

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

**CHARTER**  
**ON THE ORGANIZATION AND OPERATION**  
**OF BIM SON CEMENT JOINT STOCK COMPANY**  
(15th Amendment and Supplement)

**Bim Son, June 2026**

## INTRODUCTION

This Charter (15th issuance) was adopted pursuant to Resolution No. ....NQ-ĐHĐCĐ of the General Meeting of Shareholders dated June 18, 2026.

### CHAPTER I DEFINITION OF TERMS IN THE CHARTER

#### Article 1. Interpretation of Terms

In this Charter, the following terms are defined 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 that entitles the holder to vote on matters within the authority of the General Meeting of Shareholders;

c) "Law on Enterprises" means the Law on Enterprises No. 59/2020/QH14, as amended and supplemented by Law No. 03/2022/QH15 and Law No. 76/2025/QH15;

d) "Law on Securities" means the Law on Securities No. 54/2019/QH14, as amended and supplemented by Law No. 56/2024/QH15;

đ) "Vietnam" refers to the Socialist Republic of Vietnam;

e) "Date of establishment" means the date on which the Company is issued its first 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 and 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 stipulated 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;

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 shall include any amendments or substitute documents thereof.

3. The headings (chapters, sections, and articles of this Charter) are provided for the convenience of understanding and shall not affect the content of this Charter.

## **CHAPTER II**

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

#### **Article 2. Name, Legal Form, Head Office, Branches, Representative Offices, Business Locations, and Duration of Operation of the Company**

1. Name of the Company:

Company name in Vietnamese: Cong ty Co phan Xi mang Bim Son

Company name in foreign language: BIMSON CEMENT JOINT STOCK COMPANY

Abbreviated Company Name: BCC

2. Form of Establishment:

The company was established through the transformation 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 person status in accordance with the current laws of Vietnam.

3. Registered Office of the Company:

- Head office address: Esidential Group No. 7, Bim Son Ward, Thanh Hoa Province.

- Phone: 0237.3824242; Fax: 0237.3824046

- E-mail: Contact@ximangbimson.com.vn ;

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

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

a) Branch: Branch of Bim Son Cement Joint Stock Company – Sales Enterprise: Residential Group No. 14, Bim Son Ward, Thanh Hoa Province.

b) Branch: Bim Son Cement Joint Stock Company - Quang Tri Branch: Nam Dong Ha Industrial Zone, Nam Dong Ha Ward, Quang Tri Province.

5. Unless the Company is dissolved prior to the expiry date in accordance with Clause 2, Article 54 of this Charter, the Company's term of operation shall commence from the date of establishment and 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 duties of the legal representative:

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

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

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

- To remain loyal to the interests of the Company; not to use information, secrets, or business opportunities of the Company; 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 stipulated 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, BUSINESS SCOPE, AND OPERATIONS OF THE COMPANY**

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

1. Lines of business of the Company

No.	Business activity	Business code
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	Wholesale of solid, liquid and gaseous fuels and related products	4671
6	Production of cement, clinker, various construction materials, and cement additives; mineral processing for cement manufacturing	3290
7	Wholesale of construction materials and other installation equipment	4673
8	Road freight transport	4933
9	Repair and maintenance of automobiles and other motor vehicles	9531
10	Preparation of investment projects, technology transfer; consultancy on bidding for construction projects and equipment procurement; Supervision of electrical, mechanical, and geological construction works	7110
11	Mining of stone, sand, gravel, and clay	0810
12	Restaurant, dining, and beverage services	5610
13	Residential building construction	4101
14	Non-residential building construction	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 items	2592
19	Hotel and similar accommodation services	5510
20	Production of ready-mixed concrete and precast concrete components	2395
21	Business management consultancy and other management consultancy activities	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 from non-renewable energy sources	3511
32	Electricity generation from renewable energy sources	3512

2. The operational objective of the Company is to conduct profitable business; ensure the interests of shareholders and employees; preserve and grow the 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 activities in the lines of business specified in this Charter, which have been registered, and for which changes have been notified to the Business Registration Authority and published 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 of adoption of this Charter, 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. Shares not subscribed for by shareholders shall be disposed of at the discretion of

the Board of Directors. The Board of Directors may allocate such shares to shareholders or other individuals, provided that the 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 stipulated in this Charter and in accordance with applicable laws.

7. The Company may issue other types of securities upon approval by the General Meeting of Shareholders and in accordance with the provisions of law.

#### **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 certificate is a type of security that certifies the legal rights and interests of its holder in a portion of the share capital of the issuing organization. A share certificate must include all the details as stipulated in Clause 1, Article 121 of the Law on Enterprises.

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

4. In case a 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 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 associated benefits such as the right to receive dividends, the right to receive bonus shares issued from equity, the right to purchase newly offered shares, and other rights as prescribed by law.

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

1. In the event that a shareholder fails to fully and punctually pay the amount

due for the purchase of shares, the Board of Directors shall issue a notice and has the right to require that shareholder to pay the outstanding amount. The shareholder shall be liable, in proportion to the total par value of the shares registered for purchase, for any financial obligations of the Company arising from the non-payment.

