

**VIETNAM NATIONAL CEMENT CORPORATION  
BIM SON CEMENT JOINT STOCK COMPANY**

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**CHARTER**  
**ON THE ORGANIZATION AND OPERATION OF**  
**BIM SON CEMENT JOINT STOCK COMPANY**  
(Amended and Supplemented for the 14th Time)

Bim Son, June 2025

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## INTRODUCTION

This Charter (14th issuance) was adopted pursuant to Resolution No. /NQ-DHDCD dated [month], 2025 of the General Meeting of Shareholders.

## CHAPTER I DEFINITIONS OF TERMS IN THE CHARTER

### **Article 1. Interpretation of Terms**

In this Charter, the following terms shall be interpreted as follows:

- a) "Charter Capital" means the total par value of shares that have been sold or registered for purchase upon the establishment of the joint stock company and as prescribed in Article 6 of this Charter;
- b) "Voting Capital" means the share capital in respect of which the holder has the right to vote on matters falling within the authority of the General Meeting of Shareholders;
- c) "Law on Enterprises" refers to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- d) "Law on Securities" refers to the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- d) "Vietnam" refers to the Socialist Republic of Vietnam;
- e) "Date of establishment" means the date on which the Company was first issued with the Enterprise Registration Certificate;
- g) "Company executives" means the General Director, Deputy General Directors, and Chief Accountant;
- h) "Company managers" means the Chairman of the Board of Directors, members of the Board of Directors, General Director, Deputy General Director, and Chief Accountant of the Company;
- i) "Related persons" are individuals or organizations as defined in Clause 23, Article 4 of the Law on Enterprises and Clause 46, Article 4 of the Law on Securities;
- k) "Shareholder" means an individual or organization that owns at least one share of the Company;
- l) "Founding shareholder" means a shareholder who owns at least one ordinary share and has signed the list of founding shareholders of the joint stock company;
- m) "Major shareholder" means a shareholder as defined in Clause 18, Article 4 of the Law on Securities;
- n) "Term of operation" means the duration of the Company's operation as provided in Article 2 of this Charter and any extension thereof (if any) approved

by the General Meeting of Shareholders of the Company;

o) "Stock exchange" means the Vietnam Stock Exchange and its subsidiaries companies;

p) "Company" refers to Bim Son Cement Joint Stock Company;

q) "Independent member of the Board of Directors" means a member as defined in Clause 2, Article 155 of the Law on Enterprises.

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

3. The headings (chapters, sections, and articles of this Charter) are provided for ease of reference and shall not affect the meaning or interpretation of this Charter.

## **CHAPTER II**

### **NAME, FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, OPERATION TERM, AND LEGAL REPRESENTATIVE OF THE COMPANY**

#### **Article 2. Name, Form, Head Office, Branches, Representative Offices, Business Locations, and Operating Term of the Company**

1. Name of the Company:

Company name in Vietnamese: Công ty Cổ phần Xi măng Bim Son

Company name in foreign language: BIMSON CEMENT JOINT STOCK COMPANY

Abbreviated Company Name: BCC

2. Form:

The company was established through the equitization of a state-owned enterprise into a joint stock company pursuant to Decision No. 486/QĐ-BXD dated March 23, 2006, issued by the Minister of Construction. The company has legal entity status in accordance with the current laws of Vietnam.

3. Registered head office of the Company:

- Address: Quarter 7, Ba Dinh Ward, Bim Son Town, Thanh Hoa Province.

- Phone: 02373-824242; Fax: 02373-824046

- E-mail: [Contact@ximangbimson.com.vn](mailto:Contact@ximangbimson.com.vn) ;

- Website: <https://www.ximangbimson.com.vn>.

4. The Company may establish branches and representative offices in business locations to achieve its business objectives in accordance with resolutions of the Board of Directors and within the scope permitted by law. Currently, the Company has the following branches:

a) Branch: Bim Son Cement Joint Stock Company – Sales Enterprise: Quarter 6, Lam Son Ward, Bim Son Town, Thanh Hoa Province.

b) Branch: Bim Son Cement Joint Stock Company - Quang Tri Branch: Nam

Dong Ha Industrial Zone, Dong Luong Ward, Dong Ha City, Quang Tri Province.

5. Unless terminated earlier in accordance with Clause 2, Article 54 of this Charter, the operating term of the Company shall commence from the date of establishment and shall be indefinite.

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

1. The Company has one legal representative: the General Director is the legal representative of the Company.

2. Powers and responsibilities of the legal representative:

a) The legal representative of the Company is an individual who represents the Company in exercising rights and performing obligations arising from the Company's transactions, represents the Company as plaintiff, defendant, or party with related rights and obligations before arbitration tribunals and courts, and exercises other rights and obligations in accordance with the law.

b) The legal representative of the Company has following responsibilities:

- To perform the assigned rights and duties honestly, prudently, and in the best manner to ensure the lawful interests of the Company;

- To remain loyal to the interests of the Company; not to use the Company's information, secrets, or business opportunities; not to abuse their position or title or use the Company's assets for personal gain or for the benefit of other organizations or individuals;

- To promptly, fully, and accurately notify the Company of any situation in which the legal representative or their related persons own or hold controlling shares or capital contributions in other enterprises.

c. The legal representative of the Company shall be personally liable for any damage caused to the Company due to violations of the obligations specified in this Charter.

3. The legal representative must reside in Vietnam and must issue a written authorization to another person to exercise their rights and obligations when leaving Vietnam. In such a case, the legal representative remains responsible for the performance of the delegated rights and obligations.

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

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

1. Lines of business of the Company

<b>No.</b>	<b>Business line</b>	<b>Business code</b>
1	Construction of industrial works, irrigation systems, and technical infrastructure	4299

2	Cargo handling at inland waterway ports	5224
3	General wholesale business	4690
4	Real estate trading, including land use rights owned, used, or leased by the enterprise	6810
5	Retail trading of gasoline, petroleum, lubricants, greases, and gas	4661
6	Production of cement, clinker, construction materials, and cement additives; mineral processing for cement production	3290
7	Trading of cement, clinker, and other construction materials	4663
8	Road freight transport	4933
9	Repair and maintenance, including medium and major overhauls of automobiles, excavators, bulldozers, cranes, special-purpose vehicles, and construction machinery	4520
10	Investment project preparation, technology transfer; bidding consultancy for construction and equipment procurement projects; supervision of electrical, mechanical, and geological works	7110
11	Mining of stone, sand, gravel, and clay	0810
12	Restaurant and catering services	5610
13	Construction of residential buildings	4101
14	Construction of non-residential buildings	4102
15	Construction of railway infrastructure	4211
16	Construction of road infrastructure	4212
17	Inland waterway freight transport	5022
18	Processing and manufacturing of mechanical products	2592
19	Motel services	5510
20	Production of ready-mixed concrete and precast concrete components	2395
21	Investment project management consulting	7020
22	Mining of minerals for cement production	0899
23	Import and export of cement and clinker	8299
24	Technical inspection and analysis	7120
25	Non-hazardous waste treatment and disposal	3821
26	Hazardous waste treatment and disposal	3822
27	Rental of motor vehicles	7710
28	Rental of machinery, equipment, and other tangible items without accompanying operators	7730
29	Scrap recycling	3830
30	Other specialized wholesale not elsewhere classified	4669
31	Electricity generation	3511

2. The objectives of the Company are to conduct profitable business operations; ensure the interests of shareholders and employees; preserve and grow owner's equity; fulfill tax obligations to the State; and continuously expand and strengthen the Company.

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

The Company is permitted to conduct business within the lines of business specified in this Charter, which have been duly registered, notified for changes to the Business Registration Authority, and publicly disclosed on the National Business Registration Portal.

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

#### **Article 6. Charter Capital, Shares, and Founding Shareholders**

1. The total charter capital of the Company is VND 1,232,098,120,000 (One trillion two hundred thirty-two billion ninety-eight million one hundred twenty thousand Vietnamese dong), divided into 123,209,812 shares with a par value of VND 10,000 per share.

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

3. As of the date this Charter is adopted, all shares of the Company are ordinary shares. The rights and obligations of shareholders are specified in Articles 12 and 13 of this Charter.

4. The Company may issue preferred shares after obtaining approval from the General Meeting of Shareholders and in accordance with applicable laws.

5. Ordinary shares must be offered for sale on a priority basis to existing shareholders in proportion to their current ownership of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. The shares not subscribed by shareholders shall be subject to the decision of the Board of Directors. The Board of Directors may allocate such shares to shareholders and other individuals, provided that the offering terms are not more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.

6. The Company may repurchase its own issued shares in accordance with the methods provided in this Charter and the prevailing laws.

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

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

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

2. A share is a type of security that certifies the lawful rights and interests

of the shareholder in a portion of the share capital of the issuing organization. A share certificate must contain all the information as prescribed in Clause 1, Article 121 of the Law on Enterprises.

