

**SOUTHERN GAS TRADING  
JOINT STOCK COMPANY**

---

# **CHARTER**

**SOUTHERN GAS TRADING  
JOINT STOCK COMPANY  
GAS SOUTH**  
(Amended version October 2025)

*Ho Chi Minh City, October 2025*

## TABLE OF CONTENTS

|                                                                                                                                                                 |                                     |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------|
| <b>I. DEFINITIONS OF TERMS IN THE CHARTER.....</b>                                                                                                              | <b>5</b>                            |
| Article 1. Interpretation of terms.....                                                                                                                         | 5                                   |
| <b>II. NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, DURATION OF OPERATION, AND LEGAL REPRESENTATIVE OF THE COMPANY .....</b> | <b>6</b>                            |
| Article 2. Name, form, headquarters, branches, representative offices, business locations, and duration of operation of the Company .....                       | 6                                   |
| Article 3. Legal representative of the Company.....                                                                                                             | 6                                   |
| <b>III. OBJECTIVES, SCOPE OF BUSINESS AND OPERATIONS OF THE COMPANY .....</b>                                                                                   | <b>7</b>                            |
| Article 4. Operational objectives of the Company .....                                                                                                          | 7                                   |
| Article 5. Scope of business and operations of the Company.....                                                                                                 | 10                                  |
| <b>IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS...</b>                                                                                                    | <b>10</b>                           |
| Article 6. Charter capital, shares, founding shareholders .....                                                                                                 | 10                                  |
| Article 7. Share certificates .....                                                                                                                             | 11                                  |
| Article 8. Other securities certificates.....                                                                                                                   | 11                                  |
| Article 9. Transfer of shares.....                                                                                                                              | <b>Error! Bookmark not defined.</b> |
| Article 10. Retrieval of shares (applicable upon business registration)                                                                                         | <b>Error! Bookmark not defined.</b> |
| <b>V. ORGANIZATIONAL STRUCTURE, GOVERNANCE, AND SUPERVISION.....</b>                                                                                            | <b>Error! Bookmark not defined.</b> |
| Article 11. Organizational structure, governance, and supervision                                                                                               | <b>Error! Bookmark not defined.</b> |
| <b>VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS.....</b>                                                                                            | <b>11</b>                           |
| Article 12. Rights of shareholders .....                                                                                                                        | 11                                  |
| Article 13. Obligations of shareholders .....                                                                                                                   | 14                                  |
| Article 14. General Meeting of Shareholders .....                                                                                                               | 15                                  |
| Article 15. Rights and obligations of the General Meeting of Shareholders.....                                                                                  | 16                                  |
| Article 16. Authorization to attend the General Meeting of Shareholders.....                                                                                    | 18                                  |
| Article 17. Change of rights .....                                                                                                                              | 20                                  |
| Article 18. Convening, agenda, and notice of the General Meeting of Shareholders .....                                                                          | 20                                  |
| Article 19. Conditions for conducting the General Meeting of Shareholders .....                                                                                 | 22                                  |
| Article 20. The procedure for conducting the meeting and voting at the General Meeting of Shareholders .....                                                    | 22                                  |

|                                                                                                                                                                 |           |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|
| Article 21. Conditions for the Resolutions of the General Meeting of Shareholders to be approved .....                                                          | 24        |
| Article 22. The authority and procedure for obtaining shareholders' opinions in writing to approve the resolutions of the General Meeting of Shareholders ..... | 25        |
| Article 23. Resolution, Meeting Minutes of the General Meeting of Shareholders .....                                                                            | 27        |
| Article 24. Request for cancellation of the Resolution of the General Meeting of Shareholders                                                                   | 28        |
| <b>VII. BOARD OF DIRECTORS .....</b>                                                                                                                            | <b>28</b> |
| Article 25. Candidacy, nomination of members of the Board of Directors .....                                                                                    | 28        |
| Article 26. Composition and term of Members of the Board of Directors .....                                                                                     | 29        |
| Article 27. The powers and obligations of the Board of Directors .....                                                                                          | 30        |
| Article 28. Remuneration, bonuses, and other benefits of members of the Board of Directors                                                                      | 32        |
| Article 29. Chairperson of the Board of Directors .....                                                                                                         | 32        |
| Article 30. Meeting of the Board of Directors .....                                                                                                             | 33        |
| Article 31. Subcommittees of the Board of Directors .....                                                                                                       | 37        |
| Article 32. Person in charge of corporate governance .....                                                                                                      | 37        |
| <b>VIII. GENERAL DIRECTOR AND OTHER EXECUTIVES .....</b>                                                                                                        | <b>38</b> |
| Article 33. Organizational structure .....                                                                                                                      | 38        |
| Article 34. Executives of the Enterprise .....                                                                                                                  | 38        |
| Article 35. Appointment, dismissal, rights, and obligations of the General Director .....                                                                       | 39        |
| Article 36. Company secretary .....                                                                                                                             | 40        |
| <b>IX. SUPERVISORY BOARD .....</b>                                                                                                                              | <b>40</b> |
| Article 37. Candidacy, nomination for members of the Supervisory Board .....                                                                                    | 40        |
| Article 38. Composition of the Supervisory Board .....                                                                                                          | 40        |
| Article 39. Head of the Supervisory Board .....                                                                                                                 | 41        |
| Article 40. Rights and obligations of the Supervisory Board .....                                                                                               | 42        |
| Article 41. Meetings of the Supervisory Board .....                                                                                                             | 42        |
| Article 42. Salary, remuneration, bonuses, and other benefits of the members of the Supervisory Board .....                                                     | 43        |
| <b>X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS AND MEMBERS OF THE SUPERVISORY BOARD, GENERAL DIRECTOR AND OTHER EXECUTIVES .....</b>               | <b>43</b> |
| Article 43. Duties of honesty and avoidance of conflicts of interest .....                                                                                      | 43        |
| Article 44. Responsibility for damages and compensation .....                                                                                                   | 44        |
| <b>XI. RIGHT TO INVESTIGATE COMPANY BOOKS AND RECORDS ..</b>                                                                                                    | <b>45</b> |
| Article 45. Right to investigate books and records .....                                                                                                        | 45        |
| <b>XII. EMPLOYEES AND TRADE UNION .....</b>                                                                                                                     | <b>45</b> |
| Article 46. Employees and trade union .....                                                                                                                     | 45        |

|                                                                                                        |           |
|--------------------------------------------------------------------------------------------------------|-----------|
| <b>XIII. PROFIT DISTRIBUTION.....</b>                                                                  | <b>46</b> |
| Article 47. Profit distribution.....                                                                   | 46        |
| <b>XIV. BANK ACCOUNTS, FINANCIAL YEAR, AND ACCOUNTING<br/>REGIME .....</b>                             | <b>46</b> |
| Article 48. Bank accounts.....                                                                         | 46        |
| Article 49. Financial Year.....                                                                        | 47        |
| Article 50. Accounting regime .....                                                                    | 47        |
| <b>XV. FINANCIAL STATEMENTS, ANNUAL REPORTS, AND<br/>INFORMATION DISCLOSURE RESPONSIBILITIES .....</b> | <b>47</b> |
| Article 51. Annual, semi-annual, and quarterly Financial Statements .....                              | 47        |
| Article 52. Annual report.....                                                                         | 47        |
| <b>XVI. COMPANY AUDIT .....</b>                                                                        | <b>48</b> |
| Article 53. Audit .....                                                                                | 48        |
| <b>XVII. COMPANY SEAL.....</b>                                                                         | <b>48</b> |
| Article 54. Company seal .....                                                                         | 48        |
| <b>XVIII. DISSOLUTION OF THE COMPANY .....</b>                                                         | <b>48</b> |
| Article 55. Dissolution of the Company .....                                                           | 48        |
| Article 56. Extension of operations .....                                                              | 49        |
| Article 57. Liquidation .....                                                                          | 49        |
| <b>XIX. RESOLUTION OF INTERNAL DISPUTES .....</b>                                                      | <b>49</b> |
| Article 58. Resolution of internal disputes .....                                                      | 49        |
| <b>XX. AMENDMENT AND SUPPLEMENT OF THE CHARTER.....</b>                                                | <b>50</b> |
| Article 59. Company Charter.....                                                                       | 50        |
| <b>XXI. EFFECTIVE DATE .....</b>                                                                       | <b>50</b> |
| Article 60. Effective date.....                                                                        | 50        |

## INTRODUCTION

This Charter is adopted pursuant to Resolution No. 16/NQ-KMN dated October 14, 2025 of the Extraordinary General Meeting of Shareholders of Southern Gas Trading Joint Stock Company.

### I. DEFINITIONS OF TERMS IN THE CHARTER

#### Article 1. Interpretation of terms

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

a) *Charter capital* is the total par value of shares sold or registered for purchase upon the establishment of the Joint Stock Company and in accordance with the provisions of Article 6 of this Charter;

b) *Voting capital* refers to share capital, under which shareholders have the right to vote on matters falling within the authority of the General Meeting of Shareholders;

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

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

e) *Vietnam* is the Socialist Republic of Vietnam;

f) *Date of establishment* is the date on which the Company is granted the Business Registration Certificate (Business Registration Certificate and equivalent documents) for the first time;

g) *Business operator* is the General Director, Deputy General Director, Chief Accountant;

h) *Business manager* is the individual managing the Company, including the Chairman of the Board of Directors, members of the Board of Directors, General Director, and individuals holding other managerial positions appointed by the General Meeting of Shareholders or the Board of Directors;

i) *Related parties* are individuals or organizations as defined in Clause 46, Article 4 of the Law on Securities;

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

k) *Founding Shareholder* is a shareholder owning at least one common share and signing the list of founding shareholders of the Joint Stock Company;

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

m) *Duration of operation* is the duration of the Company's operation as defined in Article 2 of this Charter and any extension (if any) approved by the Company's General Meeting of Shareholders;

n) *Stock exchange* is the Vietnam Stock Exchange and its Subsidiaries.

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

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

## **II. NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, DURATION OF OPERATION, AND LEGAL REPRESENTATIVE OF THE COMPANY**

### **Article 2. Name, form, headquarters, branches, representative offices, business locations, and duration of operation of the Company**

1. Company Name

- Company name in Vietnamese: CÔNG TY CỔ PHẦN KINH DOANH KHÍ MIỀN NAM

- Company name in foreign language: SOUTHERN GAS TRADING JOINT STOCK COMPANY

- Abbreviated company name: GAS SOUTH JSC

2. The Company is a Joint Stock Company with legal status in accordance with current laws of Vietnam.

3. Registered headquarters of the Company:

- Address of the head office: Floor 4, PetroVietNam Tower, No. 1-5 Le Duan, Sai Gon Ward, Ho Chi Minh City, Vietnam.

- Telephone: (028) 39100324

- Fax: (028) 39100097

- E-mail: [info@pgs.com.vn](mailto:info@pgs.com.vn)

- Website: <http://www.pgs.com.vn>

4. The Company may establish Branches and Representative offices in business locations to achieve the operational objectives of the Company in accordance with the decisions of the Board of Directors and within the limits permitted by law.

5. Unless terminated prior to the expiration defined in Clause 2 of Article 55 or extended in accordance with the provisions of Article 56 of this Charter, the duration of operation of the Company is indefinite.

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

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

The legal representative of the Company is the individual representing the Company to perform rights and obligations arising from the Company's transactions, representing the Company as a plaintiff, defendant, or party with related rights and obligations before Arbitration and Courts. The responsibilities of the legal representative shall be performed in accordance with Article 13 of the Law on Enterprises and other rights and obligations as stipulated by current law.

