Article 29. Audit committee**

1. The Company has an Audit Committee of the Board of Directors. The Audit Committee must have two (2) members or more, of which at least 02 members are independent members of the Board of Directors. The chairman of the Audit Committee must be an independent member of the Board of Directors. Other members of the Audit Committee

must be non-executive members of the Board of Directors. Structure, composition, and standards of members of the Audit Committee; rights and obligations; meetings of the Audit Committee and operating expenses shall be conducted by the law and specified in the Regulation on organization and operation of the Audit Committee approved by the Board of Directors.

2. Other matters relating to the organization and operation of the Audit Committee shall be decided by the Board of Directors on a legal basis.

## **VIII. CHIEF EXECUTIVE OFFICER, OTHER EXECUTIVES AND THE SECRETARY OF COMPANY**

### **Article 30. Organization of the management apparatus**

The managerial system of the Company must ensure that the managerial apparatus is liable to the Board of Directors and is subject to supervision by and direction from such Board in the day-to-day business of the Company. The Company has a General Director, Deputy General Director(s), Chief Accountant and other managerial positions appointed by the Board of Directors. The appointment, removal or dismissal of any position mentioned above must be approved by a resolution or decision of the Board of Directors.

### **Article 31. Executives of the Company**

1. At the proposal of the General Director and approved by the Board of Directors, the Company may recruit or hire other executives which is necessary or suitable to the structure and management of the company from time to time under the proposal of the Board of Directors. Executives of the Company shall have necessary diligence so that activities and organization of the company can achieve the goals set.
2. The wages, benefits and other terms in the labor contract signed with the General Director shall be decided by the Board of Directors and the labor contracts with other executives shall be decided by the Board of Directors after consulting the General Director.
3. Salaries of managerial positions are included in the business costs of the Company in accordance with the law on corporate income tax, are shown under separate items in annual financial statements of the Company, and must be reported to the General Meeting of Shareholders at its annual meetings.

### **Article 32. Appointment, dismissal, tasks and rights of the General Director**

1. Appointment: The Board of Directors shall appoint one (01) member of such Board or employs another person to be the General Director.

The General Director is an executive person managing the day-to-day business of the Company; is subject to the supervision by the Board of Directors and is liable to the Board of Directors and before the law for the performance of the assigned rights and obligations.

2. The term of the General Director shall not exceed 05 (five) years and he/she may be re-appointed for an unlimited number of terms. The General Director must satisfy the standards and conditions stipulated by law and the Company Charter.
3. The General Director has the following powers and responsibilities:
  - a. To make decisions on all matters relating to the day-to-day business of the Company which do not fall under the authority of the Board of Directors;



- b. To implement the Resolutions, the Decisions of the Board of Directors;
  - c. On 31<sup>st</sup> May each year, the General Director must submit to the Board of Directors for approval the detailed business plan for the next financial year on the basis of meeting the requirements of the budget as well as the financial plans of 05 years;
  - d. To organize implementation of business plans and investment plans of the company;
  - e. To recommend organizational restructuring options and internal management rules of the Company.
  - f. To appoint, remove and dismiss managerial positions in the Company, except for those which fall under the authority of the Board of Directors;
  - g. To make decisions on salary and other benefits for employees of the company, including managers who may be appointed by the General Director;
  - h. To recruit employees;
  - i. To recommend a plan for dividend payment or dealing with business losses;
  - j. Other powers and obligations in accordance with provisions of law, the charter of the company and resolutions and decisions of the Board of Directors;
4. To report to the Board of Directors and shareholders. The General Director is responsible to the Board of Directors and the General Meeting of Shareholders for the performance of assigned duties and powers and shall report upon request.
  5. The Board of Directors may remove the General Director when the majority of attending members of the Board of Directors with voting rights to accept and appoint a new General Director for replacement;

For cases of resignation of the General Director, he / she must submit application to the Board of Directors. Within 30 working days from the date of receiving the application, the Board of Directors must issue a decision to handle the case.