3. Within 15 days from the date of submission of a complete application for share ownership transfer in accordance with the Company's regulations, or within 15 days from the date of full payment for the purchase of shares as prescribed in the Company's share issuance plan, the shareholder shall be issued a share certificate. The shareholder shall not be required to pay the Company any printing fees for the share certificate.

4. In case the share certificate is lost, damaged, or destroyed in any form, the shareholder may request the Company to reissue the certificate. The shareholder's request must include the following information:

a) Information about the lost, damaged, or otherwise destroyed share certificate;

b) A commitment to take full 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 must bear the signature of the legal representative and the Company's seal.

#### **Article 9. Share Transfer**

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

2. Shares that have not been fully paid for may not be transferred and shall not be entitled to related rights such as the right to receive dividends, bonus shares issued from equity capital, rights to purchase newly issued shares, and other rights as provided by law.

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

1. In the event that a shareholder fails to fully and punctually pay the amount due for the purchase of shares, the Board of Directors shall issue a notice and shall have the right to require the shareholder to pay the outstanding amount. The shareholder shall be liable, in proportion to the total par value of the shares subscribed, for any financial obligations of the Company arising from such non-payment.

2. The payment notice must specify a new deadline for payment (at least seven (07) days from the date the notice is sent), the payment location, and must clearly state that if payment is not made as requested, the unpaid shares shall be subject to redemption.

3. The Board of Directors has the right to redeem any shares that are not fully and punctually paid for if the conditions in the aforementioned notice are

not fulfilled.

4. Redeemed shares shall be considered authorized shares eligible for offering as stipulated in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly sell or reallocate such shares, or authorize others to do so, under terms and conditions deemed appropriate by the Board.

5. Shareholders whose shares are redeemed must relinquish their shareholder status with respect to those shares but shall remain liable, in proportion to the total par value of the shares subscribed, for any financial obligations of the Company arising at the time of redemption, as determined by the Board of Directors, from the date of redemption until full payment is made. The Board of Directors shall have full authority to enforce payment of the entire value of the shares at the time of redemption.

6. Notice of redemption shall be sent to the holder of the shares prior to the redemption date. The redemption shall remain valid even in the case of any errors or negligence in sending the notice.

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

### **Article 11. Organizational Structure of Management, Governance, and Supervision**

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

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

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

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

1. Ordinary shareholders shall have the following rights:

a) To attend and speak at the General Meeting of Shareholders and to exercise the right to vote directly or through an authorized representative or by other means as prescribed in the Company's Charter and applicable laws. Each ordinary share shall carry one vote;

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

c) To have the pre-emptive right to purchase newly issued shares in proportion to their ownership of ordinary shares in the Company;

d) To freely transfer their shares to others, except in cases specified in Clause 3, Article 120 and Clause 1, Article 127 of the Law on Enterprises and other relevant legal regulations;

đ) To view, search, and extract shareholder-related information and request correction of their inaccurate personal information;

e) To review, search, extract, or make copies of the Company's Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

g) Upon dissolution or bankruptcy of the Company, to receive a portion of the remaining assets in proportion to their shareholding in the Company;

h) To request the Company to repurchase their shares in the cases prescribed in Article 132 of the Law on Enterprises;

i) To be treated equally. Each share of the same class shall entitle its holder to equal rights, obligations, and interests. In case the Company issues different classes of preferred shares, the rights and obligations attached to such preferred shares must be approved by the General Meeting of Shareholders and be fully disclosed to all shareholders;

k) To have full access to periodic and extraordinary information disclosed by the Company in accordance with the law;

l) To have their lawful rights and interests protected; to request the suspension or annulment of resolutions or decisions of the General Meeting of Shareholders or the Board of Directors in accordance with the Law on Enterprises;

m) To exercise other rights as prescribed by law and this Charter.

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

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

b) To review, search, and extract the minutes and resolutions or decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts, and transactions subject to approval by the Board of Directors, and other documents, except those related to the Company's trade secrets or business secrets;

c) To request the Supervisory Board to examine specific matters related to the management and operation of the Company when deemed necessary. Such requests must be made in writing and include the following information: full name, contact address, nationality, and legal identity documents of the individual shareholder; or name, enterprise registration number or legal documents, and head office address for institutional shareholders; the number of shares and the time of share registration for each shareholder, the total number of shares held by the group of shareholders, and the ownership ratio in the total shares of the

Company; the issue to be examined and the purpose of the examination;

d) To propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and submitted to the Company at least three (03) working days before the opening of the meeting. It must clearly state the name of the shareholder, the number of each type of shares held, and the proposed issues;

đ) To exercise other rights in accordance with the law and this Charter.

3. A shareholder or group of shareholders holding 10% or more of the total ordinary shares shall have the right to nominate candidates for the Board of Directors and the Supervisory Board. The nomination process shall be as follows:

a) Shareholders forming a group to nominate candidates for the Board of Directors and the Supervisory Board must notify the attending shareholders of their group formation prior to the opening of the General Meeting of Shareholders;

b) Based on the number of members of the Board of Directors and the Supervisory Board, the shareholder or group of shareholders mentioned in this clause shall be entitled to nominate one or more candidates as determined by the General Meeting of Shareholders. If the number of candidates nominated is less than the number they are entitled to nominate, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board, or other shareholders.

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

Ordinary shareholders shall have the following obligations:

1. To fully and punctually pay for the shares they have subscribed to.

2. Not to withdraw the contributed capital in the form of ordinary shares from the Company in any form, except where such shares are repurchased by the Company or another party. In the event a shareholder withdraws part or all of the share capital in violation of this clause, that shareholder and any related parties within the Company shall be jointly liable for the Company's debts and other property obligations within the value of the withdrawn shares and any damages arising therefrom.

3. To comply with the Charter and internal corporate governance regulations of the Company; and to abide by the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

4. To keep confidential any information provided by the Company in accordance with the Charter and applicable laws; to use the information only for exercising and protecting their lawful rights and interests; and not to disseminate, copy, or send the information to any other organization or individual.

5. To attend the General Meeting of Shareholders and exercise the right to vote through the following forms:

a) Attending and voting in person at the meeting;

b) Authorizing another individual or organization to attend and vote at the meeting;

c) Attending and voting via online meeting, electronic voting, or other electronic forms;

d) Sending voting ballots to the meeting by mail, fax, or email.

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

a) Violating the law;

b) Conducting business or other transactions for personal gain or for the benefit of other organizations or individuals;

c) Making payments on debts that are not yet due when the Company is facing financial risks.

7. To fulfill other obligations as prescribed by current laws.

#### **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 and within four (04) months from the end of the fiscal year. Unless otherwise provided in the Company's Charter, the Board of Directors may extend the time for holding the annual General Meeting of Shareholders if necessary, but such extension shall not exceed six (06) months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The meeting location is determined to be the place where the chairperson of the meeting attends and must be 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's Charter, in particular, the approval of the audited annual financial statements. In case the audit report on the Company's annual financial statements contains material exceptions, adverse opinions, or a disclaimer of opinion, the Company must invite a representative of the accredited audit organization that audited the financial statements to attend the annual General Meeting of Shareholders. The representative of the audit organization is 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) When the Board of Directors deems it necessary for the benefit of the Company;

b) When the number of remaining members of the Board of Directors or the Supervisory Board is less than the minimum required by law;

c) Upon request of a shareholder or group of shareholders as specified in

Clause 2, Article 115 of the Law on Enterprises; the request for convening the General Meeting of Shareholders must be made in writing, clearly stating the reasons and purpose of the meeting, and must be signed by the requesting shareholders or may be made in multiple documents with all required shareholder signatures;

- d) At the request of the Supervisory Board;
- đ) Other cases as prescribed by law and this Charter.

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

a) The Board of Directors must convene the General Meeting of Shareholders within thirty (30) days from the date on which the number of remaining members of the Board of Directors, independent members of the Board of Directors, or members of the Supervisory Board falls below the threshold prescribed in Point b, Clause 3 of this Article, or from the date the Board receives a request as specified in Points c and d, Clause 3 of this Article;

b) If the Board of Directors fails to convene the General Meeting of Shareholders as required in Point a of this Clause, the Supervisory Board shall, within the next thirty (30) days, convene the General Meeting of Shareholders in place of the Board of Directors in accordance with Clause 3, Article 140 of the Law on Enterprises;

c) If the Supervisory Board fails to convene the General Meeting of Shareholders as prescribed in Point b of this Clause, the shareholder or group of shareholders specified in Point c, Clause 3 of this Article shall have the right to request the Company's legal representative to convene the General Meeting of Shareholders in accordance with the Law on Enterprises;

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

d) The procedures for organizing the General Meeting of Shareholders shall follow the provisions of Clause 5, Article 140 of the Law on Enterprises.