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

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

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

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

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

1. The business lines of the Company are:

- Wholesale of solid, liquid and gaseous fuels and related products (*Details: Export and import of liquefied petroleum gas (LPG) (not operating in Ho Chi Minh City); Trading of liquefied petroleum gas (LPG), liquefied natural gas (LNG), compressed natural gas (CNG), gas products, and materials, equipment, and means for the transportation, storage, bottling, and trading of liquefied petroleum gas, compressed natural gas (CNG), liquefied natural gas (LNG) (excluding trading of liquefied petroleum gas, compressed natural gas, liquefied natural gas at the Company's headquarters); Business and maintenance of facilities related to liquefied petroleum gas, liquefied natural gas (LNG), compressed natural gas (CNG); Wholesale of compressed natural gas (CNG), liquefied natural gas (LNG) (The enterprise shall only operate when all stipulated conditions are met and shall not operate at the headquarters).* – **Industry code: 4661 (Main)**

- Activities auxiliary financial services not elsewhere classified (*Details: Construction and investment consulting for liquefied petroleum gas, liquefied natural gas, compressed natural gas, and gas industry projects (excluding financial, accounting, and legal consulting)* – **Industry code: 6619**

- Extraction of natural gas (*Details: Extraction of facilities related to liquefied petroleum gas (not operating at the headquarters)*) – **Industry code: 0620**

- Other professional, scientific and technological activities not elsewhere classified (*Details: Consulting on other technologies. Technology transfer related to liquefied petroleum gas (LPG), compressed natural gas (CNG), liquefied natural gas (LNG)*) – **Industry code: 7490**

- Plumbing, heat and air-conditioning installation (*Details: Services related to liquefied petroleum gas, liquefied natural gas, compressed natural gas, and gas products in the industrial, residential, and transportation sectors. (excluding installation of refrigeration equipment (freezing equipment, cold storage, ice machines, air conditioning, water cooling) using refrigerant gas R22 in the seafood processing sector) (excluding mechanical processing, waste recycling, electroplating at the headquarters)* – **Industry code: 4322**

- Renting and leasing of other machinery, equipment and tangible goods without operator – **Industry code: 7730**

- Architectural and engineering activities and related technical consultancy (*Details: Design of liquefied petroleum gas, compressed natural gas (CNG), liquefied natural gas (LNG) systems in the industrial, residential, and transportation sectors (only operating when all legal conditions are met)*) – **Industry code: 7110**

- Construction of power works (the enterprise does not provide goods or services subject to state monopoly in commercial activities according to Decree 94/2017/ND-CP on state monopoly goods and services) – **Industry code: 4221**

- Construction of water supply and drainage works – **Industry code: 4222**

- Construction of communication works – **Industry Code: 4223**

- Construction of other utility works – **Industry Code: 4229**

- Construction of hydraulic structures (*Details: excluding services for the establishment, operation, maintenance, and repair of maritime signaling, water areas, public waterways, and maritime routes; services for surveying water areas, public waterways, and maritime routes for the purpose of publishing maritime notices; services for surveying, constructing, and publishing nautical charts of water areas, seaports waterways, and maritime routes; construction and publication of maritime safety documents and publications; excluding transmission, dispatch of the national power system; Construction and operation of multi-purpose hydropower and nuclear power projects of significant socio-economic importance*) – **Industry Code: 4291**

- Construction of mining and quarrying projects – **Industry Code: 4292**

- Construction of manufacturing facilities – **Industry Code: 4293**

- Construction of other civil engineering projects – **Industry Code: 4299** (*Details: Construction services for civil designs (CPC 513) (upon commencement of operations, the enterprise must meet the condition that the foreign enterprise must be a legal entity of a WTO Member).*

- Other construction installation – **Industry Code: 4329** (*Details: Assembly and installation work (CPC 514, 516).*)

- Electric power generation – **Industry Code: 3511**

- Electricity transmission and distribution (*Details: Sale of electricity to users*) – **Industry Code: 3512**

- Freight transport by road (*Details: Freight transport using specialized vehicles: liquid transport vehicles, liquefied petroleum gas (LPG) transport vehicles, compressed natural gas (CNG) transport vehicles, liquefied natural gas (LNG) transport vehicles, chemical transport vehicles, refrigerated vehicles; Business of freight transport using containers (not operating at headquarters)*) – **Industry Code: 4933**

- Trading of own or rented property and land use rights (*Details: Real estate business - excluding investment in the construction of cemetery infrastructure for the transfer of land use rights associated with infrastructure*) – **Industry Code: 6810**

- Other specialized wholesale not elsewhere classified (*Details: Wholesale of fertilizers (not storing chemicals)*) – **Industry Code: 4669**

- Manufacture of refined petroleum product (*Details: Production, filling, and distribution of liquefied petroleum gas (LPG); Production, filling, and distribution of compressed natural gas (CNG); Production, filling, and distribution of liquefied natural gas (LNG) (The enterprise shall only operate when all regulatory conditions are met and shall not operate at the headquarters). Filling LPG into storage tanks, filling LPG into bottles, filling LPG into tank trucks, and filling LPG into other devices, systems, and means; filling CNG/LNG into CNG/LNG cylinder clusters, filling CNG/LNG into automobiles, and filling into other devices, systems, and means (not operating at the headquarters).*) – **Industry Code: 1920**

- Retail sale of other goods via stalls or markets (*Details: Retail of liquefied petroleum gas (LPG), compressed natural gas (CNG), liquefied natural gas (LNG) (The enterprise shall only operate when all regulatory conditions are met and shall not operate at the headquarters)*) – **Industry Code: 4789**

- Manufacture of tanks, reservoirs and containers of metal (*Details: Exporting, manufacturing metal containers for compressed gas and liquefied petroleum gas, gas (liquefied petroleum gas containers, excluding plating) (not operating at the headquarters).*) Exporting, manufacturing similar metal containers, tanks, and storage devices for storage or production purposes (not operating at the headquarters) – **Industry Code: 2512**

- Repair of fabricated metal products (*Details: Repair of metal storage tanks, containers (liquefied petroleum gas containers) (not operating at the headquarters)*) – **Industry Code: 3311**

- Building completion and finishing – **Industry Code: 4330**

- Other specialized construction activities (*Details: Painting, maintenance, repair: storage tanks, reservoirs, pipelines, storage facilities for various types of liquefied petroleum gas (not operating at the headquarters)*) – **Industry Code: 4390**

- Wholesale of other machinery and equipment (*Details: excluding the exercise of export rights, import rights, and distribution rights for goods listed in the foreign investor's prohibited export, import, and distribution categories such as: tobacco and cigars, newspapers and magazines, recorded items, precious metals and gemstones, pharmaceuticals, explosives, crude oil and processed oil, rice, sugarcane, and beet sugar*) – **Industry Code: 4659**

- Repair of machinery and equipment (*Details: repair of machinery and equipment, maintenance of facilities related to liquefied petroleum gas (LPG), compressed natural gas (CNG), liquefied natural gas (LNG) (excluding mechanical processing, recycling of waste, electroplating at the headquarters)*) – **Industry Code: 3312**

## 2. Objectives of the Company:

- Maximization of profits;
- Continuous enhancement of shareholder interests;

- Creation of employment opportunities, improvement of income and morale of employees;
- Development of the Company towards greater strength;
- Contribution to the State Budget.

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

The Company is permitted to conduct business activities in accordance with the industries specified in this Charter, which have been registered, notified of changes to the registration content with the business registration authority, and disclosed on the National Business Registration Portal.

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

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

1. The charter capital of the Company is 500,000,000,000 VND (Five hundred billion VND).

The total charter capital of the Company is divided into 50,000,000 shares with a par value of 10,000 VND/share.

2. The Company may change its charter capital upon approval by the General Meeting of Shareholders and in accordance with legal regulations.

3. The shares of the Company at the time of approval of this Charter include common shares and preferred shares (if any). The rights and obligations of shareholders holding each type of share are specified in Article 12 and Article 13 of this Charter.

4. The Company may issue other types of preferred shares after obtaining the approval of the General Meeting of Shareholders and in accordance with legal regulations.

5. The Company officially operates in the form of a Joint Stock Company according to Business Registration Certificate No. 0305097236 (old number 4103007397) issued by the Department of Planning and Investment of Ho Chi Minh City for the first time on July 25, 2007. Based on the provisions of the Law on Enterprises, as of now, the common shares of the founding shareholders have expired the transfer restriction period.

Common shares must be offered preferentially to existing shareholders in proportion to their respective ownership ratio of common shares in the Company, unless otherwise decided by the General Meeting of Shareholders. The number of shares not subscribed for by shareholders shall be determined by the Board of Directors of the Company. The Board of Directors may allocate those shares to shareholders and others under conditions no more favorable than those offered to existing shareholders unless otherwise approved by the General Meeting of Shareholders or provided for by securities law.

6. The Company may repurchase shares issued by the Company in accordance with the methods specified in this Charter and current law.

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

**Article 7. Share certificates**

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

2. Shares are a type of security that certifies the rights and legal interests of the holder in a portion of the equity of the issuing organization. Shares must contain all contents as stipulated in Clause 1, Article 121 of the Law on Enterprises.

3. Within 30 days from the date of submission of a complete application for the transfer of ownership of shares as stipulated by the Company or within 30 days from the date of full payment for the purchase of shares according to the Company's share issuance plan (or another period as stipulated in the issuance terms), the holder of the shares shall be issued share certificates. Shareholders are not required to pay the Company for the cost of printing share certificates.

4. In the event that shares are lost, damaged, or destroyed in any other form, shareholders may request the Company to reissue the shares upon their request. The request of the shareholder must include the following contents:

a) Information regarding lost, damaged, or otherwise destroyed shares; in the event of loss, a declaration must be made that all reasonable efforts have been undertaken to locate the shares, and if found, they shall be returned to the Company for destruction.

b) Commitment to assume responsibility for any disputes arising from the reissuance of the new share certificate.

**Article 8. Other securities certificates**

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

**Article 9. Transfer of shares**

1. All shares shall be freely transferable unless stipulated otherwise by this Charter or by law, listed shares registered for trading on a Stock Exchange shall be transferred in accordance with the provisions of securities laws and securities market laws.

2. Shares that have not been fully paid for shall not be transferable and shall not be entitled to related rights such as the right to receive dividends, the right to receive bonus shares issued from the owner's equity, the right to purchase newly offered shares, and other rights in accordance with the law.

**Article 10. Retrieval of shares (applicable upon business registration)**

1. In the event that a shareholder fails to make full and timely payment for the shares, the Board of Directors shall notify and have the right to require that shareholder to pay the remaining amount and shall be responsible in accordance with the total par value of the shares registered for purchase regarding the Company's financial obligations arising from the failure to make full payment.

2. The aforementioned payment notice must specify the new payment deadline (at least 07 days from the date of sending the notice), the payment location, and must clearly state that in the event of non-payment as required, the unpaid shares shall be retrieved.

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

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

5. Shareholders holding retrieved shares must relinquish their shareholder status regarding those shares but shall still be liable in accordance with the total par value of the shares registered for purchase regarding the Company's financial obligations arising at the time of retrieval as decided by the Board of Directors from the date of retrieval until the date of payment. The Board of Directors has full authority to decide on the enforcement of payment of the entire value of the shares at the time of retrieval.