### **Article 33. The Corporate Secretary, Person in charge of company governance**

1. When necessary, the Board of Directors may decide to appoint a corporate secretary. The corporate secretary has the following rights and obligations:
  - a. To assist the convention of meetings of the General Meeting of Shareholders or of the Board of Directors; to record minutes of meetings;
  - b. To assist members of the Board of Directors to exercise their assigned rights and perform their assigned obligations;
  - c. To assist the Board of Directors to apply and implement the corporate governance principles;
  - d. To assist the company to build up the relationship with the shareholders and protect the lawful rights and interests of the shareholders; to comply with the obligations to provide and disclose information and comply with administrative procedures.
  - e. Other rights and obligations as stipulated in the regulations of law.
2. The Board of Directors must appoint at least one (1) person in charge of corporate governance to support the corporate governance work in the Company. The person in charge of corporate governance may concurrently act as the secretary of the Company.

3. The person in charge of corporate governance may not concurrently work for an approved auditing organization which currently audits the financial statements of the Company.
4. The person in charge of corporate governance has the following rights and obligations:
  - a. To advise the Board of Directors on organizing meetings of the General Meeting of Shareholders in accordance with regulations and on relevant work as between the Company and shareholders;
  - b. To prepare meetings of the Board of Directors, of the General Meeting of Shareholders as requested by the Board of Directors;
  - c. To advise on procedures of meetings;
  - d. To attend all meetings;
  - e. To advise on procedures for formulating resolutions of the Board of Directors in compliance with law;
  - f. To provide financial information, copies of minutes of the Board of Directors and other information to members of the Board of Directors and of the Audit Committee;
  - g. To supervise and report to the Board of Directors on information disclosure activities of the Company;
  - h. To act as the contact point for parties with related interests;
  - i. To maintain confidentiality of information in accordance with law and the Company Charter;
  - j. Other rights and obligations as stipulated by law.

## **IX. TASKS OF MEMBERS OF THE BOARD OF DIRECTORS, GENERAL DIRECTORS AND OTHER EXECUTIVES**

### **Article 34. Carefulness principle**

Members of the Board of Directors, the General Director and other executives shall be responsible for the performance of their duties honestly, including duties as members of the committees of the Board of Directors for the highest benefit of the Company and with a degree of carefulness when taking over the same position and in the same situation.

### **Article 35. Honesty and avoiding conflicts of interests**

1. Members of the Board of Directors, the General Director and other executives must publicly disclose their relevant interests in accordance with the Law on Enterprises and relevant legal instruments.
2. Members of the Board of Directors, the General Director and other executives and their related persons may use information obtained by virtue of their position for the interests of the Company only.
3. Members of the Board of Directors, the General Director and other executives are obliged to notify the Board of Directors and the Audit Committee in writing of transactions between the Company, subsidiaries, or other companies in which the Company controls fifty (50) percent of the Charter Capital and themselves, or their related persons in accordance with law. Regarding the above-mentioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the



Company must disclose information on such resolutions in accordance with the law on securities with respect to information disclosure.

4. A member of the Board of Directors may not vote on transactions which bring about interests to such member or his or her related persons in accordance with the Law on Enterprises and the company Charter.
5. Members of the Board of Directors, the General Director, other executives and their related persons may not use or disclose to others internal information to carry out related transactions.
6. The Company shall not allowed to provide loans or guarantees to (i) shareholders being individuals and their related persons being individuals; and (ii) shareholders being organizations and their related persons being individuals.
7. The Company shall not allowed to provide loans or guarantees to related persons of shareholders being organizations, unless the Company and related person of shareholder are companies in the same group or companies operating in a group of companies, including parent company – subsidiaries, economic groups and these transactions must be approved by the General Meeting of Shareholders.
8. The company is only allowed to implement the following transactions upon approval of the general meeting of shareholders:
  - a. Provide loans or guarantees to members of the Board of Directors, the General Director and other executives who are not shareholders and their related individuals or organizations;