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

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

- a) To approve the Company's development orientations;
- b) To decide on the types of shares and the total number of shares of each type to be offered for sale; to determine the annual dividend rate for each type of share;
- c) To elect, dismiss, or remove members of the Board of Directors and members of the Supervisory Board;

d) To decide on investment in or sale of assets with a value equal to or greater than 35% of the total asset value recorded in the Company's most recent financial statements;

đ) To approve amendments and supplements to the Company's Charter;

e) To approve the annual financial statements;

g) To decide on the repurchase of more than 10% of total issued shares of each type;

h) To review and address violations committed by members of the Board of Directors or the Supervisory Board that cause damage to the Company and its shareholders;

i) To decide on the reorganization or dissolution of the Company;

k) To determine the budget or total amount of remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;

l) To approve the internal corporate governance regulations, the operational regulations of the Board of Directors and the Supervisory Board;

m) To approve the list of accredited audit firms; to select an accredited audit firm to audit the Company's operations, and to dismiss the auditor when deemed necessary;

n) To exercise other rights and perform other duties in accordance with the law.

2. The General Meeting of Shareholders shall discuss and approve 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 corporate governance and performance of the Board and each of its members; independent members of the Board of Directors shall be responsible for reporting at the annual General Meeting of Shareholders in accordance with Article 284 of Decree No. 155/2020/NĐ-CP dated December 31, 2020, of the Government detailing the implementation of a number of provisions of the Law on Securities;

d) The report of the Supervisory Board on the Company's business performance, as well as on the performance of the Board of Directors and the General Director;

đ) The self-assessment report on the performance of the Supervisory Board and its members;

e) The dividend rate per share for each type of share;

g) The number of members of the Board of Directors and the Supervisory Board;

h) The election, dismissal, or removal of members of the Board of Directors and the Supervisory Board;

i) The determination of the budget or total amount of remuneration,

bonuses, and other benefits for the Board of Directors and the Supervisory Board;

k) Approval of the list of accredited audit firms; selection of the audit firm to review the Company's operations when deemed necessary;

l) Amendments and supplements to the Company's Charter;

m) The type and number of new shares to be issued for each class of shares and the transfer of shares by founding shareholders within the first three (03) years from the date of establishment;

n) Division, separation, consolidation, merger, or transformation of the Company;

o) Reorganization and dissolution (liquidation) of the Company and the appointment of the liquidator;

p) Decisions on investments or sales of assets with a value equal to or greater than 35% of the total assets recorded in the Company's most recent financial statements;

q) Decisions on the repurchase of more than 10% of the total issued shares of each type;

r) Entry into contracts or transactions with parties specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the Company's total assets as recorded in the latest financial statements;

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

t) Approval of the Company's internal corporate governance regulations, the operational regulations of the Board of Directors, and the operational regulations of the Supervisory Board;

u) Other matters as prescribed by law and this Charter.

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

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

1. A shareholder or an authorized representative of an institutional shareholder may attend the General Meeting of Shareholders in person or authorize one or more individuals or organizations to attend the meeting on their behalf, or participate through one of the forms specified in Clause 3, Article 144 of the Law on Enterprises.

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

authorization, and the signatures of both the authorizing party and the authorized party.

The authorized person must submit the power of attorney when registering for the meeting. In the case of sub-authorization, the person attending the meeting must also present the original power of attorney from the shareholder or the authorized representative of the institutional shareholder (if it has not been previously registered with the Company).

3. The voting ballot cast by the authorized person within the scope of authorization shall remain valid in the following cases, unless:

- a) The authorizing person has passed away, has limited civil act capacity, or has lost civil act capacity;
- b) The authorizing person has revoked the authorization;
- c) The authorizing person has revoked the authority of the authorized person.

This provision shall not apply if the Company receives notice of any of the above events before the opening of the General Meeting of Shareholders or before the reconvening of the meeting.

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

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

2. A meeting of shareholders holding a specific class of preferred shares to approve changes to rights as mentioned above shall only be valid if attended by at least two (02) shareholders (or their authorized representatives) holding at least one-third (1/3) of the par value of the issued preferred shares of that class. If the required quorum is not met, a second meeting shall be convened within 30 days, and all shareholders of that class of shares (regardless of the number of attendees or shares held) who are present in person or by proxy shall be deemed to satisfy the quorum requirement.

At such meetings, shareholders of that class, whether present in person or by proxy, may request a secret ballot. Each share of the same class shall carry equal voting rights at such meetings.

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

4. Unless otherwise provided in the share issuance terms, the special rights

attached to preferred shares regarding some or all matters related to the distribution of profits or assets of the Company shall not be changed upon the issuance of additional shares of the same class.

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

1. The Board of Directors shall convene the annual and extraordinary General Meetings of Shareholders. Extraordinary General Meetings shall be convened by the Board of Directors in the cases specified in Clause 3, Article 14 of this Charter.

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

a) Prepare the list of shareholders eligible to attend and vote at the General Meeting. The list of shareholders entitled to attend the meeting must be finalized no more than 10 days prior to the date of the notice of invitation. The Company must disclose information on the finalization of the shareholder list at least 20 days before the record date;

b) Prepare the meeting agenda and contents;

c) Prepare meeting materials;

d) Draft resolutions of the General Meeting of Shareholders based on the proposed agenda;

đ) Determine the date, time, and venue of the meeting;

e) Notify and send the invitation to the General Meeting of Shareholders to all eligible shareholders;

g) Carry out other tasks in service of the meeting.

#### **3. Notice of the General Meeting of Shareholders**

The notice of invitation to the General Meeting of Shareholders shall be sent to all shareholders using a method that ensures delivery to the shareholders' registered contact addresses. The notice must also be published on the Company's website, as well as on the website of the State Securities Commission and the Stock Exchange where the Company's shares are listed or registered for trading.

The person convening the General Meeting must send the notice of invitation to all shareholders on the list of shareholders eligible to attend no later than 21 days before the scheduled date of the meeting (calculated from the date the notice is sent or dispatched in a legally valid manner).

The agenda and meeting documents related to matters to be voted on at the meeting must be sent to shareholders and/or published on the Company's website. In the event the documents are not enclosed with the meeting invitation, the notice must specify the link to all relevant meeting materials to ensure shareholders can access them. These include:

a) The meeting agenda and documents to be used at the meeting;

b) The list and detailed information of candidates in case of election of

members of the Board of Directors and the Supervisory Board;

c) Voting ballots;

d) Draft resolutions for each item on the meeting agenda.

4. Shareholders or groups of shareholders as defined 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. The proposal must be made in writing and submitted to the Company no later than three (03) working days before the date of the meeting. The proposal must clearly state the name of the shareholder, the number of each type of shares held, and the proposed issue(s) to be included in the meeting agenda.

5. The person convening the General Meeting of Shareholders has the right to reject the proposal referred to in Clause 4 of this Article in the following cases:

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

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

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

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

6. The person convening the General Meeting of Shareholders must accept and include the proposals referred to in Clause 4 of this Article in the draft agenda and meeting contents, except for cases specified in Clause 5 of this Article. The proposal shall be officially added to the meeting agenda and contents if approved by the General Meeting of Shareholders.

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

1. The General Meeting of Shareholders may be conducted when shareholders attending the meeting represent at least 51% of the total voting shares.

2. If the first meeting fails to satisfy the condition specified in Clause 1 of this Article, a second notice of meeting shall be sent within 30 days from the intended date of the first meeting. The second meeting may be conducted when shareholders attending the meeting represent at least 33% of the total voting shares.

3. If the second meeting still fails to meet the condition in Clause 2 of this Article, a third notice of meeting shall be sent within 20 days from the intended date of the second meeting. The third General Meeting of Shareholders may be conducted regardless of the total number of voting shares represented by the shareholders attending.

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

1. Prior to the opening of the meeting, the Company must conduct

shareholder registration and continue registration until all shareholders eligible to attend the meeting have registered, in the following order:

a) During registration, the Company shall provide each shareholder or authorized representative entitled to vote with a voting card, which must indicate the registration number, full name of the shareholder, full name of the authorized representative, and the number of votes for each item on the agenda. Voting shall be conducted by indicating agreement, disagreement, or no opinion. At the meeting, votes in favor of a resolution shall be collected first, followed by votes against. The total number of votes in favor and against shall then be counted to determine the result. The vote-counting result must be announced by the chairperson before the meeting is adjourned. The General Meeting shall elect individuals responsible for counting votes or supervising the vote-counting process upon the proposal of the chairperson. The number of members in the vote-counting committee shall be decided by the General Meeting of Shareholders based on the chairperson's proposal.

b) Shareholders, authorized representatives of institutional shareholders, or proxies arriving after the meeting has started shall have the right to register immediately upon arrival and shall then be entitled to participate and vote at the meeting from the time of registration. The chairperson shall not be obliged to pause the meeting to allow latecomers to register, and any voting results made prior to their registration shall remain valid.