6. Notification of retrieval shall be sent to the holders of the retrieved shares prior to the retrieval date. The retrieval shall remain effective even in the event of errors or negligence in sending the notification.

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

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

The organizational management, governance, and supervision structure of the Company includes:

1. The General Meeting of Shareholders.
2. The Board of Directors, the Supervisory Board.
3. The General Director.

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

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

1. Holders of common shares shall have the following rights:

a) To attend and speak at the General Meeting of Shareholders and to exercise the right to vote either in person, through an authorized representative, or by remote voting. Each common share shall carry one voting right;

b) Receipt of dividends at the rate determined by the General Meeting of Shareholders;

c) Priority to purchase new shares corresponding to the proportion of common shares owned by each shareholder in the Company;

d) Freedom to transfer one's shares to others, except in cases specified in Clause 3 of Article 120, Clause 1 of Article 127 of the Law on Enterprises and other relevant legal provisions;

e) Review, search, and extract information regarding the name and contact address in the list of shareholders with voting rights; request correction of any inaccurate information;

f) Review, search, extract, or photocopy the Company Charter, Meeting Minutes of the General Meeting of Shareholders, and Resolutions of the General Meeting of Shareholders;

g) Upon the dissolution or bankruptcy of the Company, entitlement to receive a portion of the remaining assets corresponding to the proportion of shares owned in the Company after the Company has settled its debts (including obligations to the state, taxes, and fees) and payments to shareholders holding other types of shares of the Company in accordance with legal provisions;

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

i) Equal treatment. Each share of the same type confers upon the shareholder equal rights, obligations, and interests. In the event that the Company has preferred shares, the rights and obligations associated with such preferred shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;

j) Access to complete periodic information and extraordinary information disclosed by the Company in accordance with legal provisions;

k) Protection of one's legal rights and interests; request suspension or annulment of Resolutions or Decisions of the General Meeting of Shareholders or the Board of Directors in accordance with the provisions of the Law on Enterprises;

l) Other rights as provided by law and this Charter.

2. Shareholders or groups of shareholders owning 05% or more of the total number of common shares have the following rights:

a) Request the Board of Directors to convene a meeting of the General Meeting of Shareholders in accordance with the provisions of Clause 3 of Article 115 and Article 140 of the Law on Enterprises;

b) Review, search, extract the minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts, transactions requiring approval from the Board of Directors, and other documents, except for documents related to the Company's trade secrets and business secrets;

c) Request the Supervisory Board to inspect specific matters related to the management and operation of the Company when deemed necessary. Requests must be in writing and must include the following contents: full name, contact address, nationality, legal document number of individuals for individual shareholders; name, business registration number or legal document number of organizations, address of the head office for organizational shareholders; number of shares and the time of share registration of each shareholder, total number of shares of the entire group of shareholders, and ownership ratio in the total number of shares of the Company; the issue to be inspected, the purpose of the inspection;

d) Propose matters to be included in the agenda of the General Meeting of Shareholders. Proposals must be in writing and submitted to the Company no later than 03 days prior to the opening date. The proposal must clearly state the shareholder's

name, the quantity of each type of shares held by the shareholder, and the issue proposed to be included in the agenda;

e) Common shareholders forming a group to nominate candidates for the Board of Directors and the Supervisory Board must notify the shareholders attending the meeting in advance of the opening of the General Meeting of Shareholders;

f) Based on the number of members of the Board of Directors and the Supervisory Board, shareholders or groups of shareholders specified in this section are entitled to nominate one or more candidates as determined by the General Meeting of Shareholders for the Board of Directors and the Supervisory Board. In the event that the number of candidates nominated by the shareholders or groups of shareholders is less than the number of candidates they are entitled to nominate as determined by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board, and other shareholders.

g) Other rights as stipulated by law and this Charter.

### **Article 13. Obligations of shareholders**

Common shareholders have the following obligations:

1. To pay in full and on time the number of shares committed to purchase.

2. Not to withdraw contributed capital represented by common shares from the Company in any form, except in cases where the Company or another party repurchases the shares. In the event that a shareholder withdraws part or all of the contributed share capital in violation of the provisions of this section, such shareholder and any related parties within the Company shall jointly bear responsibility for the Company's debts and other asset obligations to the extent of the value of the withdrawn shares and any damages incurred.

3. To comply with the Company Charter and the Company's Internal Management Regulations.

4. To execute the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

5. To maintain the confidentiality of information provided by the Company in accordance with the Company Charter and the law; to use the provided information solely to exercise and protect their legitimate rights and interests; dissemination or copying of the information provided by the Company to other organizations or individuals is strictly prohibited.

6. To attend the General Meeting of Shareholders and exercise voting/election rights through the following methods:

a) To attend and vote/elect in person at the meeting;

b) To authorize another individual or organization to attend and vote/elect at the meeting;

c) To attend and vote/elect via online conference, electronic voting, or other electronic means;

d) To send voting/election ballots to the meeting via mail, fax, or email.

7. To bear personal responsibility when acting on behalf of the Company in any form to perform any of the following acts:

- a) Violation of the law;
  - b) Conducting business and other transactions for personal gain or to serve the interests of other organizations or individuals;
  - c) Paying debts that are not yet due in the face of financial risks to the Company.
8. To fulfill other obligations as stipulated by current law.

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

1. The General Meeting of Shareholders consists of all shareholders with voting rights and is the highest decision-making body of the Company. The General Meeting of Shareholders shall convene annually once a year and within four (04) months from the end of the fiscal year. The Board of Directors may extend the annual General Meeting of Shareholders if necessary, but not exceeding 06 months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may convene an extraordinary meeting. The meeting location of the General Meeting of Shareholders shall be determined as the place where the Chairperson attends the meeting and must be located within the territory of Vietnam.

2. The Board of Directors shall convene the Annual General Meeting of Shareholders and select an appropriate venue. The Annual General Meeting of Shareholders shall decide on matters in accordance with the law and the Company Charter, particularly the approval of the audited Financial Statements for the year. In the event that the audit report of the Company's Financial Statements for the year contains significant exceptions, adverse opinions, or refusals, the Company must invite a representative from the approved auditing organization to attend the Annual General Meeting of Shareholders, and the representative from the aforementioned approved auditing organization shall be responsible for attending the Annual General Meeting of Shareholders of the Company.

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

- a) The Board of Directors deems it necessary for the benefit of the Company;
- b) The number of remaining members of the Board of Directors and members of the Supervisory Board is less than the minimum number of members as stipulated by law;
- c) At the request of shareholders or a group of shareholders as stipulated in Clause 2, Article 115 of the Law on Enterprises; the request to convene the General Meeting of Shareholders must be made in writing, specifying the reasons and purposes of the meeting, with sufficient signatures of the relevant shareholders or the request document must be prepared in multiple copies and gather sufficient signatures of the relevant shareholders;
- d) At the request of the Supervisory Board;
- e) Other cases as stipulated by law and this Charter.

4. Convene an Extraordinary General Meeting of Shareholders

a) The Board of Directors must convene the General Meeting of Shareholders within 60 days from the date the number of members of the Board of Directors and members of the Supervisory Board remaining is as stipulated in point b, Clause 3 of this Article or upon receiving the request stipulated in points c and d, Clause 3 of this Article.

Independent members of the Board of Directors must notify the Board of Directors of their failure to meet the standards and conditions stipulated in Clause 2, Article 155 of the Law on Enterprises and shall automatically cease to be independent members of the Board of Directors from the date they no longer meet the standards and conditions. The Board of Directors must inform the case of an independent member of the Board of Directors no longer meeting the standards and conditions at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect or replace the independent member of the Board of Directors within 06 months from the date of receiving the notification from the relevant independent member of the Board of Directors;

b) If the Board of Directors fails to convene the General Meeting of Shareholders as stipulated in point a, Clause 4 of this Article, then within the next 30 days, the Supervisory Board shall replace the Board of Directors to convene the General Meeting of Shareholders as stipulated in Clause 3, Article 140 of the Law on Enterprises;

c) If the Supervisory Board fails to convene the General Meeting of Shareholders as stipulated in point b, Clause 4 of this Article, then the shareholders or group of shareholders stipulated in point c, Clause 3 of this Article have the right to represent the Company to convene the General Meeting of Shareholders as stipulated in the Law on Enterprises;

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

d) The procedures for organizing the General Meeting of Shareholders are stipulated in Clause 5, Article 140 of the Law on Enterprises.

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

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

a) Approval of the Company's development orientation;

b) Decision on the type of shares and the total number of shares of each type to be offered for sale; determination of the annual dividend rate for each type of share;

c) Election, dismissal, or removal of members of the Board of Directors and members of the Supervisory Board;

d) Decision on investment or sale of assets valued at 35% or more of the total asset value as recorded in the Company's most recent Financial Statements;

e) Decision on amendments and supplements to the Company Charter;

- f) Approval of the annual Financial Statements;
- g) Decision to repurchase more than 10% of the total shares sold of each type;
- h) Review and address violations by members of the Board of Directors and members of the Supervisory Board that cause damage to the Company and its shareholders;
- i) Decision on reorganization or dissolution of the Company;
- j) Decision on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
- k) Approval/amendment and supplement of Internal Governance Regulations; Regulations on the operation of the Board of Directors and the Supervisory Board;
- l) Approval of the list of approved audit firms; decision on the approved audit firm to conduct audits of the Company's operations, dismissal of the approved auditor when deemed necessary;
- m) Other rights and obligations as stipulated by law.

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

- a) The Company's annual business plan;
- b) The audited annual Financial Statements;
- c) The report of the Board of Directors on governance and the operational results of the Board of Directors and each member of the Board of Directors;
- d) The report of the Supervisory Board on the Company's business results, the operational results of the Board of Directors, and the General Director;
- e) The self-assessment report on the operational results of the Supervisory Board and its members;
- f) The dividend rate for each share of each type;
- g) The number of members of the Board of Directors and the Supervisory Board;
- h) Election, dismissal, or removal of members of the Board of Directors and members of the Supervisory Board;
- i) Decision on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
- j) Approval of the list of approved audit firms; decision on the approved audit firm to conduct audits of the Company's operations when deemed necessary;
- k) Supplement and amendment of the Company Charter;
- l) Type of shares and the number of newly issued shares for each type of share and the transfer of shares by founding members within the first 03 years from the date of establishment;
- m) Division, separation, consolidation, merger, or conversion of the Company;
- n) Reorganization and dissolution (liquidation) of the Company and appointing a liquidator;

o) Decision on investment or sale of assets valued at 35% or more of the total asset value as recorded in the Company's most recent Financial Statements;

p) Decision to repurchase more than 10% of the total shares sold of each type;

q) The Company shall enter into contracts and transactions with the entities specified in Clause 1, Article 167 of the Law on Enterprises with a value of 35% or more of the total asset value of the Company as recorded in the most recent Financial Statements;

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

s) Approval of the Internal Corporate Governance Regulations, the Regulations on the operation of the Board of Directors, and the Operational Regulations of the Supervisory Board;

t) Other matters as stipulated by law and this Charter.

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

4. Shareholders shall not participate in voting in the following cases:

a) Approval of contracts specified in Clause 2 of this Article when such shareholder or a related person is a party to the contract;

b) The repurchase of shares held by that shareholder or by a related person, except in cases where the repurchase is conducted proportionately according to the ownership ratio of all shareholders or the repurchase is executed through matching transactions on the stock exchange or through a public offering as stipulated by law.