In the case of provision of loans or guarantees to related organizations of members of the Board of Directors, the General Director and other executives and the company and such organization are companies of the same group or companies operating in group of companies, including parent company – subsidiaries, or an economic group, under the authority approved by the Board of Directors;
  - b. Contracts, or transactions for borrowing or sale of assets valued at more than 10% of the total asset value stated in the most recent financial statements between the company and a shareholder holding 51% or more of the total number of voting shares or related person of such shareholder.
9. Transactions between the Company and one of the following entities (i) members of the Board of Directors, the General Director, other executives, and related persons of such entities; (ii) Shareholders, authorized representatives of shareholders holding more than ten (10) percent of the total ordinary share capital of the Company and their related persons; (iii) Enterprises related to the entities stipulated in article 164.2 of the Law on Enterprises are not nullified in the following cases:
  - a. For transaction with a value of less than thirty five (35) percent and not a transaction leading to the value of transactions arising within twelve (12) months from the date of implementation of the first transaction valued of thirty five (35) percent or more of the total value of assets recorded in the most recent financial statements: the important contents of the contract or transaction as well as the relationships and interests of such member of the Board of Directors, General Director or another executive have been reported to the Board of Directors and approved by the Board of Directors with a

majority of favourable votes of members of the Board of Directors who do not have any related interest;

- b. For transaction with a value of more than 35% or a transaction leading to the value of transactions arising within twelve (12) months from the date of the first transaction with a value of 35% or more of the total value of assets recorded in the most recent financial statements: the important contents of such transaction as well as the relationships and interests of such member of the Board of Directors, the General Director or another executive have been disclosed to the shareholders and approved by the General Meeting of Shareholders by the votes of shareholders who do not have any related interest.

#### **Article 36. Liability for damage and compensation**

1. Members of the Board of Directors, General Director and other executives who violate the obligation and responsibilities to be honest and prudent or who fail to fulfil their obligations shall be liable for damages caused by his violation.
2. The Company shall pay compensation to any person who has been, is or is likely to become a related party in a claim, suit or prosecution (including civil and administrative cases other than those initiated by the Company) if such person was or is the members of the Board of Directors , General Director, another executive, an employee or a representative authorized by the Company who performed or is performing duties as authorized by the Company, acting honestly and prudently in the interests of the Company on the basis of compliance with law, and there is no evidence that such person committed a breach of his/her responsibilities.
3. The costs of compensation include: judicial costs, penalties, payables arising in actual situations (including attorney's fees) when solving cases within the framework of the law provided. The company has the right to buy insurance for such people to avoid the above compensation liability.

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

#### **Article 37.Right to inspect books and records of the Company**

1. An ordinary shareholder has right to inspect the books and records, in particular.
  - a. An ordinary shareholder has the right to sight, consult and make an extract of information about names and contact addresses in the list of shareholders with the right to vote; to request amendment of their own information which is incorrect; and to sight, consult and make an extract or copy of the Company Charter, minutes of meetings of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;
  - b. A shareholder or a group of shareholders holding 5% of the total number of ordinary shares has the right to sight, consult and make an extract of the book of minutes, resolutions and decisions of the Board of Directors; semi-annual and annual financial statements, reports of the Inspection Committee, contracts and transactions which must be approved by the Board of Directors; and other documents, except for documents relating to trade secrets or business secrets of the Company.
2. A request for inspection books and records made by the authorized representative of a shareholder or of a group of shareholders must be accompanied by a power of attorney



from the shareholder or from the group of shareholders being represented by such person or a notarized copy of such power of attorney.