2. The election of the chairperson, secretary, and vote-counting committee shall be conducted as follows:

a) The Chairperson of the Board of Directors shall act as the chairperson of the General Meeting of Shareholders convened by the Board of Directors or may authorize another member of the Board to chair the meeting. In the absence or temporary incapacity of the Chairperson, the remaining members of the Board of Directors shall elect one among them to chair the meeting by majority vote. If a chairperson cannot be elected, the Head of the Supervisory Board shall preside over the meeting to allow the General Meeting of Shareholders to elect a chairperson from among the attendees. The individual receiving the highest number of votes shall act as chairperson of the meeting;

b) Except in the case stated in Point a of this Clause, the person signing the notice to convene the meeting shall preside over the meeting for the purpose of electing a chairperson, who shall be the individual receiving the highest number of votes;

c) The chairperson shall appoint one or more individuals to act as secretaries of the meeting;

d) The General Meeting of Shareholders shall elect one or more individuals to the vote-counting committee upon the proposal of the chairperson of the meeting.

3. The agenda and contents of the meeting must be approved by the General Meeting of Shareholders at the opening session. The agenda must clearly

and specifically allocate time for each item of business.

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

a) Arrange seating at the meeting venue;

b) Ensure the safety of all persons present at the meeting venue;

c) Facilitate shareholders in attending (or continuing to attend) the meeting. The person convening the meeting of the General Meeting of Shareholders shall have full authority to modify these measures and apply any other necessary measures. Such measures may include issuing entry passes or using alternative selection methods.

5. The General Meeting of Shareholders shall discuss and vote on each item on the agenda. Voting shall be conducted by indicating agreement, disagreement, or no opinion. The vote-counting result must be announced by the chairperson immediately before the closing of the meeting.

6. Shareholders or authorized representatives who arrive after the meeting has started may still register and shall have the right to participate and vote from the time of registration. In such cases, the validity of resolutions already adopted before their registration shall remain unchanged.

7. The person convening or the chairperson of the General Meeting of Shareholders shall have the following rights:

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

b) To request competent authorities to maintain order at the meeting; to expel individuals who do not comply with the chairperson's authority, intentionally disrupt order, obstruct the normal course of the meeting, or fail to comply with security check requirements.

8. The chairperson shall have the right to postpone a duly convened General Meeting of Shareholders for a maximum of three (03) working days from the originally scheduled meeting date, and may only postpone or change the meeting venue under the following circumstances:

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

b) Communication facilities at the venue are not adequate to ensure shareholders' participation, discussion, and voting;

c) Attendees obstruct or disrupt the meeting in a way that poses a risk to the fair and lawful conduct of the meeting.

9. If the chairperson postpones or suspends the General Meeting of Shareholders in contravention of Clause 8 of this Article, the General Meeting of Shareholders shall elect another attendee to replace the chairperson and preside over the meeting until its conclusion. All resolutions adopted at such a meeting shall remain valid.

10. In cases where the Company applies modern technology to conduct the General Meeting of Shareholders via online format, the Company shall ensure that shareholders may attend and vote electronically in accordance with Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government, which provides detailed guidance on the implementation of a number of provisions of the Law on Securities.

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

1. A resolution on the following matters shall be adopted when it is approved by shareholders representing at least 65% of the total voting shares of all shareholders attending and voting at the meeting, unless otherwise provided in Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises:

- a) Types of shares and the total number of shares of each type;
- b) Amendments to the business lines and sectors of the Company;
- c) Changes to the Company's organizational and management structure;
- d) Investment projects or disposal of assets valued at 35% or more of the total assets recorded in the latest financial statements of the Company;
- đ) Reorganization or dissolution of the Company.

2. Other resolutions shall be adopted when approved by shareholders holding more than 50% of the total voting shares of all shareholders attending and voting at the meeting, unless otherwise provided in Clauses 1, 3, 4, and 6 of Article 148 of the Law on Enterprises.

3. Resolutions of the General Meeting of Shareholders that are approved by 100% of the total voting shares shall be deemed lawful and effective even if the procedures for convening the meeting or adopting the resolution violated the provisions of the Law on Enterprises or this Charter.

**Article 22. Authority and Procedures for Collecting Written Opinions from Shareholders to Adopt Resolutions of the General Meeting of Shareholders**

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

1. The Board of Directors shall have the right to collect written opinions from shareholders in order to adopt resolutions of the General Meeting of Shareholders when deemed necessary for the benefit of the Company, except in the case specified in Clause 2, Article 147 of the Law on Enterprises.

2. The Board of Directors must prepare the opinion collection forms, the draft resolution of the General Meeting of Shareholders, and explanatory materials for the draft resolution. The Board must ensure that the documents are sent and disclosed to shareholders within a reasonable period for review and

voting, and no later than ten (10) days before the deadline for submission of the opinion forms. The requirements and method for sending the opinion forms and accompanying materials shall comply with Clause 3, Article 18 of this Charter.

3. The opinion collection form must contain the following principal details:

a) Name, registered head office address, and enterprise code of the Company;

b) Purpose of collecting opinions;

c) Full name, contact address, nationality, and legal identification documents of the individual shareholder; or name, enterprise registration number or establishment decision, registered head office address of the institutional shareholder; or full name, contact address, nationality, and legal identification documents of the representative of the institutional shareholder; and the number of each class of shares and corresponding voting rights of the shareholder;

d) The matters to be voted on by written opinion;

e) Voting options including: agree, disagree, and no opinion on each item;

f) Deadline for returning the completed opinion form to the Company;

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

4. Shareholders may return the completed opinion forms to the Company via mail, fax, or email under the following conditions:

a) If sent by mail, the completed opinion form must bear the signature of the individual shareholder or the legal/authorized representative of the institutional shareholder. The form must be enclosed in a sealed envelope and must not be opened before the vote-counting session;

b) If sent by fax or email, the opinion form must remain confidential until the time of vote counting;

c) Opinion forms received by the Company after the specified deadline, or forms that have been opened (in the case of mail) or disclosed (in the case of fax or email), shall be considered invalid. Any opinion form not returned shall be considered a non-voting response.

5. The Board of Directors shall count the votes and prepare a vote-counting minutes under the supervision of the Supervisory Board or a shareholder who does not hold a management position in the Company. The vote-counting minutes must include the following principal details:

a) Name, registered head office address, and enterprise code of the Company;

b) Purpose and matters for which opinions are being collected to adopt a resolution;

c) Number of shareholders and total voting rights involved in the voting process, clearly distinguishing between valid and invalid votes and the method by which votes were submitted, accompanied by an annex listing the shareholders who participated in the vote;

- d) Total number of votes in favor, against, and abstaining for each issue;
- đ) Issues that were approved and the corresponding approval ratios;
- e) Full name and signature of the Chairperson of the Board of Directors, vote counters, and vote-counting supervisors.

Members of the Board of Directors, vote counters, and vote-counting supervisors shall be jointly responsible for the honesty and accuracy of the vote-counting minutes and jointly liable for any damages resulting from dishonesty or inaccuracy in the vote counting that leads to improperly adopted resolutions.

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

7. The completed opinion forms, the vote-counting minutes, the adopted resolution, and accompanying documents must be kept at the Company's head office.

8. A resolution adopted by way of written opinion shall be valid when approved by shareholders representing at least 51% of the total voting shares and shall have the same effect as a resolution adopted at a General Meeting of Shareholders.

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

1. The General Meeting of Shareholders must be recorded in minutes and may also be audio-recorded or recorded and stored in other electronic formats. The minutes must be prepared in Vietnamese and may also be prepared in English. The minutes must contain the following principal details:

- a) Name, registered head office address, and enterprise code of the Company;
- b) Time and venue of the General Meeting of Shareholders;
- c) Agenda and contents of the meeting;
- d) Full names of the chairperson and secretary;
- đ) Summary of the meeting proceedings and statements made by shareholders regarding each item on the agenda;
- e) Number of shareholders and total voting rights of shareholders attending the meeting, with an annex listing registered shareholders or their representatives, along with the number of shares and corresponding votes;
- g) Total number of votes cast for each voting item, clearly stating the voting method, total number of valid and invalid votes, number of votes in favor, against, and abstaining; and the corresponding percentages based on the total number of votes of shareholders attending the meeting;
- h) Matters that were approved and the corresponding voting ratios;

i) Full names and signatures of the chairperson and the secretary. In the event that the chairperson or secretary refuses to sign the minutes, the minutes shall remain valid if signed by all other attending members of the Board of Directors and if the minutes contain all the required contents stated in this Clause. The minutes must clearly record the refusal of the chairperson and/or secretary to sign.

2. The minutes of the General Meeting of Shareholders must be completed and adopted before the conclusion of the meeting. The chairperson and the secretary or other persons who sign the minutes shall be jointly responsible for the accuracy and truthfulness of the contents.

3. The minutes prepared in both Vietnamese and English shall have equal legal validity. In the event of discrepancies between the Vietnamese and English versions, the Vietnamese version shall prevail.