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

1. Shareholders, or authorized representatives of shareholders that are organizations, may directly attend the meeting or authorize one or more individuals or organizations to attend the meeting through one of the forms specified in Clause 3, Article 144 of the Law on Enterprises according to the specific ratios as follows:

a) For individual shareholders, authorization may only be granted to one individual or organization to attend the meeting;

b) In the case of shareholders that are organizations owning less than 10% of the total voting common shares, they may authorize a maximum of one (01) person to attend the General Meeting of Shareholders; for 10% or more of the total voting common shares, they may authorize a maximum of three (03) persons to attend the meeting. In cases where there is more than one authorized representative, the specific number of shares and votes authorized to each representative must be determined. If the owner, member, or shareholder of the Company does not specify the capital contribution or the corresponding number of shares for each authorized representative, the capital contribution and number of shares shall be equally divided among the number of authorized representatives.

2. The authorization for individuals or organizations to represent at the General Meeting of Shareholders as stipulated in Clause 1 of this Article must be made in

writing. The authorization document shall be prepared in accordance with the civil law provisions and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the content of the authorization, the scope of the authorization, the duration of the authorization, and the signatures of the authorizing party and the authorized party.

The authorized representative attending the General Meeting of Shareholders must submit the authorization document upon registration to attend the meeting. In the case of further authorization, the attendee must also present the original authorization document from the shareholder, or the authorized representative of the shareholder that is an organization (if not previously registered with the Company).

3. The voting ballot of the authorized representative attending the meeting within the scope of the authorization shall remain valid in the event of any of the following occurrences:

- a) The authorizing party has died, been restricted in civil capacity, or lost civil capacity;
- b) The authorizing party has revoked the authorization;
- c) The authorizing party has revoked the authority of the person acting as the authorized representative.

This provision shall not apply in cases where the Company receives notice of any of the above events prior to the opening of the General Meeting of Shareholders or before the reconvened meeting is held.

**Article 17. Change of rights**

1. Any change or cancellation of special rights attached to a type of preferred shares shall take effect only when approved by shareholders representing at least 65% of the total voting rights of all shareholders present at the meeting. A resolution of the General Meeting of Shareholders concerning any matter that adversely affects the rights and obligations of holders of preferred shares of a particular type shall be valid only if approved by shareholders holding at least 75% of the total preferred shares of that type attending the meeting, or by shareholders holding at least 75% of the total preferred shares of that type in the event that the resolution is adopted by written ballot.

2. A meeting of shareholders holding a type of preferred shares to approve a change of rights as mentioned above shall be valid only if attended by at least two shareholders (or their authorized representatives) holding at least one-third of the par value of the issued shares of that type. If the required quorum is not met, the meeting shall be reconvened within 30 days, and any holders of shares of that type (regardless of the number of attendees or shares represented), present in person or by proxy, shall be deemed to constitute a quorum. At such meetings, holders of shares of that type present in person or by proxy may request a secret ballot. Each share of the same type shall carry equal voting rights at these meetings.

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

4. Unless provided otherwise in the terms of share issuance, the special rights attached to classes of shares having preferential rights with respect to certain or all matters related to the distribution of profits or assets of the Company shall not be affected by the issuance of additional shares of the same class.

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

1. The Board of Directors shall convene both annual and extraordinary meetings of the General Meeting of Shareholders. The Board of Directors shall convene an extraordinary meeting in the cases prescribed in Clause 3, Article 14 of this Charter.

2. The convener of the General Meeting of Shareholders shall perform the following duties:

a) Prepare a list of shareholders entitled to attend and vote/elect at the General Meeting of Shareholders. The list of shareholders entitled to attend the meeting shall be made no more than 10 days prior to the date of sending the notice of meeting. The Company must disclose information on the preparation of the list of shareholders entitled to attend the meeting at least 20 days prior to the record date;

b) Prepare the agenda and contents of the meeting;

c) Prepare materials for the meeting;

d) Draft resolutions of the General Meeting of Shareholders in accordance with the proposed contents of the meeting;

e) Determine the time and venue of the meeting;

f) Notice and invitation to the General Meeting of Shareholders shall be sent to all shareholders entitled to attend the meeting;

g) Other tasks serving the general meeting.

3. The invitation to the General Meeting of Shareholders shall be sent to all shareholders by a method that ensures delivery to the shareholders' contact addresses, and shall also be published on the Company's website and the State Securities Commission, as well as the Stock Exchange where the Company's shares are listed or registered for trading. The convener of the General Meeting of Shareholders must send the invitation to all shareholders on the Shareholder List entitled to attend the meeting no later than 21 days prior to the opening date of the meeting (calculated from the date the notice is sent or dispatched in a valid manner). The agenda of the General Meeting of Shareholders, along with the documents related to matters to be voted on at the meeting, shall be sent to shareholders and/or posted on the Company's website. In the event that documents are not sent with the invitation to the General Meeting of Shareholders, the invitation must specify the links to all meeting documents for shareholders to access, including:

a) Meeting agenda, materials used during the meeting;

b) List and detailed information of candidates in the event of an election of members to the Board of Directors or members of the Supervisory Board;

c) Voting/election ballot;

d) Draft resolutions for each matter on the agenda.

4. Shareholders or groups of shareholders as stipulated in Clause 2, Article 12 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 submitted to the Company no later than 03 working days prior to the opening date of the meeting. Proposals must clearly state the shareholder's name, the quantity of each type of shares held by the shareholder, contact address, nationality, identification card number, citizen identification number, passport, or other legal identification for individual shareholders; the name, business registration number or establishment decision number, address of the head office for organizational shareholders; the quantity and type of shares held by the shareholder and the proposed matters to be included in the agenda.

5. The convener of the General Meeting of Shareholders has the right to refuse proposals stipulated in Clause 4 of this Article if any of the following cases apply:

a) The proposal is submitted not in accordance with the provisions of Clause 4 of this Article;

b) At the time of the proposal, the shareholder or group of shareholders does not hold at least 05% of the common shares as stipulated in Clause 2, Article 12 of this charter;

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

d) Other cases as stipulated by law and this charter.

6. The convener of the General Meeting of Shareholders must accept and include the proposals stipulated in Clause 4 of this Article in the proposed agenda and content of the meeting, except in the cases specified in Clause 5 of this Article; the proposal shall be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

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

1. The General Meeting of Shareholders shall be conducted when the number of attending shareholders represents over 50% of the total voting shares.

2. In the event that the first meeting does not meet the conditions for conducting as stipulated in Clause 1 of this Article, a second invitation to the meeting shall be sent within 30 days, from the date of the intended first meeting. The second General Meeting of Shareholders shall be conducted when the number of shareholders present represents at least 33% of the total voting shares.

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

#### **Article 20. The procedure for conducting the meeting and voting at the General Meeting of Shareholders**

1. Prior to the opening of the meeting, the Company must carry out the registration procedure for shareholders and must continue the registration until all eligible attending shareholders have registered in the following order:

a) Upon conducting the shareholder registration, the Company shall issue to each shareholder or authorized representative entitled to vote a voting card/voting ballot/election ballot, which shall indicate the registration number, the name of the shareholder, the name of the authorized representative, and the number of voting ballots/election ballot of that shareholder. The General Meeting of Shareholders shall discuss and vote on each matter in the agenda. Voting shall be conducted by means of votes in favor, votes against, and abstentions. The vote counting results shall be announced by the Chairperson/Vote Counting Committee immediately before the meeting is concluded. The General Meeting shall elect individuals responsible for vote counting or supervising the vote counting upon the Chairperson's proposal. The number of members of the vote counting committee shall be determined by the General Meeting of Shareholders based on the Chairperson's proposal;

b) Shareholders, or authorized representatives of shareholders who are organizations or individuals who arrive after the meeting has commenced, shall have the right to register immediately and thereafter shall have the right to participate and vote/elect at the meeting immediately after registration. The Chairperson shall not be responsible for pausing the meeting to allow late-arriving shareholders to register, and the validity of the matters that have been voted on/elected previously shall remain unchanged.

2. The election of the Chairperson, Secretary, Shareholder/Delegate Qualification Verification Committee, and Vote Counting Committee shall be conducted as follows:

a) The Chairperson of the Board of Directors shall serve as the Chairperson or may delegate another member of the Board of Directors to act as the Chairperson of the General Meeting of Shareholders convened by the Board of Directors. In the event that the Chairperson is absent or temporarily incapacitated, the remaining members of the Board of Directors shall elect one of their own members to serve as the Chairperson of the meeting by majority vote. If it is not possible to elect a Chairperson, the Head of the Supervisory Board shall convene the General Meeting of Shareholders to elect a Chairperson from among the attendees, with the individual receiving the highest number of votes serving as the Chairperson of the meeting;

b) Except for the case stipulated in point a of this clause, the person signing the notice to convene the General Meeting of Shareholders shall preside over the meeting until the General Meeting of Shareholders elects a Chairperson of the meeting, with the individual receiving the highest number of votes serving as the Chairperson of the meeting;

c) The Chairperson shall appoint one or more individuals to serve as the Secretary of the meeting; the Shareholder/Delegate Qualification Verification Committee shall assist in the meeting;

d) The General Meeting of Shareholders shall elect one or more individuals into the Vote Counting Committee upon the proposal of the Chairperson of the meeting.

3. The agenda and content of the meeting must be approved by the General Meeting of Shareholders during the opening session. The agenda must clearly and specifically define the time allocated for each matter in the meeting agenda.

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

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

b) Ensuring safety for all individuals present at the meeting venues;

c) Facilitating shareholder attendance (or continued attendance) at the meeting. The convener of the General Meeting of Shareholders shall have full authority to modify the aforementioned measures and to implement all necessary measures. Such measures may include issuing admission tickets or utilizing other selection methods.

5. The convener of the meeting or the chairperson of the General Meeting of Shareholders shall have the following rights:

a) To require all attendees to undergo screening or other legal and reasonable security measures;

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

6. The chairperson shall have the right to postpone the General Meeting of Shareholders that has reached the maximum number of registered attendees for no more

than 03 working days from the date the meeting is scheduled to commence and may only postpone the meeting or change the meeting venue in the following cases:

- a) The meeting venue does not have sufficient seating available for all attendees;
- b) The communication facilities at the meeting venue do not ensure that shareholders can participate, discuss, and vote;
- c) There is an attendee who disrupts order, causes disturbances, or poses a risk of preventing the meeting from being conducted fairly and legally.

7. In the event that the Chairperson postpones or suspends the General Meeting of Shareholders contrary to the provisions of Clause 6 of this Article, the General Meeting of Shareholders shall elect another individual from among the attendees to replace the Chairperson in conducting the meeting until its conclusion; all the Resolutions approved at that meeting shall be effective.

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

#### **Article 21. Conditions for the Resolutions of the General Meeting of Shareholders to be approved**

1. Resolutions on the following matters shall be adopted if approved by shareholders representing 65% or more of the total voting shares of all attending shareholders, except in cases specified in Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises.

- a) Types of shares and total number of shares of each type;
- b) Changes to the industry, profession, and business fields;
- c) Changes to the organizational structure of the Company;
- d) Investment projects or the sale of assets valued at 35% or more of the total asset value recorded in the Company's most recent Financial Statements;
- e) Reorganization or dissolution of the Company;
- f) Extension of the Company's operations;

2. Resolutions shall be adopted when they receive the approval of shareholders holding more than 50% of the total voting shares of all attending shareholders, except in cases specified in Clause 1 of this Article and Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises.