2. The payment notice must specify a new payment deadline (at least seven (07) days from the date the notice is sent), the place of payment, and clearly state that if payment is not made as required, the unpaid shares will 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 requirements in the aforementioned notice are not fulfilled.

4. Redeemed shares shall be considered 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 registered for purchase, 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 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 General Meetings of Shareholders, and to exercise the right to vote directly or through an authorized representative or by other means as prescribed by the company's Charter and the law. Each ordinary share shall carry one vote;

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

c) To have pre-emptive rights to purchase new 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 provisions;

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 preferred shares, the rights and obligations attached to such preferred shares must be approved by the General Meeting of Shareholders and fully disclosed to the shareholders;

k) To access full periodic and ad hoc information disclosed by the Company in accordance with legal regulations;

l) To have their lawful rights and interests protected; to propose the suspension or cancellation of resolutions or decisions of the General Meeting of Shareholders or the Board of Directors as prescribed by the Law on Enterprises;

m) 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 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 relating to the Company's trade secrets and business secrets;

c) To request the Supervisory Board to examine specific matters relating to

the management and operation of the Company when deemed necessary. The request must be made in writing and include the following details: full name, contact address, nationality, and legal identification number of the individual shareholder; for institutional shareholders: name, enterprise code or legal document number, and registered office address; number of shares and time of share registration of each shareholder; total number of shares held by the group and their ownership percentage in the Company; the matter to be examined and the purpose of the examination;

d) To propose matters to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company no later than three (03) working days prior to the opening date of the meeting. It must clearly state the name of the shareholder, the number and type of shares held, and the proposed matters for inclusion;

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

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

a) Ordinary shareholders forming a group to nominate candidates to the Board of Directors and the Supervisory Board must notify the group formation to the attending shareholders 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 specified in this clause shall have the right to nominate one or more candidates to those bodies as determined by the General Meeting of Shareholders. If the number of candidates nominated by the shareholder or group of shareholders is fewer than the number they are entitled to nominate under the resolution of the General Meeting of Shareholders, 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 committed to purchase.

2. Not to withdraw the contributed capital in the form of ordinary shares from the Company in any manner, except where the shares are repurchased by the Company or another person. In the event a shareholder unlawfully withdraws part or all of their contributed share capital, that shareholder and any related beneficiary within the Company shall be jointly liable for the Company's debts and other property obligations to the extent of the value of the withdrawn shares and for any resulting damages.

3. To comply with the Charter and internal management 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 maintain confidentiality of information provided by the Company in accordance with the Company's Charter and the law; to use such information solely for the purpose of exercising and protecting their lawful rights and interests; and not to disseminate, copy, or send such 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 directly 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 carry out any of the following acts:

a) Violating the law;

b) Conducting business or other transactions for self-interest or to benefit another organization or individual;

c) Making payments for undue debts in anticipation of financial risks to the Company.

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

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

1. The General Meeting of Shareholders, consisting of all shareholders with voting rights, is the highest decision-making body of the Company. The Annual General Meeting of Shareholders shall be held once every year 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 decide to extend the time for holding the Annual General Meeting of Shareholders when necessary, but the extension must 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 venue of the General Meeting of Shareholders is deemed to be the location where the chairperson attends the meeting and must be within the territory of Viet Nam.

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, particularly the approval of the audited annual financial statements. In cases where the audit report of the Company's annual financial statements contains material exceptions, adverse opinions, or disclaimers, the Company must invite a representative of the approved auditing firm that conducted the audit to attend the Annual General Meeting of Shareholders, and such representative shall be responsible for attending the meeting.

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) At the request of a shareholder or group of shareholders as stipulated in Clause 2, Article 115 of the Law on Enterprises. The request to convene the General Meeting of Shareholders must be made in writing, clearly stating the reasons and purposes of the meeting, and must bear the signatures of all relevant shareholders or be made in multiple copies with the signatures of all relevant shareholders compiled;
- d) At the request of the Supervisory Board;
- đ) In 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 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 number prescribed in Point b, Clause 3 of this Article, or upon receiving a request as stated 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 stipulated in Point a of this Clause, then within the next thirty (30) days, the Supervisory Board must convene the meeting in place of the Board of Directors in accordance with Clause 3, Article 140 of the Law on Enterprises;

c) If the Supervisory Board does not convene the meeting as required in Point b of this Clause, the shareholder or group of shareholders as mentioned in Point c, Clause 3 of this Article has the right to request the legal representative of the Company to convene the General Meeting of Shareholders in accordance with the Law on Enterprises.