3. Members of the Board of Directors, the General Director and other executives have the right to inspect the register of shareholders of the Company, the list of shareholders and other books and records of the Company for purposes related to their position, provided that the information is confidential.
4. The Company shall keep this Charter and other amendments and supplements to the Charter, business registration certificate, regulations, documents proving ownership of the property of Company, Minutes of the General Meeting of Shareholders and the Board of Directors, annual financial statements, accounting books and any other documents as required by law at the head office or other place provided by the Decision of the Board of Directors.
5. The Company Charter must be published on the website of the Company.

## **XI. EMPLOYEES AND TRADE UNION**

### **Article 38. Employees and trade unions**

The General Director shall make plans for the Board of Directors to pass on issues related to recruitment, retrenchment of employees, salary, social insurance, welfare, rewards and discipline of the Employees and the Executives as well as the relationship of the Company with the trade union organizations which are recognized in accordance with the best standards, practices and management policies, practices and policies stipulated in the Charter the Company's regulations and current regulations.

## **XII. DISTRIBUTION OF PROFITS**

### **Article 39. Dividends**

1. The General Meeting of Shareholders shall decide the rate of dividends to be paid and the form of annual dividend payment from retained profits of the Company.
2. Base on complying with law, the Board of Directors may decide to make advance interim dividends if it considers that such payment is in line with the profitability of the Company.
3. The company shall not pay interest on dividends or payments related to a class of shares.
4. The Board of Directors may request the General Meeting of Shareholders to approve the payment of all or part of dividends by shares. The Board of Directors is the executing body of this Resolution.
5. In case dividends or other payments relating to a class of shares are paid in cash, the Company must pay in VND. The payment may be made directly or via banks on the basis of the bank details provided by the shareholders. In case the company has transferred dividends to the bank account in accordance with the detailed information about the bank provided by the shareholder but the shareholder has not still received the dividend, the Company is not responsible for the amount which it transferred to the shareholder. Payment of dividends in respect of shares listed or registered for trading on the Stock Exchange may be made via a securities company or the Vietnam Securities Depository and Clearing Corporation
6. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall pass a resolution or decision fixing a specific date to close the list of shareholders.

Based on that date, those who register as shareholders or other owners of securities are entitled to receive dividends in cash or by shares, notices or other documents.

**Article 40. Other issues related to distribution of profits**

Other issues related to distribution of profits are made in accordance with the law.

**XIII. BANK ACCOUNTS, RESERVES, FISCAL YEAR AND ACCOUNTING SYSTEM**

**Article 41. Bank account**

1. The Company shall open an account at a Vietnamese bank or at a foreign bank licensed to operate in Vietnam.
2. Under the prior approval of the competent authority, in case of necessity, the Company may open a bank account abroad in accordance with the provisions of law.
3. The Company shall conduct all payments and accounting transactions through Vietnamese or foreign currency accounts at banks where the Company opens accounts.

**Article 42. Deduction for setting up reserves**

After fulfilling tax obligations and other financial obligations as prescribed by law, repaying fully (or have fully paid for) debts and other property obligations which are due, depending on the business situation and in accordance with the provisions of the law, the Company will set up the welfare fund, development investment fund, reserve fund for charter capital and other funds under Decision of the General Meeting of Shareholders. The appropriation of funds will be decided by the General Meeting of Shareholders. The Board of Directors shall decide to use these funds at the level set by the General Meeting of Shareholders.

**Article 43. Fiscal year**

The financial year of the Company commences on the first (01) day of July (07) of the calendar year and ends on the thirtieth (30) day of June of the following calendar year. The first fiscal year starts on the date of issuance of the business registration certificate (or business license for conditional business lines) and ends on the 31st day of December following the date of issuance of the business registration certificate (business license).