In the event of the election of members of the Board of Directors and the Supervisory Board, if the number of candidates is less than or equal to the number of members of the Board of Directors/Supervisory Board to be elected, the election of members of the Board of Directors/Supervisory Board may be conducted by cumulative voting as stipulated in Clause 3 of Article 148 of the Law on Enterprises or by voting

method (in favor, against, abstentions). The voting ratio for approval by voting method shall be conducted in accordance with Clause 2 of Article 21 of the Company Charter.

3. Resolutions of the General Meeting of Shareholders adopted by 100% of the total voting shares are legal and effective even if the procedures for convening the meeting and adopting such resolutions violate the provisions of the Law on Enterprises and the Company Charter.

**Article 22. The authority and procedure for obtaining shareholders' opinions in writing to approve the resolutions of the General Meeting of Shareholders.**

The authority and procedure for obtaining shareholders' opinions in writing to approve the resolutions of the General Meeting of Shareholders shall be implemented in accordance with the following provisions:

1. The Board of Directors has the right to obtain shareholders' opinions in writing to approve the resolutions of the General Meeting of Shareholders on the following matters:

- a) Amendments and supplements to the content of the Company Charter;
- b) Approval/amendment and supplement of the Internal Corporate Governance Regulations; Regulations on the operation of the Board of Directors; Regulations on the operation of the Supervisory Board;
- c) Development orientation of the Company;
- d) Types of shares and total number of shares of each type;
- e) Election, dismissal, and removal of members of the Board of Directors and the Supervisory Board;
- f) Investment projects or the sale of assets valued at 35% of the total asset value recorded in the Company's most recent Financial Statements;
- g) Approval of the annual Financial Statements;
- h) Reorganization or dissolution of the Company.
- i) Change of industry, profession, and business fields;
- j) Change of the organizational structure of the Company;
- k) Other matters deemed necessary for the benefit of the Company.

2. The Board of Directors must prepare the opinion ballot, draft resolutions of the General Meeting of Shareholders, explanatory documents for the draft resolutions, and send them to all shareholders with voting rights no later than 10 days before the deadline for returning the opinion ballot. The requirements and methods for sending the opinion ballot and accompanying documents shall be implemented in accordance with the provisions of Clause 3 of Article 18 of this Charter.

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

- a) Name, address of the head office, business registration number;
- b) Purpose of obtaining opinions;

c) Full name, contact address, nationality, legal document number of individuals for individual shareholders; name, business registration number or legal document number of organizations, address of the head office for organizational shareholders, or full name, contact address, nationality, legal document number of individuals for representatives of organizational shareholders; quantity of shares of each type and the number of voting ballots of shareholders;

d) Matters requiring opinions to approve decision;

e) Voting options include votes in favor, votes against, and abstentions for each matter subject to voting;

f) The deadline for submitting the completed voting ballots to the Company;

g) Name, signature of the Chairperson of the Board of Directors.

4. Shareholders may submit their completed voting ballots to the Company via mail, fax, or electronic mail in accordance with the following provisions:

a) In the case of submission by mail, the completed voting ballot must have the signature of the individual shareholder, the authorized representative, or the legal representative of the organizational shareholder. The voting ballot sent to the Company must be enclosed in a sealed envelope, which shall not be opened prior to the vote counting;

b) In the case of submission by fax or electronic mail, the voting ballot sent to the Company must remain confidential until the time of vote counting;

c) Voting ballots submitted to the Company after the deadline specified in the content of the voting ballot or that have been opened in the case of mail submission and disclosed in the case of fax or electronic mail submission shall be deemed invalid. Voting ballots not submitted shall be considered as abstentions.

5. The Board of Directors shall conduct the vote counting and prepare the Vote Counting Record in the presence of the Supervisory Board or shareholders not holding management positions within the Company. The Vote Counting Record must contain the following essential contents:

a) Name, address of the head office, business registration number;

b) Purpose and matters requiring opinions for the approval of the Resolution;

c) The number of shareholders with the total voting/election ballots who have participated in the voting/election, distinguishing between valid voting/election ballots and invalid voting/election ballots, and indicating the method of submission of the voting/election ballots, along with an appendix listing the shareholders who participated in the voting/election;

d) Total number of votes in favor, against, and abstentions for each matter, total number of votes for each candidate (if any);

e) Matters that have been approved and the corresponding approval ratios;

f) Name, signature of the Chairperson of the Board of Directors, the vote counter, and the supervisor of the vote counting.

Members of the Board of Directors, the vote counter, and the supervisor of the vote counting shall be jointly responsible for the integrity and accuracy of the Vote Counting Record; they shall also be jointly liable for any damages arising from decisions approved due to dishonest or inaccurate vote counting.

6. The Vote Counting Record and the Resolution must be sent to the shareholders within 15 days from the date of completion of the vote counting. The sending of the Vote Counting Record and the Resolution may be replaced by posting on the Company's website within 24 hours from the time of completion of the vote counting.

7. The completed voting ballots, Vote Counting Record, approved Resolution, and related documents sent with the voting ballots must be retained at the Company's head office.

8. The Resolution shall be approved through obtaining shareholders' opinions in writing if it receives the approval of shareholders holding more than 50% of the total voting rights of all shareholders entitled to vote and shall have the same validity as a Resolution approved at the General Meeting of Shareholders.

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

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

- a) Name, address of the head office, business registration number;
- b) Date and location of the General Meeting of Shareholders;
- c) Meeting agenda and content of the meeting;
- d) Name of the Chairperson and the Secretary;
- e) Summary of the meeting proceedings and the opinions expressed at the General Meeting of Shareholders regarding each issue on the agenda;
- f) Number of shareholders and total voting shares of attending shareholders, appendix containing the list of registered shareholders and shareholder representatives attending the meeting with the corresponding number of shares and voting rights;
- g) Total number of votes on each voting issue, specifying the voting method, total valid votes, invalid votes, votes in favor, votes against, and abstentions; corresponding ratios of total votes of attending shareholders;
- h) Summary of votes for each candidate (if any);
- i) Matters that have been approved and the corresponding voting approval ratios;
- j) Name and signature of the Chairperson and the Secretary. In the event that the Chairperson or Secretary refuses to sign the Meeting Minutes, this record shall be valid if signed by all other members of the Board of Directors present at the meeting and contains all required content as stipulated in this section. The Meeting Minutes shall clearly state the refusal of the Chairperson and Secretary to sign the Meeting Minutes.

2. The Meeting Minutes of the General Meeting of Shareholders must be completed and approved before the conclusion of the meeting. The Chairperson and Secretary of the meeting or other signatories in the Meeting Minutes shall be jointly responsible for the integrity and accuracy of the content of the Minutes.

3. The Minutes shall be prepared in both Vietnamese and a foreign language, both of which shall have equal legal validity. In the event of discrepancies between the content of the Minutes in Vietnamese and in the foreign language, the content in the Vietnamese Minutes shall prevail.

4. Resolutions, Meeting Minutes of the General Meeting of Shareholders, appendix containing the list of registered shareholders, letters of authorization to attend the meeting, all documents attached to the Minutes (if any), and related documents accompanying the notice of meeting must be retained at the Company's head office.

5. Resolutions, Meeting Minutes of the General Meeting of Shareholders, and accompanying documents in the Minutes and Resolutions must be disclosed in accordance with legal regulations on information disclosure in the securities market.

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

Within 90 days from the date of receipt of the Resolution or the Meeting Minutes of the General Meeting of Shareholders or the Vote Counting Record of the General Meeting of Shareholders, shareholders or groups of shareholders specified in Clause 2, Article 115 of the Law on Enterprises have the right to request the Court or Arbitration to review and cancel the Resolution or part of the content of the Resolution of the General Meeting of Shareholders in the following cases:

1. The procedures for convening the meeting and making decisions of the General Meeting of Shareholders violate the provisions of the Law on Enterprises and the Company Charter, except in cases specified in Clause 3, Article 21 of this Charter.

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

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

#### **Article 25. Candidacy, nomination of members of the Board of Directors**

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

- a) Name, date, month, year of birth;
- b) Qualifications;
- c) Work history;

d) Other management positions (including positions on the Board of Directors of other companies);

e) Interests related to the Company and its related parties;

f) Other information (if any) as stipulated in the Company Charter;

The Company is responsible for disclosing information about the Companies where the candidate is holding the position of member of the Board of Directors, other managerial titles, and any interests related to the Company of the candidate for the Board of Directors (if any).

2. Shareholders or groups of shareholders owning 5% or more of the total common shares have the right to nominate candidates for the Board of Directors in accordance with the provisions of the Law on Enterprises and the Company Charter. Shareholders holding common shares have the right to aggregate voting rights to nominate candidates for the Board of Directors. Shareholders or groups of shareholders holding from 5% to less than 10% of the total voting shares may nominate one (01) candidate; from 10% to less than 30% may nominate up to two (02) candidates; from 30% to less than 40% may nominate up to three (03) candidates; from 40% to less than 50% may nominate up to four (04) candidates; and from 50% or more may nominate up to five (05) candidates.

3. In the event that the number of candidates for the Board of Directors through nomination and candidacy remains insufficient according to the provisions of Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with the provisions of the Company Charter, Internal Corporate Governance Regulations, and the Regulations on the operation of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with legal regulations.

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

## **Article 26. Composition and term of members of the Board of Directors**

1. The number of members of the Board of Directors is 05 individuals.

2. The term of members of the Board of Directors shall not exceed 05 years from the effective date of appointment and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a Company for no more than 02 consecutive terms. In the event that all members of the Board of Directors complete their term, those members shall continue to serve on the Board of Directors until new members are elected to replace them and take over their duties.

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

The structure of the Board of Directors of the Company must ensure that at least one-third of the total number of members of the Board of Directors are non-executive members. The Company shall limit the number of members of the Board of Directors

concurrently holding executive positions within the Company to ensure the independence of the Board of Directors.

The total number of independent members of the Board of Directors must comply with the following regulation: There must be at least one independent member.

The rights, obligations, and methods of organizing and coordinating the activities of the independent members of the Board of Directors shall be specifically stipulated in the Regulations on the operation of the Board of Directors.

4. A member of the Board of Directors shall no longer hold the status of a member of the Board of Directors in the event of dismissal, removal, replacement by the General Meeting of Shareholders, pursuant to the provisions of Article 160 of the Law on Enterprises.

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

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

#### **Article 27. The powers and obligations of the Board of Directors**

1. The Board of Directors is the governing body of the Company, with full authority to act on behalf of the Company to decide and execute the rights and obligations of the Company, except for the rights and obligations that fall under the authority of the General Meeting of Shareholders.