In such case, the shareholder or group of shareholders convening the meeting may request the Business Registration Authority to supervise the procedures for convening, conducting the meeting, and making resolutions. All expenses incurred in convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. These expenses do not include personal costs incurred by shareholders 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 Obligations of the General Meeting of Shareholders**

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

- a) To approve the development orientation of the Company;

b) To decide on the types of shares and the total number of each type of shares authorized for offering; to decide on 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 or sale of assets valued at 35% or more of the total asset value recorded in the most recent financial statement of the Company;

đ) To decide on 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 the total number of issued shares of each type;

h) To review and handle 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 decide on 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; and the operational regulations of the Board of Directors and the Supervisory Board;

m) To approve the list of approved audit firms; to decide on the approved audit firm to audit the Company's operations; to dismiss an approved auditor when deemed necessary;

n) Other rights and obligations as prescribed by law.

2. The General Meeting of Shareholders shall discuss and approve the following matters:

a) The Company's annual business plan;

b) The audited annual financial statements;

c) The report of the Board of Directors on corporate governance and the performance of the Board of Directors and each of its members; independent members of the Board of Directors are responsible for reporting at the annual General Meeting of Shareholders in accordance with Article 284 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of certain provisions of the Law on Securities;

d) The report of the Supervisory Board on the Company's business performance and the performance of the Board of Directors and the General Director (CEO);

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

e) The dividend rate for each type of share;

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

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

i) 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 approved auditing firms; deciding on the auditing firm to be appointed to audit the Company when deemed necessary;

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

m) The types and number of new shares to be issued for each type of share and the transfer of shares by founding shareholders within the first 3 years from the date of establishment;

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

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

p) Decisions on investment or sale of assets with a value of 35% or more of the Company's total assets as recorded in the latest financial statements;

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

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

s) To approve transactions as prescribed in Clause 84, Article 1 of Decree No. 245/2025/ND-CP dated September 11, 2025 of the Government amending and supplementing a number of articles of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;

t) Approval of 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 the Company's Charter.

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

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

1. Shareholders and authorized representatives of institutional shareholders may attend the General Meeting of Shareholders (GMS) in person or authorize one or more individuals or organizations to attend on their behalf, or attend the meeting through one of the methods prescribed in Clause 3, Article 144 of the Law on Enterprises.

2. The authorization for an individual or organization to attend the GMS under 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 being authorized, the content and scope of authorization, the duration of the authorization, and the signatures of both the authorizing party and the authorized party.

The authorized person must submit the written authorization 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 not previously registered with the Company).

3. The voting ballot of an authorized person attending the GMS within the scope of the authorization remains valid even in the following cases, unless:

- a) The authorizing person has died, become legally incapacitated, or lost civil capacity;
- b) The authorizing person has revoked the authorization;
- c) The authorizing person has revoked the authority of the authorized person.

This clause does not apply if the Company receives notice of any of the above events before the opening of the GMS or before the rescheduled meeting is convened.

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

1. Changes to or cancellation of special rights attached to a class of preferred shares shall only take effect if approved by shareholders representing at least 65% of the total voting shares of all shareholders attending the meeting. A resolution of the General Meeting of Shareholders that adversely affects the rights and obligations of holders of a particular class of preferred shares shall only be approved if it is agreed upon by shareholders of that same class of preferred shares attending the meeting who hold at least 75% of the total issued shares of that class, or if approved in writing by shareholders holding at least 75% of the total issued shares of that class of preferred shares.

2. A meeting of shareholders holding a class of preferred shares to vote on changes to the rights mentioned above shall only be valid if attended by at least two shareholders (or their authorized representatives) holding at least one-third of the par value of the issued shares of that class. If this quorum is not met, the meeting shall be reconvened within the following 30 days, and any shareholders of that class who attend, either in person or by proxy (regardless of the number of attendees or shares held), shall be considered to have met the quorum requirement.

At such meetings of preferred shareholders, those present may request a secret ballot. Each share of the same class shall carry equal voting rights at the meeting.

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

4. Unless otherwise stipulated in the terms of the share issuance, special rights attached to preferred shares concerning all or part of the Company's profit or

asset distribution shall not be altered by the issuance of additional shares of the same class.

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

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

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

a) Prepare the list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting must be made no more than 10 days prior to the date of sending the meeting invitation. The company must disclose information about the preparation of this list at least 20 days prior to the record date;

b) Prepare the agenda and contents of the meeting;

c) Prepare meeting documents;

d) Draft the resolutions of the General Meeting of Shareholders based on the expected meeting contents;

đ) Determine the time and venue of the meeting;

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

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

3. Notice of the General Meeting of Shareholders

The notice of the General Meeting of Shareholders shall be sent to all shareholders by a method that ensures it reaches the shareholders' registered contact address. At the same time, the notice must be published on the Company's website and disclosed to 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 meeting invitation to all shareholders in the list of shareholders entitled to attend the meeting no later than 21 days prior to the date of the meeting (calculated from the date the notice is duly sent or delivered). The meeting agenda and documents relating to matters to be voted on at the meeting shall be sent to the shareholders and/or published on the Company's website. If such documents are not enclosed with the meeting notice, the notice must clearly state the link (URL) to the full set of meeting documents for shareholders to access, including:

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

b) The list and detailed information of candidates in the event of electing members of the Board of Directors or members of the Supervisory Board;

c) Voting ballots;

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

4. Shareholders or groups of shareholders as stipulated in Clause 2, Article

12 of these Charter have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be made in writing and sent to the Company no later than 03 working days before the opening date of the meeting. The proposal must clearly state the name of the shareholder, the number and type of shares held by the shareholder, and the proposed issue to be included in the meeting agenda.