4. The resolution, the minutes of the General Meeting of Shareholders, the annex of registered shareholders with signatures, proxies, all documents attached to the minutes (if any), and other relevant materials attached to the notice of meeting must be disclosed in accordance with regulations on information disclosure in the securities market and must be archived at the Company's head office.

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

Within 90 days from the date of receipt of the resolution, minutes of the General Meeting of Shareholders, or minutes of the vote-counting results from written opinion collection, a shareholder or group of shareholders as defined in Clause 2, Article 115 of the Law on Enterprises shall have the right to request a court or arbitration tribunal to review and annul a resolution or part of a resolution of the General Meeting of Shareholders in the following cases:

1. The procedures for convening the meeting and adopting the resolution of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the Company's Charter, except as provided in Clause 3, Article 21 of this Charter.

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

### **CHAPTER VII BOARD OF DIRECTORS**

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

1. In cases where candidates for the Board of Directors have been identified, the Company must disclose relevant information about the candidates at least 10 days prior to the opening date of the General Meeting of Shareholders on the Company's website, so that shareholders may learn about them before voting. Each candidate for the Board of Directors must provide a written

commitment affirming the truthfulness and accuracy of their disclosed personal information, and must also commit to performing their duties honestly, prudently, and in the best interests of the Company if elected as a member of the Board of Directors. Disclosed information related to the candidates must include:

- a) Full name, date, month, year of birth;
- b) Educational qualifications;
- c) Work experience;
- d) Other management positions held (including Board of Directors' positions at other companies);
- d) Interests related to the Company and its related parties;
- e) Other information (if any) as required by the Company's Charter;
- g) The Company shall be responsible for disclosing information about companies where the candidate currently serves as a board member, holds other managerial positions, and any related interests of the candidate (if applicable).

2. A shareholder or group of shareholders holding 10% or more of the total ordinary shares has the right to aggregate their voting rights to nominate candidates for the Board of Directors. The nomination entitlement is as follows: Shareholders or groups of shareholders holding from 10% to less than 20% of the total voting shares may nominate one (01) candidate; from 20% to less than 30% may nominate up to two (02) candidates; from 30% to less than 40% may nominate up to three (03) candidates; from 40% to less than 50% may nominate up to four (04) candidates; from 50% to less than 60% may nominate up to five (05) candidates; from 60% to less than 70% may nominate up to six (06) candidates; from 70% to 80% may nominate up to seven (07) candidates; and from 80% or more may nominate eight (08) candidates.

3. If the number of candidates nominated and self-nominated is still insufficient as required under Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors may nominate additional candidates or organize the nomination in accordance with the Company's Charter, the internal corporate governance regulations, and the operational regulations of the Board of Directors. Any nomination of candidates by the incumbent Board of Directors must be clearly disclosed prior to the General Meeting of Shareholders voting to elect members of the Board, as required by law.

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

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

1. The number of members of the Board of Directors shall not exceed seven (07).

2. The term of office for a member of the Board of Directors shall be five (05) years and such member 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 the Company for no more than two (02) consecutive terms. In the event that all members of the Board of Directors complete their term at the same time, they shall continue to serve until new members are elected and take over their duties.

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

a) The structure of the Board of Directors must ensure that at least one-third (1/3) of the total members are non-executive members. The Company shall minimize the number of Board members concurrently holding executive positions in order to ensure the independence of the Board of Directors.

b) The number of independent members of the Board of Directors shall be two (02).

4. A member of the Board of Directors shall cease to hold office if dismissed, removed, or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.

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

6. A member of the Board of Directors is not required to be a shareholder of the Company.

7. The standards and conditions for being a member of the Board of Directors shall comply with the provisions of Article 155 of the Law on Enterprises.

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

1. The Board of Directors is the managerial body of the Company and has full authority to act on behalf of the Company to decide and perform the rights and obligations of the Company, except for those under the authority of the General Meeting of Shareholders.

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

a) To decide on the Company's strategy, medium-term development plans, and annual business plans;

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

c) To decide on the sale of unsold shares within the authorized total of each type; to decide on other forms of capital mobilization;

d) To determine the offering price of the Company's shares and bonds;

đ) To decide on the repurchase of shares as prescribed in Clauses 1 and 2, Article 133 of the Law on Enterprises;

e) To decide on investment plans and investment projects within the scope

and limits provided by law;

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

h) To approve contracts for purchase, sale, borrowing, lending, and other transactions with a value of 35% or more of the total assets recorded in the Company's most recent financial statements, except for contracts and transactions falling under the authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138 and Clauses 1 and 3, Article 167 of the Law on Enterprises;

i) To elect, dismiss, and remove the Chairperson of the Board of Directors; to appoint, dismiss, sign, and terminate contracts with the General Director, Deputy General Directors, and Chief Accountant; to decide on salaries, remunerations, bonuses, and other benefits for these managers; to designate representatives to participate in the Members' Council or General Meeting of Shareholders of other companies, and to decide on the remuneration and benefits of such representatives. To supervise and direct the General Director, Deputy General Directors, and Chief Accountant in the daily business operations of the Company;

k) To approve the policies under which the General Director decides on the recruitment, contract execution, and termination of labor contracts, or decisions on appointment, dismissal, commendation, discipline, salary, and allowances for Department/Division Heads and equivalent positions;

l) To decide on the organizational structure, internal governance regulations of the Company; to decide on the establishment of subsidiaries, branches, representative offices, and on capital contributions or share purchases in other enterprises;

m) To approve the agenda and materials for the General Meeting of Shareholders; to convene the General Meeting of Shareholders or collect written opinions to adopt resolutions of the General Meeting;

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

o) To propose the dividend rate to be distributed; to decide on the timeline and procedures for dividend payments or to handle business losses;

p) To propose the reorganization or dissolution of the Company; to request the Company's bankruptcy;

q) To approve the Regulations on the operation of the Board of Directors, Internal Corporate Governance Regulations after approval by the General Meeting of Shareholders; and to issue the Company's Information Disclosure Regulation;

r) To approve contracts, agreements, and commitments with a duration of more than one (01) year (excluding contracts under investment and construction projects already approved or agreed by competent authorities; contracts for sale

and purchase of products/services under State monopoly; or transactions under the authority of the General Meeting of Shareholders as prescribed in Clause 2, Article 138 and Clauses 1 and 3, Article 167 of the Law on Enterprises);

s) Other rights and duties as prescribed by the Law on Enterprises, the Law on Securities, other legal regulations, and this Charter.

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

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

1. The Company is entitled to pay remuneration, salaries, and bonuses to members of the Board of Directors based on business performance and effectiveness.

2. Members of the Board of Directors are entitled to remuneration and bonuses. Remuneration is calculated based on the number of working days necessary to fulfill their duties and a daily remuneration rate. The Board of Directors shall estimate the remuneration for each member on the principle of consensus. The total remuneration and bonuses for the Board of Directors shall be decided by the General Meeting of Shareholders at its 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 law on corporate income tax, clearly stated as a separate item in the Company's annual financial statements, and reported to the General Meeting of Shareholders at the annual meeting.

4. A member of the Board of Directors who holds an executive position or serves on subcommittees of the Board of Directors, or undertakes tasks that, in the opinion of the Board of Directors, fall outside the scope of ordinary duties of a Board member, may be paid additional remuneration in the form of a lump-sum payment per assignment, salary, commission, percentage of profit, or 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 incurred when attending meetings of the General Meeting of Shareholders, the Board of Directors, or its subcommittees.

6. Members of the Board of Directors may be covered under directors' liability insurance purchased by the Company upon approval of the General Meeting of Shareholders. This insurance shall not cover liabilities arising from a member's violation of the law or the Company's Charter.

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

1. The Chairman of the Board of Directors shall be elected, dismissed, or

removed by the Board of Directors from among its members.

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

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

a) To develop the programs and operational plans of the Board of Directors;

b) To prepare the agenda, contents, and documents for meetings; to convene, preside over, and chair meetings of the Board of Directors;

c) To organize the adoption of resolutions and decisions of the Board of Directors;

d) To oversee the implementation of the resolutions and decisions of the Board of Directors;

d) To chair the meetings of the General Meeting of Shareholders;

e) Other rights and duties as prescribed by the Law on Enterprises and the company's Charter.

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

5. In the event the Chairperson of the Board of Directors is absent or unable to perform his or her duties, he or she must authorize in writing another member to exercise the rights and duties of the Chairperson. If there is no authorized person or if the Chairperson is deceased, missing, in temporary detention, serving a prison sentence, has limited or lost civil act capacity, experiences cognitive or behavioral control difficulties, or is prohibited by a court from holding certain positions, practicing certain professions, or performing certain jobs, the remaining members shall elect one of them to serve as Chairperson of the Board of Directors by majority vote until a new decision is made by the Board of Directors.