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

a) To decide on the strategies, medium-term development plans, and annual business plans of the Company;

b) To propose the types of shares and the total number of shares to be offered for each type;

c) To decide on the sale of unissued shares within the scope of the shares authorized for offering for each type; to decide on raising additional capital in other forms;

d) To decide on the selling price of the Company's shares and bonds;

e) To decide on the repurchase of shares in accordance with the provisions of Clause 1 and Clause 2 of Article 133 of the Law on Enterprises;

f) To decide on investment plans and investment projects within the authority and limits stipulated by law;

g) To decide on market development solutions, marketing, and technology;

h) To approve contracts for purchase, sale, borrowing, lending, and other contracts, transactions valued at 35% or more of the total asset value recorded in the Company's most recent Financial Statements, except for contracts and transactions that fall under the decision-making authority of the General Meeting of Shareholders as stipulated in

Point d, Clause 2, Article 138, Clause 1, and Clause 3, Article 167 of the Law on Enterprises;

i) To decide on basic construction investments and the purchase of fixed assets not included in the business plan exceeding 20 billion VND and not under the decision-making authority of the General Meeting of Shareholders;

j) To elect, dismiss, or remove the Chairperson of the Board of Directors; to appoint, dismiss, sign contracts, and terminate contracts with the General Director and other key managers; to decide on the salary, remuneration, bonuses, and other benefits of those managers; to appoint authorized representatives to participate in the Members' Council or the General Meeting of Shareholders at other companies, and to decide on the remuneration and other benefits of those individuals;

k) To supervise and direct the General Director and other managers in the daily business operations of the Company;

l) To decide on the organizational structure, Internal Management Regulations of the Company, to decide on the establishment of Subsidiaries, Branches, Representative Offices, and the contribution of capital or purchase of shares in other enterprises;

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

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

o) Recommendation of the dividend payout; determination of the timing and procedures for dividend distribution or handling losses incurred during business operations;

p) Recommendation for the reorganization or dissolution of the Company; request for the Company's bankruptcy;

q) Decision to issue the Regulations on the Operation of the Board of Directors, Internal Corporate Governance Regulations after the approval by the General Meeting of Shareholders; Regulations on the Company's Information Disclosure;

r) Request for the General Director, Deputy General Director, and other managers within the Company to provide information and documents regarding the financial situation and business operations of the Company and its units.

s) Managers are required to provide timely, complete, and accurate information and documents as requested by members of the Board of Directors. The procedures for requesting and providing information are specifically stipulated in the Regulations on the Operation of the Board of Directors.

t) Approval of contracts and transactions with the entities specified in Clause 1, Article 167 of the Law on Enterprises with a value of less than 35% of the total asset value of the Company as recorded in the most recent Financial Statements. In this case, the Company's representative signing the contract or transaction must notify the members of the Board of Directors and the Supervisory Board about the related parties concerning that contract or transaction and attach a draft contract or the main content of the transaction. The Board of Directors shall decide on the approval of the contract or

transaction within 15 days from the date of receiving the notification; members of the Board of Directors with an interest in the parties to the contract or transaction shall not have voting rights.

u) Other rights and obligations as stipulated by the Law on Enterprises, Law on Securities, other legal regulations, and the Company Charter.

3. The Board of Directors must report to the General Meeting of Shareholders on the results of the Board of Directors' activities as required by current law.

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

1. The Company has the right to pay remuneration and bonuses to members of the Board of Directors based on the results and effectiveness of business operations.

2. Members of the Board of Directors shall receive remuneration for their work and bonuses. Remuneration for work shall be calculated based on the number of working days necessary to complete the duties of the member of the Board of Directors and the daily remuneration rate. The Board of Directors shall estimate the remuneration for each member based on consensus. The total remuneration and bonuses for the Board of Directors shall be determined by the General Meeting of Shareholders at the annual meeting.

3. The remuneration of each member of the Board of Directors shall be included in the Company's business expenses in accordance with the provisions of the corporate income tax law, presented as a separate item in the Company's annual Financial Statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

4. Members of the Board of Directors holding executive positions or members of the Board of Directors working in the subcommittees of the Board of Directors or performing other tasks outside the normal duties of a member of the Board of Directors may receive additional remuneration in the form of a lump-sum payment per occasion, salary, commission, profit percentage, or in other forms as decided by the Board of Directors.

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

6. Members of the Board of Directors may be insured by the Company for liability after obtaining approval from the General Meeting of Shareholders. This insurance does not cover liabilities of Board members related to violations of laws and the Company Charter.

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

1. The Chairperson of the Board of Directors shall be elected, dismissed, or removed by the Board of Directors from among its members.

2. The Chairperson of the Board of Directors shall not concurrently serve as the General Director.

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

- a) To establish the program and operational plan of the Board of Directors;
- b) To prepare the agenda, content, and materials for the meeting; to convene, preside over, and act as Chairperson of the Board of Directors meeting;
- c) To organize the approval of the Resolutions and Decisions of the Board of Directors;
- d) To supervise the implementation of the Resolutions and Decisions of the Board of Directors;
- e) To preside over the General Meeting of Shareholders;
- f) Other rights and obligations as stipulated by the Law on Enterprises and this Charter.

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

5. In the event that the Chairperson of the Board of Directors is absent or unable to perform their duties, a written authorization must be given to another member to exercise the rights and obligations of the Chairperson of the Board of Directors. In the event that there is no authorized representative or the Chairperson of the Board of Directors has died, gone missing, been detained, is serving a prison sentence, is undergoing administrative handling at a compulsory rehabilitation facility, a compulsory educational institution, has fled from residence, is restricted or has lost civil act capacity, has difficulties in perception, control of behavior, or is prohibited by the Court from holding office, practicing, or performing certain jobs, the remaining members shall elect one of the members to serve as Chairperson of the Board of Directors based on the principle of majority approval from the remaining members until a new decision is made by the Board of Directors.

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

1. The Chairperson of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 working days from the conclusion of the election of that Board of Directors. This meeting shall be convened and presided over by the member with the highest number of votes or the highest voting ratio. In the event that more than one member has the highest number of votes or the highest voting ratio and they are equal, the members shall vote based on the principle of majority to select one among them to convene the Board of Directors meeting.

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

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

- a) At the request of the Supervisory Board or an independent member of the Board of Directors;
- b) At the request of the General Director or at least 05 other managers;
- c) There is a proposal from at least 02 members of the Board of Directors;
- d) Other cases (if any).

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

5. The Chairperson of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receiving the proposal stipulated in Clause 3 of this Article. In the event that the meeting is not convened as proposed, the Chairperson of the Board of Directors shall be held responsible for any damages incurred to the Company; the proposer has the right to replace the Chairperson of the Board of Directors to convene the meeting of the Board of Directors.

6. The Chairperson of the Board of Directors or the person convening the meeting of the Board of Directors must send a notice of meeting no later than 05 working days prior to the meeting date. The notice of meeting must specifically determine the time and location of the meeting, the agenda, and the matters for discussion and decision. The notice of meeting must be accompanied by the materials to be used at the meeting and the voting ballots of the members.

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

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

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

8. The meeting of the Board of Directors shall be conducted when at least 3/4 of the total number of members are present. In the event that the meeting convened under this provision does not have enough members present as required, a second meeting may be convened within 07 days from the date of the intended first meeting. In this case, the meeting shall be conducted if more than half of the members of the Board of Directors are present.

9. Members of the Board of Directors shall be considered as attending and voting at the meeting in the following cases:

- a) Attending and voting in person at the meeting;
- b) Authorizing another person to attend the meeting and vote as stipulated in Clause 11 of this Article;
- c) Attending and voting via online conference, electronic voting, or other electronic forms;

- d) Submitting the voting ballot to the meeting via mail, fax, or email;
- e) Submitting the voting ballot by other means as stipulated by current law.

10. In the case of submitting the voting ballot to the meeting via mail, the voting ballot must be enclosed in a sealed envelope and must be delivered to the Chairperson of the Board of Directors no later than 01 hour before the opening. The voting ballot shall only be opened in the presence of all attendees.

#### 11. Voting

a) Except as provided in point b of this Clause, each member of the Board of Directors or the authorized representative as stipulated in Clause 9 of this Article present in person at the meeting of the Board of Directors shall have one (01) voting ballot;

b) A member of the Board of Directors shall not vote on contracts, transactions, or proposals in which such member or individuals related to that member has an interest that conflicts or may conflict with the interests of the Company. A member of the Board of Directors shall not be counted towards the minimum member quorum required to convene a meeting of the Board of Directors for decisions on matters on which such member is not entitled to vote;

c) According to the provisions of point d of this Clause, in the event that matters arise at the meeting related to the interests or voting rights of a member of the Board of Directors, and such member does not voluntarily waive their voting rights, the ruling of the Chairperson shall be the final decision, unless the nature or scope of the interests of the member of the Board of Directors has not been fully disclosed;

d) A member of the Board of Directors benefiting from a contract as stipulated in points a and b of Clause 6, Article 43 of this Charter shall be deemed to have a significant interest in that contract;

e) Members of the Board of Directors are responsible for reviewing all matters within the decision-making authority of the Board of Directors, except for matters that fall under the responsibility of the General Meeting of Shareholders or matters that have been delegated or are subject to non-voting as stated in point b of this clause.

f) Prior to voting on matters within the decision-making authority of the Board of Directors, a member of the Board of Directors (except for independent members of the Board of Directors) shall be responsible for consulting with shareholders or groups of shareholders who appointed them to represent their capital and/or nominated them to participate in the Board of Directors (if the shareholders require consultation; if the shareholders do not require consultation, then no consultation is necessary). A member of the Board of Directors has the responsibility to vote in accordance with the wishes of the shareholders who appointed/nominated them (the shareholders may be organizations or individuals who appointed them, and when voting, they may: vote in favor, vote against, or abstain from voting).

g) When a member of the Board of Directors has voted, such vote shall be deemed valid regardless of whether the member consulted or whether the vote was approved. At that point, the decision of the Board of Directors shall be approve based on the principle of majority, and the members of the Board of Directors shall be responsible to the

shareholders who appointed them to represent their capital and/or nominated them to participate in the Board of Directors or members of the Board of Directors.

h) The decision of the Board of Directors shall be approved based on the principle of majority, and in the event that a minority of remaining members of the Board of Directors disagree, the Resolution shall still be approved, and the dissenting member shall not be held responsible for the Resolution that has been approved.

i) When a Resolution of the Board of Directors is approved based on the principle of majority, the members of the Board of Directors shall only be responsible for their own decision to agree or disagree before the Company, before the shareholders who appointed them to represent their capital and/or nominated them to participate in the Board of Directors, they shall not be held responsible or jointly liable for the decisions of other members of the Board of Directors to agree or disagree.

12. Members of the Board of Directors who directly or indirectly benefit from a contract or transaction that has been signed or is proposed to be signed with the Company and are aware of their interest therein are required to disclose this interest at the first meeting of the Board of Directors discussing the signing of such contract or transaction. In the event that a member of the Board of Directors is unaware of their own interest and that of related parties at the time the contract or transaction is signed with the Company, that member must disclose the relevant interests at the first meeting of the Board of Directors held after the member becomes aware that they have or will have an interest in the aforementioned transaction or contract.

13. Members must fully attend the meetings of the Board of Directors. Members may authorize others to attend and vote at meetings if approved by a majority of the members of the Board of Directors.

14. Resolutions and Decisions of the Board of Directors are approved if agreed upon by a majority of the members present at the meeting; in the event of a tie vote, the final decision shall rest with the opinion of the Chairperson of the Board of Directors.

15. The Board of Directors has the right to obtain the opinions of the members of the Board of Directors in writing to adopt Resolutions of the Board of Directors on matters within the authority of the Board of Directors as stipulated in Clause 2, Article 27 of this Charter.

Resolutions approved through obtaining opinions in writing are valid based on the approval of the majority of the members of the Board of Directors who have voting rights. This resolution is effective and has the same value as a resolution approved at a meeting.