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

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

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

c) The proposed issue is not within the authority of the General Meeting of Shareholders to decide;

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

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

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

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

2. In case the first meeting does not satisfy the conditions stipulated in Clause 1 of this Article, a second meeting invitation shall be sent within 30 days from the intended date of the first meeting. The second General Meeting of Shareholders may be conducted when the attending shareholders represent at least 33% of the total voting shares.

3. In case the second meeting does not satisfy the conditions stipulated in Clause 2 of this Article, a third meeting invitation must 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 attending shareholders.

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

1. Prior to the opening of the meeting, the Company must carry out shareholder registration procedures and must continue registering until all eligible shareholders attending the meeting have completed registration, following the sequence below:

a) Upon registration, the Company shall issue to each shareholder or authorized representative entitled to vote a number of voting cards, indicating the

registration number, full name of the shareholder, full name of the authorized representative, and the number of votes for each issue on the meeting agenda. Voting shall be conducted by casting votes in favor, against, or abstaining. At the meeting, the votes in favor of a resolution shall be collected first, followed by the votes against; then the total number of votes in favor and against shall be counted to determine the outcome. The vote counting results shall be announced by the Chairperson prior to the closing of the meeting. The General Meeting shall elect individuals responsible for vote counting or supervising the vote counting, based on the Chairperson's proposal. The number of members in the Vote Counting Committee shall be decided by the General Meeting of Shareholders based on the Chairperson's recommendation.

b) Shareholders, authorized representatives of institutional shareholders, or authorized individuals arriving after the meeting has commenced shall have the right to register immediately upon arrival and thereafter shall have the right to participate in and vote at the meeting from the time of registration. The Chairperson is not obliged to pause the meeting to allow latecomers to register, and the validity of resolutions already voted on prior to their arrival remains unchanged.

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 act as chairperson. In case the Chairperson is absent or temporarily incapacitated, the remaining members of the Board shall elect one among themselves to act as chairperson of the meeting by majority vote. If no chairperson can 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 person receiving the highest number of votes shall act as chairperson of the meeting;

b) Except as provided in point a of this Clause, the person signing the notice to convene the General Meeting of Shareholders shall preside over the meeting to allow the General Meeting to elect a chairperson, and the person receiving the highest number of votes shall become the chairperson of the meeting;

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

d) The General Meeting of Shareholders shall elect one or more persons to the vote counting committee based on the chairperson's proposal.

3. The agenda and content 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 included in the meeting content.

4. The chairperson of the meeting has 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 will of the majority of attendees.

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

b) Ensure the safety of all attendees at the meeting venue;

c) Facilitate shareholders' participation (or continued participation) in the meeting. The convener of the General Meeting of Shareholders has full authority to amend the aforementioned measures and to implement any other necessary measures. These measures may include issuing entry passes or adopting other appropriate forms of access control.

5. The General Meeting of Shareholders shall discuss and vote on each matter on the agenda. Voting shall be conducted in the form of approval, disapproval, or no opinion. The vote counting results shall be announced by the chairperson immediately before the closing of the meeting.

6. Shareholders or authorized representatives arriving after the opening of the meeting may still register and have the right to vote immediately after registration; in such cases, the validity of decisions made prior to their arrival remains unchanged.

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

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

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

8. The chairperson has the right to postpone a General Meeting of Shareholders that has sufficient registered attendees for a maximum of 3 working days from the intended opening date of the meeting, and may only postpone or change the meeting venue in the following cases:

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

b) The communication facilities at the venue do not ensure that shareholders can attend, discuss, and vote;

c) An attendee disrupts or causes disorder, posing a risk that the meeting cannot proceed fairly and lawfully.

9. If the chairperson postpones or suspends the General Meeting of Shareholders in contravention of Clause 8 of this Article, the meeting shall elect another person from among the attendees to replace the chairperson and preside over the meeting until it concludes; all resolutions passed at such a meeting shall remain valid.

10. In the event that the Company adopts modern technology to organize the General Meeting of Shareholders via online meeting, the Company shall be responsible for ensuring that shareholders can attend and vote by electronic voting or other electronic means in accordance with Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/ND-CP dated December 31, 2020, of the Government providing detailed regulations for the implementation of certain

provisions of the Law on Securities.

**Article 21. Conditions for the Resolutions of the General Meeting of Shareholders to Be Passed**

1. A resolution on the following matters shall be passed if it is approved by shareholders representing 65% or more of the total voting shares of all shareholders attending and voting at the meeting, except as 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) Changes to the Company's business lines and sectors;
- c) Changes to the organizational structure of the Company's management;
- d) Investment projects or sale of assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial statements;
- đ) Reorganization or dissolution of the Company.