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

1. The Chairperson of the Board of Directors shall be elected at the first meeting of the new term of the Board within seven (07) working days from the date of the Board's election. This meeting shall be convened and presided over by the member who receives the highest number of votes or the highest voting percentage. If more than one (01) member receives the same highest number or percentage of votes, the members shall elect by majority vote one of them to convene the meeting.

2. The Chairperson of the Board of Directors shall convene regular and extraordinary meetings of the Board, and prepare the agenda, date, and venue at least five (05) working days prior to the meeting date. The Chairperson may convene a meeting when deemed necessary but must call at least one (01) meeting per quarter.

3. The Chairperson of the Board of Directors must convene a meeting of the Board, without unjustified delay, when any of the following submit a written request clearly stating the meeting's purpose and discussion matters:

- a) The Supervisory Board or an independent member of the Board of Directors;
- b) The General Director or at least five (05) other executives;
- c) At least two (02) members of the Board of Directors;
- d) Other specified cases (if any).

4. The Chairperson must convene the meeting within seven (07) working days from the date of receipt of the request as stated in Clause 3 of this Article. If the Chairperson fails to convene the meeting as requested, he/she shall be liable for any damages caused to the Company; in such cases, the requesting parties as listed in Clause 3 have the right to convene the meeting themselves.

5. If an independent audit firm performing the Company's financial audit makes a request, the Chairperson must convene a meeting of the Board of Directors to discuss the audit report and the Company's situation.

6. The Chairperson or the person convening the meeting must send the notice of meeting no later than three (03) working days before the meeting. The notice must specify the time, venue, agenda, discussion items, and decisions to be made. It must include all documents to be used and a voting ballot for each member.

The notice of the Board meeting may be sent via written invitation, telephone, fax, electronic communication, or other methods and must be delivered to the registered contact address of each Board member.

7. The Chairperson or the person convening the meeting must also send the notice and accompanying documents to members of the Supervisory Board as done for Board members. Supervisory Board members are entitled to attend Board meetings and participate in discussions but do not have voting rights.

8. A meeting of the Board of Directors shall be valid if at least three-fourths ( $3/4$ ) of the total members attend. If a meeting does not meet this quorum, it may be reconvened within seven (07) days. In that case, the meeting shall be valid if more than half of the members attend.

9. A Board member is considered present and voting at the meeting in the following cases:

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

10. If the voting ballot is sent by mail, it must be sealed in an envelope and delivered to the Chairperson no later than one (01) hour before the meeting begins. The ballot shall be opened only in the presence of all meeting participants.

11. Board members must attend all meetings. A member may authorize another person to attend and vote only if approved by the majority of the Board members.

12. A resolution or decision of the Board of Directors is adopted when approved by a majority of members present and voting. In the case of a tie, the final decision rests with the side supported by the Chairperson of the Board of Directors.

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

1. The Board of Directors may establish affiliated committees responsible for development policy, human resources, remuneration, internal audit, and risk management. The number of members of each committee shall be decided by the Board of Directors but must include at least three (03) members, comprising Board members and external individuals. Independent Board members should constitute the majority of each committee, and one of these independent members shall be appointed as the Committee Chair by the Board of Directors. The committee's activities must comply with the regulations of the Board of Directors. A committee's resolution shall only be valid if a majority of its members attend and approve it at the committee meeting.

2. The implementation of decisions by the Board of Directors, or its affiliated committees, or by any person acting in the capacity of a committee member, must comply with current legal regulations, the Company Charter, and the internal corporate governance regulations.

### **Article 32. Corporate Governance Officer**

1. The Board of Directors shall appoint at least one (01) person as the Corporate Governance Officer to support the efficient operation of corporate governance. The term of the Corporate Governance Officer shall be determined by the Board of Directors but shall not exceed five (05) years. The Corporate Governance Officer may concurrently serve as the Company Secretary.

2. The Corporate Governance Officer must meet the following criteria:

- a) Have knowledge of the law;
- b) Must not concurrently work for the independent auditing firm that is auditing the Company's financial statements;
- c) Meet other standards as prescribed by law, this Charter, and decisions of the Board of Directors.

3. The Board of Directors may remove the Corporate Governance Officer when necessary, provided that it does not violate current labor laws. The Board may also appoint an Assistant to the Corporate Governance Officer from time to time.

4. The Corporate Governance Officer has the following rights and duties:

- a) Advise the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and on matters concerning the relationship between the Company and its shareholders;
- b) Prepare meetings of the Board of Directors, Supervisory Board, and General Meeting of Shareholders as required by the Board of Directors or the Supervisory Board;
- c) Advise on the procedures for meetings;
- d) Attend meetings;
- e) Advise on the procedures for drafting resolutions of the Board of Directors in compliance with the law;
- f) Provide financial information, copies of Board meeting minutes, and other information to members of the Board of Directors and the Supervisory Board;
- g) Monitor and report to the Board of Directors on the Company's information disclosure activities;
- h) Serve as the main liaison with stakeholders;
- i) Maintain confidentiality of information in accordance with the law and the Company's Charter;
- k) Exercise other rights and fulfill other obligations as prescribed by law and this Charter.

## **CHAPTER VIII**

### **GENERAL DIRECTOR AND OTHER EXECUTIVE OFFICERS**

#### **Article 33. Organization of the Management Apparatus**

1. The Company's management system must ensure that the management apparatus is accountable to the Board of Directors and operates under the supervision and direction of the Board of Directors in the Company's day-to-day business operations.

2. The Company shall have a General Director, no more than four (04) Deputy General Directors, and a Chief Accountant appointed by the Board of Directors. The appointment, dismissal, and removal of these positions must be approved by a resolution of the Board of Directors.

3. The Company must appoint a Chief Accountant in accordance with the law. In case the Company is unable to appoint a Chief Accountant immediately, it must assign a person in charge of accounting or hire accounting services in accordance with legal regulations.

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

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

2. Based on the proposal of the General Director and with the approval of the Board of Directors, the Company may recruit other executives in a number and with qualifications appropriate to the Company's organizational structure and management regulations as stipulated by the Board of Directors. Executives are expected to diligently support the Company in achieving its operational and organizational objectives.

3. The remuneration, salary, benefits, and other terms of the labor contract for the General Director shall be decided by the Board of Directors; contracts with other executives shall be decided by the Board of Directors after consultation with the General Director.

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

5. The term of appointment for the General Director shall not exceed 5 years and must be consistent with the term of the Board of Directors. The term of appointment for Deputy General Directors and the Chief Accountant shall be 05 years. These positions may be reappointed for an unlimited number of terms. The term of positions not under the appointment authority of the Board of Directors shall be implemented in accordance with the Company's management regulations.

6. For the positions of Deputy General Directors and Chief Accountant that were appointed or reappointed prior to the issuance of this amended Charter, the relevant appointment or reappointment decisions shall remain valid, and the Board of Directors shall review and adjust the term of office in accordance with the provisions of this Charter.

### **Article 35. Appointment, Dismissal, Duties, and Powers of the General Director**

1. The Board of Directors shall appoint one (01) of its members or sign a contract to hire another person as the General Director; and shall decide the salary, remuneration, and other benefits. The remuneration, salary, and other benefits of the General Director must be reported at the Annual General Meeting of Shareholders, clearly disclosed as a separate item in the Company's annual financial statements, and included in the Company's annual report.

2. The General Director is responsible for the daily business operations of the Company, is subject to the supervision of the Board of Directors, and is accountable to the Board of Directors and to the law for the exercise of his/her assigned rights and duties.

3. The term of the General Director shall be implemented in accordance with Clause 5, Article 34 of this Charter. The General Director must meet the qualifications and conditions as prescribed by law and the Company's Charter.

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

a) Decide on matters related to the Company's day-to-day business operations that do not fall under the authority of the Board of Directors;

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

c) Organize the implementation of business plans and investment projects approved by the Board of Directors and the General Meeting of Shareholders;

d) Propose the organizational structure, functions, and duties of units; and internal management regulations of the Company;

d) Appoint, dismiss, and remove managerial positions within the Company, except for those under the authority of the Board of Directors;

e) Decide on the salary and other benefits of employees within the Company, including managers within the General Director's appointment authority;

g) Recruit employees;

h) Propose measures to improve the Company's operations and management;

i) Propose to the Board of Directors the appointment, dismissal, removal, commendation, and discipline; and decide on salaries and other benefits for the Deputy General Directors and Chief Accountant;

k) Propose to the Board of Directors for approval the Company's labor usage and salary plan;

l) Decide on contracts for purchase, sale, borrowing, lending, and other contracts with a value below 35% of the total assets of the Company as recorded in the most recent audited financial statements, except for contracts and transactions under the authority of the General Meeting of Shareholders and the Board of Directors as stipulated in Clause 2, Article 138; Clause 2, Article 153; and Clauses 1 and 3, Article 167 of the Law on Enterprises;

m) Assign tasks to Deputy General Directors and the Chief Accountant;

n) Report to the Board of Directors on the Company's business results; and publicly disclose financial statements in accordance with the law;

o) Annually submit to the Board of Directors for approval the detailed business plan for the following financial year based on compliance with budgetary requirements and the five-year financial plan;

p) Propose plans for dividend distribution or handling of business losses;

q) Exercise other rights and fulfill other responsibilities as prescribed by law, this Charter, internal Company regulations, resolutions of the Board of Directors, and the employment contract signed with the Company.