**Article 44. Accounting regime**

1. The accounting system used by the Company is the accounting system of enterprises or another special accounting system issued and approved by a competent State agency.
2. The Company shall establish accounting books in Vietnamese and shall keep them in accordance with the law on accounting and other relevant laws. These records must be accurate, up-to-date, systematic and sufficient to substantiate and explain the Company's transactions.
3. The Company shall use Vietnamese dong as the currency in accounting. In case the Company's economic transactions arise mainly in a foreign currency, then it may choose such foreign currency as the currency in accounting, shall be liable for such choice before the law and must notify it to the tax office directly managing it.



#### **XIV. ANNUAL REPORT, RESPONSIBILITY FOR PUBLICIZING INFORMATION, NOTIFICATION TO THE PUBLIC**

##### **Article 45. Annual, biannual and quarterly reports**

1. The Company shall prepare annual financial statements and such statements must be audited in accordance with law. The Company shall disclose the audited financial statements in accordance with the law on information disclosure in the securities market and submit them to the competent State agency.
2. The annual financial statements must fully include reports, appendices and notes in accordance with the law on corporate accounting. The annual financial statements shall reflect honestly and objectively the situation of the Company's operations.
3. The Company shall prepare and publish semi-annual financial statements which have been reviewed and quarterly financial statements in accordance with the law on information disclosure in the securities market and submit them to the competent State agency.
4. The Company shall prepare and publish annual report in accordance with the law on Securities and securities market.

#### **XV. AUDITING**

##### **Article 46. Auditing**

1. The Annual General Meeting of Shareholders shall designate an independent auditing company or a list of independent auditing companies and authorize the Board of Directors to select one of these units to audit the Company's financial statements for the forthcoming financial year based on the terms and conditions agreed with the Board of Directors.
2. The audit report shall be attached to the annual financial statements of the Company.
3. Independent auditors who conduct the audit of financial statements of the Company shall be allowed to attend all meetings of the General Meeting of Shareholders and be entitled to receive notices and other information related to the General Meeting of Shareholders where the shareholders are entitled, have the right to receive and speak at the Meetings on matters related to auditing of the financial statements of the Company.

#### **XVI. SEAL**

##### **Article 47. Seal**

1. Seals include seals made at seal engraving establishments or seals in the form of digital signatures in accordance with the law on e-transactions.
2. The Board of Directors shall approve the type, quantity, form and contents of the seal(s) of the Company, and of the seal(s) of branch(es) or representative office(s) of the Company (if any).
3. The Board of Directors and the General Director shall use and manage the seal according to the current law provisions.

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

##### **Article 48. Termination of operation**

1. The Company may be dissolved at the following case:
  - a. At the end of the Company's term of operation even after extension period;

- b. Upon revocation of the enterprise registration certificate, unless otherwise stipulated by the Law on Tax Administration;
  - c. Upon decided by the General Meeting of Shareholders.
  - d. Other cases as prescribed by law.
2. The dissolution of the Company ahead of time (including the extended term) shall be decided by the General Meeting of Shareholders, the Board of Directors. This dissolution decision shall be notified or approved by the competent agency (if required) according to regulations.

**Article 49. In case of deadlock between members of the Board of Directors and shareholders**

Unless otherwise provided in this Charter, shareholders holding a half of the outstanding shares shall have the right to vote in the election of members of the Board of Directors and may file a complaint to the court requesting the dissolution under one or more of the following cases:

1. The members of the Board of Directors do not agree on the management of the Company's affairs resulting in the failure to achieve the required number of votes for the Board of Directors to operate.
2. The shareholders are not consistent, so it is impossible to reach the required number of votes according to regulations to elect members of the Board of Directors.
3. There is internal disagreement and two or more factions of shareholders are divided and the dissolution will be the most beneficial for all shareholders.

**Article 50. Extension of operation**

1. The Company's term of operation is indefinite according to Clause 6, Article 2 of this Charter. In case, it wants to change the Company's term of operation, the Board of Directors shall convene a meeting of the General Meeting of Shareholders to approve the new Company's term of operation.
2. The duration of operation of the Company shall be extended when it is approved by the number of shareholders representing sixty-five (65) per cent or more of the total votes of all of the shareholders attending the meeting of the General Meeting of Shareholders or fifty (50) per cent or more of the total votes of all of the shareholders with the right to vote approval in case of collecting shareholders' written opinions.