2. Resolutions shall be passed if approved by shareholders holding more than 50% of the total voting shares of all shareholders attending and voting at the meeting, except as provided in Clauses 1, 3, 4, and 6 of Article 148 of the Law on Enterprises.

3. Resolutions of the General Meeting of Shareholders passed with 100% of the total voting shares are lawful and effective even if the procedures for convening the meeting and adopting the resolution violate the provisions of the Law on Enterprises or the Company's Charter.

**Article 22. Authority and Procedure for Collecting Shareholders' Written Opinions to Pass Resolutions of the General Meeting of Shareholders**

The authority and procedure for collecting shareholders' written opinions to pass resolutions of the General Meeting of Shareholders shall be carried out as follows:

1. The Board of Directors has the authority to collect shareholders' written opinions to pass resolutions of the General Meeting of Shareholders when deemed necessary for the benefit of the Company, except as stipulated 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 documents regarding the draft resolution. The Board of Directors must ensure that the materials are sent and disclosed to shareholders within a reasonable time for consideration and voting, and no later than ten (10) days prior to the deadline for receiving the opinion forms. The requirements and method of sending the opinion forms and accompanying documents shall comply with Clause 3, Article 18 of this Charter.

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

- a) Name, head office address, and company identification number;
- b) Purpose of collecting opinions;
- c) Full name, contact address, nationality, and identification document number for shareholders who are individuals; for organizational shareholders, the name, enterprise code or establishment decision number, and head office address;

or, in the case of a representative of an organizational shareholder, the representative's full name, contact address, nationality, and identification document number; the number of shares of each class and the number of voting rights held by each shareholder;

d) The matters for which opinions are being collected for decision-making purposes;

e) Voting options for each matter, including "agree," "disagree," and "no opinion";

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

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

4. Shareholders may return the completed written opinion form to the Company by mail, fax, or email under the following conditions:

a) If sent by mail, the completed form must be signed by the individual shareholder, the authorized representative, or the legal representative of the organizational shareholder. The form must be enclosed in a sealed envelope and no one is allowed to open it before the vote-counting;

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 deadline stated in the form, or those that have been opened (in the case of mailed forms) or disclosed (in the case of fax or email) before the vote-counting, shall be deemed invalid. Forms not returned are considered as abstaining from voting.

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

a) Name, head office address, and enterprise registration number;

b) Purpose and matters for which written opinions were collected for the adoption of a resolution;

c) Number of shareholders and total voting rights participating in the vote, distinguishing between valid and invalid votes and the methods by which votes were submitted, with an appendix listing the shareholders who participated in the vote;

d) Total number of votes in favor, against, and abstentions for each matter;

đ) Matters that were approved and the corresponding approval ratios;

e) Full names and signatures of the Chairperson of the Board of Directors, the vote counter(s), and the vote supervisor(s).

Members of the Board of Directors, the vote counter(s), and the vote supervisor(s) shall be jointly responsible for the truthfulness and accuracy of the vote-counting minutes; and jointly liable for any damages arising from resolutions passed based on dishonest or inaccurate vote counting.

6. The vote-counting minutes and the resolution must be sent to shareholders within 15 days from the date the vote counting is completed. The sending of these documents may be replaced by publishing them on the Company's website within 24 hours from the conclusion of the vote counting.

7. The completed written opinion forms, the vote-counting minutes, the resolutions passed, and related documents sent along with the written opinion forms must be retained at the Company's head office.

8. A resolution adopted by the method of collecting written opinions shall be deemed valid if it is approved by shareholders representing at least 51% of the total number of voting shares and shall have the same validity as a resolution adopted at the General Meeting of Shareholders.

### **Article 23. Resolutions and Meeting 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 stored in another electronic format. The minutes must be prepared in Vietnamese and may also be made in English, and must contain the following principal contents:

- a) Name, head office address, and company registration number;
- b) Time and venue of the General Meeting of Shareholders;
- c) Meeting agenda and contents;
- d) Full names of the chairperson and secretary;
- đ) Summary of the meeting proceedings and the opinions expressed at the General Meeting of Shareholders on each issue in the agenda;
- e) Number of shareholders and total voting rights of attending shareholders, with an appendix listing registered shareholders and shareholder representatives attending the meeting, including their corresponding number of shares and votes;
- g) Total number of votes for each matter put to vote, clearly indicating the voting method, number of valid and invalid votes, votes in favor, against, and abstentions, and the corresponding percentages of total votes of shareholders attending the meeting;
- h) The matters approved and the respective voting ratios;
- i) Full names and signatures of the chairperson and the secretary. In case the chairperson and/or the secretary refuse to sign the meeting minutes, the minutes shall still be valid if signed by all other attending members of the Board of Directors and if they fully comply with the content requirements stipulated in this clause. The minutes must clearly state the refusal of the chairperson and/or the secretary to sign.