5. The General Director shall be responsible to the Board of Directors and the General Meeting of Shareholders for the performance of the assigned duties and powers and must report to these bodies upon request.

6. The Board of Directors may dismiss the General Director upon the

approval of the majority of its voting members present at a meeting and appoint a replacement.

## **CHAPTER IX SUPERVISORY BOARD**

### **Article 36. Nomination and Candidacy of Members of the Supervisory Board**

1. The nomination and candidacy of members of the Supervisory Board shall be carried out in the same manner as prescribed in Clauses 1 and 2 of Article 25 of this Charter.

2. In the event that the number of candidates for the Supervisory Board nominated or self-nominated is insufficient, the incumbent Supervisory Board may nominate additional candidates or organize the nomination process in accordance with the mechanisms specified in the Company Charter, the internal corporate governance regulations, and the operating regulations of the Supervisory Board. Any nomination of additional candidates by the incumbent Supervisory Board must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Supervisory Board in accordance with the law.

### **Article 37. Composition of the Supervisory Board**

1. The number of members of the Company's Supervisory Board shall range from three (03) to five (05). The term of office of each Supervisory Board member shall be five (05) years and may be renewed for an unlimited number of terms.

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

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

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

- a) No longer meeting the standards and conditions for being a Supervisory Board member as specified in Clause 2 of this Article;
- b) Submits a resignation that is accepted;
- c) Other cases as provided by law or this Charter.

4. Members of the Supervisory Board shall be removed from office in the following cases:

- a) Failing to fulfill assigned duties or tasks;
- b) Failing to exercise his/her rights and obligations for six (06) consecutive

months, except in cases of force majeure;

- c) Committing serious or repeated violations of the duties of a Supervisory Board member as prescribed by the Law on Enterprises and this Charter;
- d) Other cases as resolved by the General Meeting of Shareholders.

### **Article 38. Head of the Supervisory Board**

1. The Head of the Supervisory Board shall be elected by the Supervisory Board from among its members; the election, dismissal, and removal shall follow the majority principle. More than half of the Supervisory Board members must reside in Vietnam. The Head of the Supervisory Board must hold at least a university degree in one of the following fields: economics, finance, accounting, auditing, law, business administration, or a discipline related to the business activities of the Company.

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

- a) To convene meetings of the Supervisory Board;
- b) To request the Board of Directors, the General Director, and other executives to provide relevant information for reporting to the Supervisory Board;
- c) To prepare and sign the Supervisory Board's report after consulting with the Board of Directors for submission to the General Meeting of Shareholders.

### **Article 39. Rights and Obligations of the Supervisory Board**

The Supervisory Board shall have the rights and duties as prescribed in Article 170 of the Law on Enterprises, as well as the following:

- 1. To propose and recommend to the General Meeting of Shareholders the approval of an approved independent audit organization to audit the Company's financial statements; to decide on the audit firm assigned to review Company activities; and to dismiss approved auditors when deemed necessary.
- 2. To be accountable to the shareholders for its supervisory activities.
- 3. To monitor the financial status of the Company and the legality of the activities of the members of the Board of Directors, the General Director, and other managers.
- 4. To ensure coordination between the Supervisory Board, the Board of Directors, the General Director, and shareholders.
- 5. If any violations of the law or the Company Charter by members of the Board of Directors, the General Director, or other executives are discovered, the Supervisory Board must notify the Board of Directors in writing within forty-eight (48) hours, requesting the violator to cease the violation and propose corrective measures.
- 6. To develop the Supervisory Board's Rules of Operation and submit them to the General Meeting of Shareholders for approval.

7. To report at the General Meeting of Shareholders in accordance with the Law on Enterprises and Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020, issued by the Government guiding the implementation of certain provisions of the Law on Securities.

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

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

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

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

1. The Supervisory Board shall meet at least twice a year, with at least two-thirds (2/3) of its members present. The meeting minutes must be recorded in detail and clearly. The minute-taker and the members attending the meeting must sign the meeting minutes. All minutes of Supervisory Board meetings must be retained to determine the responsibility of each member.

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

#### **Article 41. Salaries, Remuneration, Bonuses, and Other Benefits of Supervisory Board Members**

Salaries, remuneration, bonuses, and other benefits of members of the Supervisory Board shall be carried out in accordance with the following provisions:

1. Members of the Supervisory Board shall be entitled to salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall determine the total annual salaries, remuneration, bonuses, other benefits, and 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 consultancy services. The total remuneration and such expenses shall not exceed the Supervisory Board's annual operating budget approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

3. Salaries and operating expenses of the Supervisory Board shall be included in the Company's business expenses in accordance with the laws on corporate income tax and other relevant legal regulations, and shall be itemized as a separate category in the Company's annual financial statements.

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

Members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives shall be responsible for performing their duties—including duties as members of committees under the Board of Directors—with honesty, diligence, and in the best interests of the Company.

**Article 42. Duty of Honesty and Avoidance of Conflicts of Interest**

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

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

3. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other managers must provide written notice to the Board of Directors and the Supervisory Board of transactions between the Company, its subsidiaries, or other companies controlled by the public company holding more than 50% of charter capital and themselves or their related persons, in accordance with the law. For transactions requiring approval from the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about the resolutions in accordance with securities regulations on information disclosure.

4. A member of the Board of Directors must not vote on any transaction that brings personal benefit to themselves or their related persons, as prescribed in the Law on Enterprises and this Charter.

5. Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and their related persons must not use or disclose inside information to other parties for 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, or their related persons shall not be invalid if:

a) For transactions with a value less than or equal to 20% of the total assets recorded in the most recent financial statements, the key contents of the contract or transaction and the relationships and interests of the involved Board members, Supervisory Board members, the General Director, or other executives have been reported to the Board of Directors and approved by a majority vote of the disinterested members of the Board of Directors;

b) For transactions exceeding 20% of total assets or resulting in a cumulative transaction value within 12 months from the first transaction

exceeding 20% of total assets recorded in the most recent financial statements, the key contents of the transaction and the relationships and interests involved have been disclosed to shareholders and approved by the General Meeting of Shareholders through votes of disinterested shareholders.

#### **Article 43. Liability for Damages and Indemnification**

1. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives who breach their duty of honesty and diligence, or fail to fulfill their responsibilities with due care and professional competence, shall be liable for any damages caused by their violations.

2. The Company shall indemnify any person who is, was, or may become a party to any claim, lawsuit, or legal proceeding (including civil or administrative proceedings, but excluding lawsuits initiated by the Company) if that person is or was a member of the Board of Directors, a member of the Supervisory Board, the General Director, another executive, an employee, or an authorized representative of the Company—or was acting at the request of the Company in such a capacity—provided that the person acted honestly, prudently, and diligently for the benefit or without conflict with the interests of the Company, in compliance with the law, and there is no evidence indicating a breach of their duties.

3. When performing functions, duties, or work authorized by the Company, members of the Board of Directors, members of the Supervisory Board, other executives, employees, or authorized representatives of the Company shall be indemnified by the Company if they become a party to any claim, lawsuit, or legal proceeding (excluding lawsuits initiated by the Company) under the following conditions:

a) They acted honestly, prudently, and diligently in the interests of and without conflict with the interests of the Company;

b) They complied with the law and there is no evidence indicating a failure to fulfill their responsibilities.

4. Indemnification expenses include incurred costs (including attorney's fees), judgment amounts, fines, and amounts actually or reasonably paid in connection with the settlement of such proceedings within the bounds of the law. The Company may purchase insurance for these individuals to cover the indemnification liabilities mentioned above.

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

#### **Article 44. Right to Inspect Books and Records**

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

a) Ordinary shareholders have the right to review, inspect, and extract information regarding names and contact addresses in the list of shareholders

with voting rights; request correction of any incorrect personal information; review, inspect, extract, or copy the Company's Charter, minutes of General Meetings of Shareholders, and resolutions of the General Meeting of Shareholders;

b) A shareholder or group of shareholders holding 5% or more of the total ordinary shares has the right to review, inspect, and extract the minutes and resolutions or decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts, transactions requiring approval by the Board of Directors, and other documents, except those involving the Company's trade secrets or business secrets.

2. In case the authorized representative of a shareholder or group of shareholders requests to inspect the books and records, they must present a power of attorney from the shareholder(s) they represent or a notarized copy thereof.

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

4. The Company must retain this Charter and any amendments and supplements, the Enterprise Registration Certificate, internal regulations, documents evidencing asset ownership, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of the General Meeting of Shareholders and Board of Directors meetings, reports of the Board of Directors, reports of the Supervisory Board, annual financial statements, accounting records, and other documents as prescribed by law at the head office or another location, provided that shareholders and the Business Registration Authority are notified of the storage location.