16. The meeting of the Board of Directors may be conducted in the form of an online conference among the members of the Board of Directors when all or some members are at different locations, provided that each member participating in the meeting can:

a) Hear each member of the Board of Directors participating in the meeting speak;

b) Speak to all other participating members simultaneously. Discussions among members may be conducted directly via telephone or through other communication means or a combination of these methods. A member of the Board of Directors

participating in such a meeting shall be deemed to be “present” at that meeting. The location of the meeting conducted under this provision is the location where the majority of the members of the Board of Directors are present, or the location where the Chairperson of the meeting is present.

Decisions made during a telephone meeting are organized and conducted properly, effective immediately upon the conclusion of the meeting but must be confirmed by the signatures in the Minutes of all members of the Board of Directors attending this meeting.

17. The Chairperson of the Board of Directors is responsible for sending the Minutes of the Board of Directors meeting to the members, and such Minutes serve as authentic evidence of the work conducted during the meeting unless there are objections to the content of the Minutes within ten (10) days from the date of sending. The Minutes of the Board of Directors meeting are prepared in Vietnamese and may also be prepared in a foreign language. The Minutes must be signed by the Chairperson and the person recording the Minutes.

### **Article 31. Subcommittees of the Board of Directors**

1. The Board of Directors may establish subcommittees to be responsible for development policies, human resources, compensation, internal auditing, and risk management. The number of members of the subcommittee shall be determined by the Board of Directors, with a minimum of three members, including members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members shall constitute a majority in the subcommittee, and one of these members shall be appointed as the Head of the Subcommittee by the decision of the Board of Directors. The activities of the subcommittee must comply with the regulations of the Board of Directors. Resolutions of the subcommittee shall only take effect when a majority of members are present and vote in favor at the subcommittee meeting.

2. The implementation of decisions made by the Board of Directors or by the subcommittee under the Board of Directors must comply with current legal regulations and the provisions of the Company Charter and Internal Corporate Governance Regulations.

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

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

2. The person in charge of corporate governance shall not simultaneously work for an approved audit organization that is conducting audits of the Company's Financial Statements.

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

- a) To advise the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and related matters between the Company and shareholders;
- b) To prepare meetings of the Board of Directors, Supervisory Board, and General Meeting of Shareholders as requested by the Board of Directors or Supervisory Board;
- c) To advise on the procedures for meetings;
- d) To attend meetings;
- e) To advise on the procedures for drafting Resolutions of the Board of Directors in accordance with legal regulations;
- f) To provide financial information, copies of the Minutes of the Board of Directors meetings, and other information to members of the Board of Directors and members of the Supervisory Board;
- g) To monitor and report to the Board of Directors on the Company's information disclosure activities;
- h) To serve as a point of contact with interested parties;
- i) To maintain confidentiality of information in accordance with legal regulations and the Company Charter;
- j) Other rights and obligations as stipulated by law and this Charter.

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

### **Article 33. Organizational structure**

The management system of the Company must ensure that the management apparatus is responsible to the Board of Directors and is subject to the supervision and direction of the Board of Directors in the daily business operations of the Company. The Company shall have a General Director, Deputy General Directors, Chief Accountant, and other managerial positions appointed by the Board of Directors. The appointment, dismissal, or removal of the aforementioned positions must be approved by a Resolution or Decision of the Board of Directors or according to the delegation, authority from the Board of Directors.

### **Article 34. Executives of the Enterprise**

1. Upon the proposal of the General Director and with the approval of the Board of Directors, the Company shall recruit executives in accordance with the quantity and standards suitable for the structure and management regulations of the Company as stipulated by the Board of Directors. The executives shall be responsible for assisting the Company in achieving the set objectives in operations and organization.

2. The General Director shall receive a salary and bonus. The salary and bonus of the General Director shall be determined by the Board of Directors.

3. The salary of the executives shall be accounted for as a business expense of the Company in accordance with the provisions of the corporate income tax law, and shall be presented as a separate item in the Company's annual Financial Statements and must be reported to the Annual General Meeting of Shareholders.

**Article 35. Appointment, dismissal, rights, and obligations of the General Director**

1. The Board of Directors shall appoint 01 member of the Board of Directors or hire another person to serve as the General Director.

2. The General Director shall be responsible for the daily business operations of the Company; shall be under the supervision of the Board of Directors; and shall be responsible to the Board of Directors and to the law for the execution of the assigned rights and obligations.

3. The term of the General Director shall not exceed 05 years and may be reappointed for an unlimited number of terms. The General Director must meet the standards and conditions as stipulated by law and the Company Charter.

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

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

b) To organize the implementation of the Resolutions and Decisions of the Board of Directors;

c) To organize the implementation of the business and investment plans of the Company;

d) To propose the organizational structure and Internal Management Regulations of the Company;

e) To decide to enter into contracts for purchase, sale, borrowing, lending, and other contracts, transactions valued at less than 35% of the total asset value recorded in the most recent Financial Statements of the Company, except for contracts, transactions that fall under the decision-making authority of the General Meeting of Shareholders as stipulated in point d of Clause 2 of Article 138, Clause 1 and Clause 3 of Article 167 of the Law on Enterprises, or under the decision-making authority of the Board of Directors as stipulated in Clause 2 of Article 27 of the Company Charter;

f) To decide on basic construction investments and the purchase of fixed assets not included in the business plan of up to 20 billion VND;

g) To appoint, dismiss, or remove management positions within the Company, except for positions under the authority of the Board of Directors as stipulated in Article 27;

h) To decide on salaries and other benefits for employees within the Company, including managers under the appointment authority of the General Director;

i) To recruit employees;

j) To propose plans for dividend distribution or handling business losses;

k) To exercise other rights and obligations as stipulated by law, the Company Charter, and the Resolutions and Decisions of the Board of Directors.

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

**Article 36. Company secretary**

When deemed necessary, the Board of Directors shall decide to appoint one (01) or more individuals to serve as the Company Secretary for a term determined by the Board of Directors. The Board of Directors may dismiss the Company Secretary as needed, provided that it does not violate current labor laws. The Company Secretary shall have the following rights and obligations:

1. Assist in organizing the convening of the General Meeting of Shareholders and the Board of Directors; record the Meeting Minutes;
2. Assist members of the Board of Directors in exercising their assigned rights and obligations;
3. Assist the Board of Directors in applying and implementing corporate governance principles;
4. Assist the Company in building shareholder relations and protecting the legal rights and interests of shareholders; ensure compliance with information disclosure obligations, transparency of information, and administrative procedures.
5. Other rights and obligations as stipulated in the Company Charter and Internal Regulations of the Company.

**IX. SUPERVISORY BOARD****Article 37. Candidacy, nomination for members of the Supervisory Board**

1. The candidacy, nomination for members of the Supervisory Board shall be conducted in accordance with the provisions of Clause 1, Article 25 of this Charter. Shareholders holding voting shares may combine their voting rights to nominate members of the Supervisory Board. Shareholders or groups of shareholders owning from 5% to less than 10% of the total voting shares may nominate one (01) candidate; from 10% to less than 30% may nominate up to two (02) candidates; from 30% and above may nominate up to three (03) candidates.

2. In the event that the number of candidates for the Supervisory Board through candidacy and nomination is insufficient, the incumbent Supervisory Board may nominate additional candidates or organize nominations in accordance with the provisions of the Company Charter, Internal Corporate Governance Regulations, and the Operational Regulations of the Supervisory Board. The introduction of additional candidates by the incumbent Supervisory Board must be clearly disclosed prior to the General Meeting of Shareholders voting to elect members of the Supervisory Board in accordance with legal regulations.

**Article 38. Composition of the Supervisory Board**

1. The number of members of the Company's Supervisory Board shall be 03. The term of a member of the Supervisory Board shall not exceed 05 years and may be re-elected for an unlimited number of terms.

2. Members of the Supervisory Board must meet the standards and conditions as stipulated in Article 169 of the Law on Enterprises and must not fall under the following circumstances:

- a) Working in the accounting, finance department of the Company;
- b) Being a member or employee of the independent audit firm conducting audits of the Company's Financial Statements in the 03 consecutive years prior.

3. Members of the Supervisory Board shall be dismissed under the following circumstances:

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

4. Members of the Supervisory Board shall be removed under the following circumstances:

- a) Failing to complete assigned tasks and responsibilities;
- b) Failing to exercise their rights and obligations for 06 consecutive months, except in cases of force majeure;
- c) Repeatedly violating or seriously breaching the obligations of a member of the Supervisory Board as stipulated by the Law on Enterprises and the Company Charter;
- d) Other cases pursuant to the Resolution of the General Meeting of Shareholders.

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

1. The Head of the Supervisory Board shall be elected by the members of the Supervisory Board from among themselves; the election, dismissal, and removal shall be conducted based on a majority principle. The Supervisory Board must have more than half of its members residing in Vietnam. The Head of the Supervisory Board must hold a university degree or higher in one of the fields of Economics, Finance, Accounting, Auditing, Law, Business Administration, or a field related to the business activities of the enterprise.

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

- i. Convene meetings of the Supervisory Board;
- ii. Request the Board of Directors, the General Director, and other executives to provide relevant information for reporting to the Supervisory Board;
- iii. Prepare and sign the report of the Supervisory Board after consulting with the Board of Directors to submit to the General Meeting of Shareholders.
- iv. Other rights and obligations as stipulated in the operational regulations of the Supervisory Board.

**Article 40. Rights and obligations of the Supervisory Board**

The Supervisory Board possesses rights and obligations as stipulated in Article 170 of the Law on Enterprises and the following rights and obligations:

1. Propose and recommend that the General Meeting of Shareholders approve the list of approved audit organizations to conduct audits of the Company's Financial Statements; decide on the approved audit organization to conduct inspections of the Company's operations, dismiss the approved auditor when deemed necessary.
2. Be responsible to shareholders for its supervisory activities.
3. Supervise the financial situation of the Company, compliance with the law in the activities of members of the Board of Directors, the General Director, and other managers.
4. Ensure coordination of activities with the Board of Directors, the General Director, and shareholders.
5. In the event of discovering violations of the law or violations of the Company Charter by members of the Board of Directors, the General Director, and other executives of the enterprise, the Supervisory Board must notify the Board of Directors in writing within 48 hours, requesting the violator to cease the violation and implement corrective measures.
6. Develop the Operational Regulations of the Supervisory Board and submit them to the General Meeting of Shareholders for approval.
7. Report to the General Meeting of Shareholders in accordance with current legal regulations.
8. Have the right to access the Company's records and documents kept at the headquarters, branches, and other locations; have the right to visit the workplace of the managers and employees of the Company during working hours.
9. Have the right to request the Board of Directors, members of the Board of Directors, the General Director, and other managers to provide complete, accurate, and timely information and documents regarding the management, operation, and business activities of the Company.
10. Other rights and obligations as stipulated by law and this Charter, and the operational regulations of the Supervisory Board.

**Article 41. Meetings of the Supervisory Board**

1. The Supervisory Board must meet at least 02 times a year, with the number of members attending the meeting being at least 2/3 of the total members of the Supervisory Board. The Minutes of the Supervisory Board meeting shall be prepared in detail and clearly. The person recording the Minutes and the attending members of the Supervisory Board must sign the Minutes of the meeting. The Minutes of the Supervisory Board meetings must be kept to determine the responsibilities of each member of the Supervisory Board.
2. The Supervisory Board has the right to request that members of the Board of Directors, the General Director, and representatives of the approved audit organization attend and respond to matters that require clarification.