2. The minutes of the General Meeting of Shareholders must be completed and approved before the meeting concludes. The chairperson and the secretary of the meeting, or any other person signing the minutes, shall be jointly responsible for the truthfulness and accuracy of the content of the minutes.

3. The minutes prepared in both Vietnamese and English shall have equal

legal validity. In the event of any discrepancy between the Vietnamese and English versions, the Vietnamese version shall prevail.

4. The resolution, the minutes of the General Meeting of Shareholders, the appendix listing registered shareholders with their signatures, powers of attorney for meeting attendance, all documents attached to the minutes (if any), and related materials enclosed with the meeting invitation must be disclosed in accordance with the laws on information disclosure in the securities market and must be retained 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, the meeting minutes of the General Meeting of Shareholders, or the minutes of the vote-counting results of the shareholders' written opinion collection, a shareholder or a group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises shall have the right to request a Court or Arbitration body to review and annul the resolution or part of the resolution of the General Meeting of Shareholders in the following cases:

1. The convening procedures or decision-making process of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises or the Company's Charter, except for the case specified 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 of Members of the Board of Directors**

1. In cases where candidates for the Board of Directors have been identified, the Company must disclose information related to the candidates at least 10 days prior to the opening date of the General Meeting of Shareholders on the Company's website, so that shareholders can review the candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding 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 members of the Board of Directors. The information related to the candidates for the Board of Directors to be disclosed includes:

- a) Full name, date, month, year of birth;
- b) Professional qualification;
- c) Work experience;
- d) Other management positions (including Board of Directors' positions at other companies);
- đ) Interests related to the Company and its related parties;

e) Other information (if any) as required by the Company's Charter;

g) The Company is responsible for disclosing information regarding the companies in which the candidate is currently holding a position as a member of the Board of Directors, other management positions, and any interests related to the candidate's associated companies (if any).

2. Shareholders or groups of shareholders holding 10% or more of the total number of ordinary shares have the right to pool their voting rights to nominate candidates for the Board of Directors. Specifically, 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. In the event that the number of candidates for the Board of Directors, through nomination and self-nomination, 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 nominations in accordance with the company's Charter, the Internal Corporate Governance Regulations, and the Board of Directors' Operational Regulations. The introduction 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 of Directors, in accordance with legal regulations.

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 Office 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 of a member of the Board of Directors is five (05) years and members may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Company's Board of Directors for no more than two (02) consecutive terms. In the event that all members of the Board of Directors concurrently end their terms of office, such members shall continue to serve as members of the Board until new members are elected and assume their duties.

3. The composition of the Board of Directors shall be as follows:

a) The structure of the Company's Board of Directors must ensure that at least one-third (1/3) of the total number of Board 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) Number of Independent Members of the Board of Directors:

At least 01 independent member where the Company has from 03 to 05 members on the Board of Directors.

At least 02 independent members where the Company has from 06 to 07 members on the Board of Directors.

4. A member of the Board of Directors shall cease to hold office in the event of dismissal, removal, or replacement by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.

5. The appointment of members of the Board of Directors must be disclosed in accordance with the laws 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 qualifications and conditions for becoming 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 management body of the Company, vested with full authority to act on behalf of the Company to decide and exercise the rights and obligations of the Company, except for those rights and obligations falling within the authority of the General Meeting of Shareholders.

2. The rights and duties of the Board of Directors are stipulated by law, the Company's Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following 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 number of shares authorized for sale of each type; and to decide on raising additional capital through other forms;

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

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

e) To decide on investment plans and investment projects within its authority and limits prescribed 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 equal to or greater than 35% of the total asset value recorded in the latest financial statement of the Company, except for contracts and transactions falling under the authority of the General Meeting of Shareholders as prescribed at 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 their salaries, remuneration, bonuses, and other benefits; to appoint authorized representatives to participate in the Members' Council or the General Meeting of Shareholders of other companies, and to decide on their remuneration and other benefits. To supervise and direct the General Director, Deputy General Directors, and Chief Accountant in the daily management of the Company's business operations;

k) To approve the policies for the General Director to decide on recruitment, signing and termination of labor contracts, or appointment, dismissal, reward, discipline, salary, and allowances for the positions of Department/Division Heads and equivalent positions;

l) To decide on the organizational structure, internal management regulations of the Company, and the establishment of subsidiaries, branches, representative offices, as well as capital contribution to or share purchase in other enterprises;

m) To approve the agenda, contents, and documents for the General Meeting of Shareholders, to convene the General Meeting of Shareholders, or to collect shareholders' opinions for the purpose of passing resolutions.

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

o) Propose the dividend payment rate; decide on the timing and procedures for dividend distribution or handling of business losses incurred during operations;

p) Propose the reorganization, dissolution of the Company; request the bankruptcy of the Company;

q) Decide on the issuance of the Board of Directors' Operational Regulations, the Company's Internal Governance Regulations after approval by the General Meeting of Shareholders; decide on the issuance of the Company's Information Disclosure Regulations;

r) Approve contracts, agreements, or commitments with a term of over one year (excluding contracts related to investment and construction projects that have been agreed upon/approved by competent authorities; contracts for the sale of goods or services under state monopoly management; contracts and transactions under the authority of the General Meeting of Shareholders as stipulated in Clause 2 Article 138, Clauses 1 and 3 Article 167 of the Law on Enterprises);

s) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other relevant laws, and the Company's Charter.