**Article 51. Liquidation**

1. At least six months before the expiration of the operation duration of the Company or after a decision to dissolve the Company, the Board of Directors shall establish a Liquidation Committee of three members. Two members are appointed by the General Meeting of Shareholders and one member is appointed from an independent auditing company by the Board of Directors. The Liquidation Committee shall prepare its operation regulations. Members of the Liquidation Committee may be selected from employees of the Company or independent experts. All expenses related to liquidation shall be paid by the Company before other debts of the Company.
2. The Liquidation Committee shall have to report to the business registration office the date of its establishment and the date of commencement of its operation. After that, the



Liquidation Committee shall be on behalf of the Company to solve all matters relating to liquidation of the Company before the Court and administrative agencies.

3. The proceeds from the liquidation shall be paid in the following order:
  - a. Liquidation costs;
  - b. Debts being salaries, retrenchment allowances, social insurance and other benefits of employees pursuant to the signed collective labour agreement and signed labour contracts;
  - c. Debts being taxes;
  - d. Loans (if any);
  - e. Other debts of the Company;
  - f. The remaining balance after payment of all debts from above (a) to (e) above shall be distributed to the shareholders. Preference shares shall be paid in advance.

## **XVIII. SETTLEMENT OF INTERNAL DISPUTES**

### **Article 52. Settlement of internal disputes**

1. In case of any dispute or complaint relating to the operation of the Company or the rights of shareholders arising from the Charter or from any rights or obligations under the Law on Enterprises or other laws or administrative regulations between:
  - a. Shareholder with the Company; or
  - b. Shareholder with the Board of Directors, General Director or other executives;Stakeholders shall try to resolve the dispute through negotiation and conciliation. Except for disputes relating to the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the settlement of disputes and shall request each party to present the practical elements relating to Disputes within 20 working days from the date of arising disputes. In case of disputes relating to the Board of Directors or the Chairman of the Board of Directors, any party may request the Economic Court to appoint an independent expert to act as arbitrator for Dispute resolution.
2. Where the conciliation decision has not been reached within six (06) weeks of the commencement of the mediation process or if the decision of the mediator is not acceptable to the parties, any party may bring such dispute to an Arbitration or to a Court.
3. The parties shall bear their own costs relating to the negotiation and conciliation procedures. Expenses of the court shall be borne by the losing party.

## **XIX. MODIFICATION AND AMENDMENT OF THE CHARTER**

### **Article 53. Amendment and supplement to the Charter**

1. The amendment and supplementation of this Charter shall be considered and decided by the General Meeting of Shareholders.
2. Where there are provisions of law relating to the Company's activities which are not mentioned in this Charter or in case there are new legal provisions other than the provisions in this Charter, the provisions of the law will automatically apply and adjust the operation of the company.

## **XX. EFFECTIVE DATE**

### **Article 54. Effective date**

1. This Charter consists of XX chapters of 55 Articles and is approved by the General Meeting of Shareholders of Thanh Thanh Cong - Bien Hoa Joint Stock Company in accordance with the Resolution of the General Meeting of Shareholders No 45./2023/NQ-DHDCD dated October 26<sup>th</sup>, 2023.
2. The Charter is made in 10 copies with the same validity and must be retained at the head office of the Company.
3. This Charter is unique and official of the Company.
4. Copies or extractions from this Charter shall be signed by the Chairman of the Board of Directors or at least one half of the total number of members of the Board of Directors to ensure its validity.

### **Article 55. Signature of the legal representative of the Company.**

**LEGAL REPRESENTATIVE OF THE COMPANY**



*Dặng Huỳnh Vũ Mỹ*