**Article 42. Salary, remuneration, bonuses, and other benefits of the members of the Supervisory Board**

Salary, remuneration, bonuses, and other benefits of the members of the Supervisory Board shall be implemented in accordance with the following provisions:

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

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

3. Salary and operational expenses of the Supervisory Board shall be accounted for as business expenses of the Company in accordance with the provisions of the corporate income tax law, other relevant legal regulations, and must be itemized in the Company's annual Financial Statements.

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

Members of the Board of Directors, members of the Supervisory Board, the General Director, and other managers are responsible for performing their duties, including those duties as members of the subcommittees of the Board of Directors, in a manner that is honest and prudent for the benefit of the Company.

**Article 43. Duties of honesty and avoidance of conflicts of interest**

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

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

3. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other managers are obliged to notify the Board of Directors and the Supervisory Board in writing of the transactions between the Company, Subsidiaries, and other Companies controlled by the Company with over 50% of charter capital with the same parties or with related persons of those parties in accordance with the law. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information regarding these Resolutions in accordance with the securities law on information disclosure.

4. Members of the Board of Directors shall not vote on transactions that benefit themselves or related persons in accordance with the provisions of the Law on Enterprises and the Company Charter.

5. Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and related persons of these individuals shall not use or disclose internal information to others for the purpose of conducting related transactions.

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

a) For transactions with a value less than 35% of the total asset value recorded in the most recent Financial Statements, the essential contents of the contract or transaction, as well as the relationships and interests of the members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives, have been reported to the Board of Directors and approved by a majority vote of the members of the Board of Directors without conflicting interests;

b) For transactions with a value from 35% or transactions resulting in a transaction value arising within 12 months from the date of the first transaction with a value of 35% or more of the total asset value recorded in the most recent Financial Statements, the essential contents of this transaction, as well as the relationships and interests of the members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives, have been disclosed to the shareholders and approved by the General Meeting of Shareholders through the voting ballots of shareholders without conflicting interests.

c) Contracts, loan transactions, and the sale of assets with a value greater than 10% of the total asset value recorded in the most recent Financial Statements between the Company and shareholders owning 51% or more of the total voting shares or related persons of such shareholders have been disclosed to the shareholders and approved by the General Meeting of Shareholders through the voting ballots of shareholders without conflicting interests.

#### **Article 44. Responsibility for damages and compensation**

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

2. The Company shall compensate individuals who were, are, or may become a related party in complaints, lawsuits, or prosecutions (including civil, administrative matters, and not lawsuits initiated by the Company) if such individuals were or are members of the Board of Directors, members of the Supervisory Board, the General Director, other executives, employees, or representatives authorized by the Company who have acted or are acting in accordance with the Company's authorization, acting honestly and prudently in the interest of the Company in compliance with the law, and there is no evidence confirming that such individuals have violated their responsibilities.

3. compensation costs include judgment costs, fines, amounts payable incurred in practice (including attorney fees) or deemed reasonable when resolving these matters within the framework permitted by law. The Company may purchase insurance for these individuals to mitigate the aforementioned compensation responsibilities.

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

### **Article 45. Right to investigate books and records**

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

a) Common shareholders have the right to review, investigate, and extract information regarding their name and contact address in the list of shareholders with voting rights; request the correction of inaccurate information; review, investigate, extract, or photocopy the Company Charter, Meeting Minutes of the General Meeting of Shareholders, and Resolutions of the General Meeting of Shareholders;

b) Shareholders or groups of shareholders owning 05% or more of the total common shares shall have the right to review, investigate, and extract from the Minutes and Resolutions, Decisions of the Board of Directors, interim and annual Financial Statements, reports of the Supervisory Board, contracts, transactions that must be approved by the Board of Directors, and other documents, except for documents related to the Company's trade secrets and business confidentiality.

2. In the event that the authorized representative of the shareholder or group of shareholders requests to investigate the books and records, a letter of authorization from the shareholder and the group of shareholders represented must be attached, or a notarized copy of this letter of authorization.

3. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives shall have the right to investigate the Company's shareholder register, shareholder list, and other books and records of the Company for purposes related to their positions, provided that this information must be kept confidential.

4. The Company shall retain this Charter and any amendments and supplements to the Charter, the business registration certificate, regulations, documents proving ownership of assets, Resolutions of the General Meeting of Shareholders and the Board of Directors, Minutes of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Supervisory Board, annual Financial Statements, accounting records, and other documents as required by law at the head office or another location, provided that shareholders and the Business Registration Authority are notified of the location of these documents.

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

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

### **Article 46. Employees and trade union**

1. The General Director shall prepare plans for the Board of Directors to approve matters related to labor staffing, salaries, social insurance, welfare, and rewards for employees and business executives.

2. The General Director shall prepare plans for the Board of Directors to approve matters related to the Company's relations with trade union organizations according to standards, practices, and best management policies, as well as the practices and policies stipulated in this Charter, the Company's regulations, and current legal provisions.

### **XIII. PROFIT DISTRIBUTION**

#### **Article 47. Profit distribution**

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

2. According to the provisions of the Law on Enterprises, the Board of Directors may decide to pay an interim dividend if it deems this payment appropriate to the Company's profitability.

3. The Company shall not pay interest on the dividend payment or any payment related to a type of share.

4. The Board of Directors may propose to the General Meeting of Shareholders to approve the payment of all or part of the dividend in shares, and the Board of Directors shall be the executing body of this decision.

5. In the event that dividends or other amounts related to a type of shares are paid in cash, the Company shall make payments in Vietnamese Dong. Payments may be made directly or through banks based on the detailed bank account information provided by the shareholders. In the event that the Company has transferred money in accordance with the detailed bank information provided by the shareholder and the shareholder has not received the money, the Company shall not be responsible for the amount that has been transferred to this shareholder. Payment of dividends for shares listed/registered for trading on the Stock Exchange may be conducted through a securities Company or the Vietnam Securities Depository and Clearing Corporation.

6. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall approve a Resolution to determine a specific date for closing the shareholder list. Based on this date, individuals registered as shareholders or those holding other securities shall be entitled to receive dividends in cash or shares, and to receive notifications or other documents.

7. Other matters related to profit distribution shall be conducted in accordance with legal regulations.

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

#### **Article 48. Bank accounts**

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

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

3. The Company shall conduct all payments and accounting transactions through accounts in Vietnamese currency or foreign currency at the banks where the Company has opened accounts.

#### **Article 49. Financial year**

The financial year of the Company shall commence on January 01 of each year and conclude on December 31 of each year. The first financial year shall commence from the date of issuance of the Business Registration Certificate and conclude on the 31st day of December immediately following the issuance of that Business Registration Certificate.

#### **Article 50. Accounting regime**

1. The accounting regime utilized by the Company shall be the enterprise accounting regime or the specific accounting regime issued and approved by the competent authority.

2. The Company shall maintain accounting records in Vietnamese and retain the accounting documents in accordance with legal regulations on accounting and related laws. These documents 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 unit in accounting. In the event that the Company has economic transactions primarily in a foreign currency, it may select that foreign currency as the currency unit in accounting, bearing responsibility for that selection before the law and notifying the direct tax authority.

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

#### **Article 51. Annual, semi-annual, and quarterly Financial Statements**

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

2. The annual Financial Statements must include all reports, appendices, and notes as required by legal regulations on enterprise accounting. The annual Financial Statements must honestly and objectively reflect the Company's operational situation.

3. The Company shall prepare and disclose the reviewed semi-annual Financial Statements and quarterly Financial Statements in accordance with the legal regulations on information disclosure in the securities market and submit them to the competent state authority.

#### **Article 52. Annual report**

The Company shall prepare and disclose the Annual Report in accordance with the regulations of the law on securities and the securities market.

**XVI. COMPANY AUDIT****Article 53. Audit**

1. The General Meeting of Shareholders shall appoint an independent audit Company or approve a list of independent audit Companies and authorize the Board of Directors to select one of these units to conduct the audit of the Company's Financial Statements for the following fiscal year based on the terms and conditions agreed upon with the Board of Directors.

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

3. The independent auditor conducting the audit of the Company's Financial Statements shall attend the General Meeting of Shareholders and shall have the right to receive notices and other information related to the General Meeting of Shareholders and to express opinions at the meeting on matters related to the audit of the Company's Financial Statements.

**XVII. COMPANY SEAL****Article 54. Company seal**

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

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

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

**XVIII. DISSOLUTION OF THE COMPANY****Article 55. Dissolution of the Company**

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

a) Expiration of the operational term specified in the Company Charter without a decision to extend;

b) According to the Resolution, decision of the General Meeting of Shareholders;

c) Revocation of the Business Registration Certificate, except in the case where the Tax Administration Law stipulates otherwise;

d) Other cases as stipulated by law.

2. The dissolution of the Company prior to the expiration of the term (including the extended term) shall be decided by the General Meeting of Shareholders, and the Board of Directors shall implement it. This dissolution decision must be notified or approved by the competent authority (if required) in accordance with regulations.

**Article 56. Extension of operations**

1. The Board of Directors shall convene a meeting of the General Meeting of Shareholders at least 7 months prior to the expiration of the operational term so that shareholders may vote on the proposal of the Board of Directors regarding the extension of the Company's operations.

2. The operational term shall be extended when there is a representation of shareholders holding 65% or more of the total voting rights of all shareholders attending the General Meeting of Shareholders in favor.

**Article 57. Liquidation**

1. At least 06 months prior to the expiration of the Company's operational term or after a decision to dissolve the Company has been made, the Board of Directors must establish a Liquidation Committee consisting of 03 members, of which 02 members shall be appointed by the General Meeting of Shareholders and 01 member shall be appointed by the Board of Directors from 01 independent audit firm. The Liquidation Committee shall prepare its operational regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All costs related to the liquidation shall be prioritized for payment by the Company before other debts of the Company.

2. The Liquidation Committee is responsible for reporting to the Business Registration Authority regarding the date of establishment and the commencement of operations. From that point forward, the Liquidation Committee represents the Company in all matters related to the liquidation of the Company before the Court and administrative agencies.

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

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

**XIX. RESOLUTION OF INTERNAL DISPUTES****Article 58. Resolution of internal disputes**

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

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

The related parties shall try to resolve such disputes through negotiation and mediation. Unless the dispute relates to the Board of Directors or the Chairperson of the Board of Directors, the Chairperson of the Board of Directors shall preside over the resolution of the dispute and request each party to present relevant information regarding the dispute within 30 working days from the date the dispute arises. In cases where the dispute involves the Board of Directors or the Chairperson of the Board of Directors, any party may request the Head of the Supervisory Board to appoint an independent expert as a mediator for the resolution process.

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

3. The parties shall bear their own costs related to the negotiation and mediation procedures. Payment of Court costs shall be made in accordance with the Court's ruling.

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

### **Article 59. Company Charter**

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

2. In cases where the law contains provisions related to the Company's operations not mentioned in this Charter, or in cases where there are new legal provisions differing from the terms in this Charter, such provisions shall apply to govern the Company's operations.

## **XXI. EFFECTIVE DATE**

### **Article 60. Effective date**

1. This Charter consists of 21 sections and 60 Articles, which were unanimously approved by the General Meeting of Shareholders of Southern Gas Trading Joint Stock Company on October 14, 2025, at the Extraordinary General Meeting of Shareholders, and adopted in its entirety to take full effect.

2. The Charter is made into 10 copies, all of which have equal validity and must be kept at the Company's head office.

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

4. Copies or excerpts of the Company Charter shall be valid when signed by the Chairperson of the Board of Directors or at least 1/2 of the total number of members of the Board of Directors.

*Name, signature of the legal representative./.*