3. The Board of Directors shall report to the General Meeting of Shareholders on the results of its operations in accordance with Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities, and Clause 82, Article 1 of Decree No. 245/2025/ND-CP dated September 11, 2025 of the Government amending and supplementing a number of articles of Decree No.

155/2020/ND-CP.

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

1. The company has the right to pay remuneration, salaries, and bonuses to members of the Board of Directors based on business results and performance.

2. Members of the Board of Directors are entitled to work-related remuneration and bonuses. Work-related remuneration is calculated based on the number of working days required to fulfill the responsibilities of a Board member and the daily remuneration rate. The Board of Directors shall estimate the remuneration for each member based on the principle of consensus. The total remuneration and bonuses of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

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

4. A member of the Board of Directors who holds an executive position, works on committees of the Board of Directors, or performs other tasks that the Board of Directors deems to be beyond the ordinary duties of a Board member, may be paid additional remuneration in the form of a lump-sum payment, salary, commission, profit share, or other forms as decided by the Board of Directors.

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

6. Members of the Board of Directors may be covered by liability insurance purchased by the Company upon approval by the General Meeting of Shareholders. This insurance shall not cover liabilities arising from the member's violation of laws and 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;

đ) 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 case the Chairman 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 receipt of the resignation letter or the date of dismissal or removal.

5. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize another member in writing to exercise the rights and duties of the Chairman. If no authorization is made, or if the Chairman dies, goes missing, is temporarily detained, is serving a prison sentence, is restricted or deprived of civil act capacity, has cognitive or behavioral difficulties, or is prohibited by the Court from holding a position, practicing a profession, or performing certain work, the remaining members shall elect one among them to act as the Chairman of the Board of Directors based on the principle of majority approval of the remaining members, 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 Board of Directors of the new term within seven (07) working days from the date the election of the Board of Directors for that term concludes. This meeting shall be convened and chaired by the member who received the highest number or highest percentage of votes. In the event that there are multiple members with the highest and equal number or percentage of votes, the members shall elect one (01) among them by majority vote to convene and chair the meeting of the Board of Directors.

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

3. The Chairperson of the Board of Directors must convene a meeting of the Board without undue delay and without unjustified refusal upon receiving a written request specifying the purpose of the meeting and the matters to be discussed from any of the following parties:

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 cases (if any).

4. The Chairperson of the Board of Directors must convene a meeting of the Board within seven (07) working days from the date of receipt of a request as specified in Clause 3 of this Article. If the Chairperson fails to convene the meeting as requested, they shall be held responsible for any damage caused to the Company; in such case, the requesting parties specified in Clause 3 of this Article shall have the right to convene the meeting of the Board of Directors themselves.

5. In the event of a request from the independent auditing firm conducting the audit of the Company's financial statements, the Chairperson of the Board of Directors must convene a meeting of the Board to discuss the audit report and the Company's situation.

6. The Chairperson of the Board of Directors or the person convening the meeting must send a notice of invitation no later than three (03) working days before the meeting date. The notice must clearly specify the time and venue of the meeting, the agenda, and the matters to be discussed and decided upon. The meeting invitation must be accompanied by the documents to be used at the meeting and the voting ballot for the members.

The meeting notice may be sent via written invitation, telephone, fax, electronic means, or other methods, ensuring delivery to the registered contact address of each member of the Board of Directors at the Company.

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

Members of the Supervisory Board have the right to attend meetings of the Board of Directors; they may participate in discussions but do not have voting rights.

8. A meeting of the Board of Directors shall be conducted when at least three-fourths (3/4) of the total members are present. If the meeting convened under this provision does not meet the required quorum, a second meeting may be convened within seven (07) days from the scheduled date of the first meeting. In this case, the meeting may proceed if more than half of the members of the Board of Directors are present.

9. A member of the Board of Directors shall be deemed to have attended and voted at a meeting in the following cases:

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

10. In the case of sending a ballot to the meeting by mail, the ballot must be enclosed in a sealed envelope and delivered to the Chairperson of the Board of

Directors no later than one (01) hour before the opening of the meeting. The ballots shall only be opened in the presence of all attendees.

11. Members must fully attend the meetings of the Board of Directors. A member may authorize another person to attend and vote on their behalf if approved by the majority of the Board members.

12. Resolutions and decisions of the Board of Directors shall be adopted if approved by the majority of the members attending and voting; in the event of a tie, the final decision shall belong to the side with which the Chairperson of the Board of Directors voted.