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

## **CHAPTER XII EMPLOYEES AND TRADE UNION**

### **Article 45. Employees and Trade Union**

1. The General Director must prepare plans for the Board of Directors to approve matters related to the recruitment, dismissal, salaries, social insurance, benefits, rewards, and disciplinary actions for employees and executives of the Company.

2. The General Director must prepare plans for the Board of Directors to approve matters relating to the Company's relationship with trade union organizations in accordance with the best management standards, practices, and policies, as well as the practices and policies stipulated in this Charter, the Company's internal regulations, and applicable laws.

## **CHAPTER XIII**

### **DISTRIBUTION OF PROFITS**

#### **Article 46. Distribution of Profits**

1. The General Meeting of Shareholders shall decide the annual dividend payout rate and the form of dividend payment from the Company's retained earnings. The distribution of annual post-tax profits shall be made in the following order:

a) Profit sharing with affiliated capital-contributing parties in accordance with signed economic contracts (if any).

b) Offset losses from previous years that are no longer eligible to be deducted from pre-tax profits as prescribed.

c) Appropriation of up to 30% to the enterprise development investment fund.

d) Appropriation to the reward and welfare funds for employees of the enterprise, and the bonus fund for business managers in accordance with the Government's regulations on labor, salaries, remuneration, and bonuses applicable to companies with dominant State capital or shareholding.

e) The remaining profit shall be fully distributed in cash or shares to shareholders and capital-contributing members. Dividend distribution in the form of shares shall only be applied and implemented when the Company is carrying out Group A projects that have been approved by competent authorities.

2. The Company shall not pay interest on dividend payments or other amounts related to any type of share.

3. The Board of Directors may propose that the General Meeting of Shareholders approve the payment of all or part of the dividend in the form of shares, and the Board of Directors shall be responsible for implementing this resolution.

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

5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall adopt a resolution specifying a record date to finalize the list of shareholders. Based on that date, those registered as shareholders or holders of other securities shall be entitled to receive dividends in cash or shares and receive notices or other documents.

6. Other matters related to profit distribution shall be implemented in accordance with the provisions of the law.

## **CHAPTER XIV**

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

#### **Article 47. Bank Accounts**

1. The Company shall open accounts at Vietnamese banks or at foreign banks legally 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 applicable laws.

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

#### **Article 48. Fiscal Year**

The fiscal year of the Company shall begin on January 1st and end on December 31st of each calendar year. The first fiscal year shall commence on the date the Enterprise Registration Certificate is issued and end on the December 31st immediately following the issuance date of the Enterprise Registration Certificate.

#### **Article 49. Accounting Regime**

1. The accounting regime applied by the Company shall be the Vietnamese Accounting Standards (VAS), the enterprise accounting regime, or a specific accounting regime approved by the competent authority.

2. The Company shall maintain accounting books in Vietnamese and retain accounting records in accordance with the Law on Accounting and relevant legal regulations. These records must be accurate, up-to-date, systematic, and sufficient to prove and explain the Company's transactions.

3. The Company shall use Vietnamese Dong as the currency unit in accounting. If the Company mainly conducts business transactions in a specific foreign currency, it may elect to use that foreign currency as the accounting currency, taking full responsibility for the selection in accordance with the law and notifying the local tax authority.

## **CHAPTER XV**

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

#### **Article 50. Annual, Semi-Annual, and Quarterly Financial Statements**

1. The Company must prepare annual financial statements, which must be audited in accordance with the law. The Company shall disclose its audited annual financial statements in accordance with regulations on information

disclosure in the securities market and submit them to the competent state authorities.

2. The annual financial statements must include all reports, appendices, and explanatory notes as required by laws on enterprise accounting. These statements must truthfully and objectively reflect the operational status of the Company.

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

#### **Article 51. Annual Report**

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

### **CHAPTER XVI COMPANY AUDIT**

#### **Article 52. Audit**

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

2. The independent auditing firm shall examine, verify, prepare, and submit the audit report to the Board of Directors within two (02) months from the end of the fiscal year.

3. A copy of the audit report shall be attached to the Company's annual financial statements.

4. The independent auditor responsible for auditing the Company's financial statements may attend the General Meeting of Shareholders and shall be entitled to receive notices and other relevant information provided to shareholders and to express opinions at the meeting on matters related to the auditing of the Company's financial statements.

### **CHAPTER XVII THE COMPANY'S SEAL**

#### **Article 53. Company's Seal**

1. The seal may be a physical seal made by an engraving facility or a digital signature in accordance with the law on electronic transactions.

2. The Board of Directors shall decide on the type, quantity, form, and

contents of the Company's seal and the seals of its branches and representative offices (if any).

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

## **CHAPTER XVIII DISSOLUTION OF THE COMPANY**

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

1. A company may be dissolved in the following cases:

a) Dissolution pursuant to a resolution or decision of the General Meeting of Shareholders;

b) Revocation of the Enterprise Registration Certificate, except as otherwise provided by the Law on Tax Administration;

c) Other cases as prescribed by law.

2. Early dissolution of the Company (including cases where the duration has been extended) shall be decided by the General Meeting of Shareholders and carried out by the Board of Directors. Such dissolution decision must be notified or approved by the competent authorities in accordance with the law.

### **Article 55. Extension of Operating Term**

1. The Board of Directors shall convene a General Meeting of Shareholders at least seven (07) months before the expiration of the Company's operating term to allow shareholders to vote on the extension of the Company's operation upon the recommendation of the Board of Directors.

2. The operating term shall be extended when the resolution is approved by 65% or more of the total voting shares held by shareholders present in person or by authorized representatives at the General Meeting of Shareholders.

### **Article 56. Liquidation**

1. At least six (06) months before the expiration of the Company's operating term or after the Company is resolved to be dissolved, the Board of Directors must establish a Liquidation Committee consisting of three (03) members. Two (02) members shall be appointed by the General Meeting of Shareholders and one (01) member shall be appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its own rules of operation. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All expenses related to liquidation shall be given priority for payment before other debts of the Company.

2. The Liquidation Committee must notify the Business Registration Office of its establishment date and commencement of activities. From that point on, the Committee shall represent the Company in all matters relating to liquidation

before courts and administrative agencies.

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

- a) Liquidation expenses;
- b) Outstanding salaries, severance allowances, social insurance contributions, and other employee benefits under the collective labor agreement and signed labor contracts;
- c) Outstanding taxes;
- d) Other liabilities of the Company;
- e) The remaining balance, after all payments under points (a) to (d) of this clause have been made, shall be distributed to the shareholders. Preference shares shall be paid first.

## **CHAPTER XIX INTERNAL DISPUTE RESOLUTION**

### **Article 57. Settlement of Internal Disputes**

1. In case of disputes or complaints arising in connection with the Company's operations or the rights and obligations of shareholders as prescribed by the Law on Enterprises, other relevant laws, the Company's Charter, and regulations, between:

- a) A shareholder and the Company;
- b) A shareholder and the Board of Directors, the Supervisory Board, the General Director, or other executives. The parties concerned shall endeavor to resolve such dispute through negotiation and mediation. Unless the dispute involves the Board of Directors or the Chairman of the Board, the Chairman shall preside over the dispute resolution process and request each party to present relevant information within 30 working days from the date the dispute arises. If the dispute involves the Board of Directors or the Chairman, any party may appoint an independent expert to act as a mediator for the resolution process.

2. If no mediation decision is reached within six (06) weeks from the start of the mediation process, or if the mediator's decision is not accepted by the parties, any party may refer the dispute to a Court for resolution.

3. Each party shall bear its own costs related to the negotiation and mediation process. The allocation of such costs shall be determined by the Court's decision.

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

### **Article 58. Company Charter**

1. Any amendment or supplementation of this Charter must be considered and decided by the General Meeting of Shareholders.

2. In cases where the laws relating to the Company's operations are not mentioned in this Charter, or in cases where the provisions of applicable laws differ from those stated in this Charter, the provisions of such laws shall automatically apply and govern the operations of the Company.

## **CHAPTER XXI EFFECTIVE DATE**

### **Article 59. Effective Date**

1. This Charter, consisting of 21 chapters and 59 articles, was unanimously approved by the General Meeting of Shareholders of Bim Son Cement Joint Stock Company on June 20, 2025, at the Company's headquarters. The full text of this Charter shall take effect immediately upon approval by the General Meeting of Shareholders.

2. This Charter is made in ten (10) copies of equal legal validity and shall be kept at the Company's head office.

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

4. Any copies or extracts of this Charter shall only be valid if signed by the Chairman of the Board of Directors or by at least one half (1/2) of the total members of the Board of Directors.

**THE LEGAL REPRESENTATIVE  
OF THE COMPANY  
ACTING GENERAL DIRECTOR**