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

1. The Board of Directors may establish subordinate committees to be in charge of development policy, human resources, remuneration, internal audit, and risk management. The number of committee members shall be determined by the Board of Directors, with at least three (03) members, including members of the Board of Directors and external members. Independent members of the Board of Directors should constitute the majority of the committee, and one of these independent members shall be appointed as the Chairperson of the committee by decision of the Board of Directors. The activities of the committees must comply with the regulations of the Board of Directors. A committee's resolution shall only be effective if it is approved by the majority of members attending and voting at the committee meeting.

2. The implementation of decisions made by the Board of Directors, by its subordinate committees, or by individuals acting in their capacity as committee members must comply with the applicable laws, the company's Charter, and the company's internal corporate governance regulations.

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

1. The Board of Directors must appoint at least one (01) person as the Corporate Governance Officer to assist in ensuring effective corporate governance operations. The term of the Corporate Governance Officer shall be determined by the Board of Directors, with a maximum term of five (05) years. The Corporate Governance Officer may concurrently hold the position of 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 dismiss the Corporate Governance Officer when necessary, provided that it does not violate the applicable labor laws. The Board of Directors may also appoint an Assistant to the Corporate Governance Officer from time to time.

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

- a) Advise the Board of Directors on the organization of the General Meeting of Shareholders in accordance with regulations and on matters related to the Company and shareholders;
- b) Prepare meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders as requested 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 minutes of meetings of the Board of Directors, and other information to members of the Board of Directors and members of the Supervisory Board;
- g) Monitor and report to the Board of Directors on the Company's information disclosure activities;
- h) Act as the liaison with parties having related interests;
- i) Maintain confidentiality of information in accordance with the law and the Company's Charter;
- k) Perform other rights and 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. Company Executives**

1. Company executives include the Chief Executive Officer (CEO), Deputy Chief Executive Officers (Deputy CEOs), and the Chief Accountant.

2. At the request of the CEO and with the approval of the Board of Directors, the Company may recruit additional executives in numbers and qualifications

appropriate to the Company's organizational structure and management regulations as stipulated by the Board of Directors. Company executives must diligently fulfill their responsibilities to support the Company in achieving its operational and organizational objectives.

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

4. Executives' salaries shall be accounted for as business expenses of the Company in accordance with the regulations on corporate income tax law, 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.

5. The term of appointment for the General Director shall not exceed 5 years and must align with the term of the Board of Directors. The term of appointment for the Deputy General Directors and the Chief Accountant of the Company is 5 years; these positions may be reappointed for an unlimited number of terms. The terms of positions not under the appointment authority of the Board of Directors shall comply with the Company's management regulations.

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

1. The Board of Directors shall appoint one (01) member of the Board or enter into a contract to hire another person as the General Director; and decide on 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, presented as a separate item in the annual financial statements, and included in the Company's annual report.

2. The General Director shall manage the Company's day-to-day business operations; be subject to the supervision of the Board of Directors; and be responsible to the Board of Directors and before the law for the exercise of the assigned rights and obligations.

3. The term of office 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 obligations:

a) To 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) To organize the implementation of resolutions and decisions of the Board of Directors;

c) To organize the implementation of the business plan and investment projects of the Company as approved by the Board of Directors and the General Meeting of Shareholders;

d) To propose the organizational structure plan; functions and duties of departments; and the Company's internal management regulations;

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

e) To decide on salaries and other benefits for employees of the Company, including managers under the General Director's appointment authority;  
 g) To recruit employees;

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

i) To propose to the Board of Directors decisions on the appointment, dismissal, removal, commendation, and discipline; as well as the salary levels and other benefits for Deputy General Directors and the Chief Accountant;

k) To propose to the Board of Directors the approval of the Company's labor and salary plans;

l) To decide on purchase, sale, loan, lending contracts and other contracts valued at less than 35% of the Company's total asset value recorded in the most recent audited financial statement, except for contracts and transactions falling 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) To assign tasks to Deputy General Directors and the Chief Accountant;

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

o) To submit to the Board of Directors, annually, a detailed business plan for the next financial year based on budget requirements and the five-year financial plan;

p) To propose plans for dividend distribution or for handling business losses.

q) Other decisions and obligations in accordance with the law, this Charter, the Company's internal regulations, resolutions of the Board of Directors, and the labor contract signed with the Company.

4. 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.

5. The Board of Directors may dismiss the General Director when the majority of its voting members attending the meeting agree, and appoint a new General Director as 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 accordance with the provisions of Clauses 1 and 2, Article 25 of this Charter.

2. In case the number of candidates for the Supervisory Board through nomination and candidacy is insufficient, the incumbent Supervisory Board may nominate additional candidates or organize nominations in accordance with the

mechanisms stipulated in the company's Charter, the internal corporate governance regulations, and the Supervisory Board's operational regulations. The nomination of additional candidates by the incumbent Supervisory Board must be clearly disclosed prior to the General Meeting of Shareholders voting to elect members of the Supervisory Board, in accordance with legal regulations.

### **Article 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 for a member of the Supervisory Board shall be five (05) years and re-election for an unlimited number of terms is permitted.

2. Members of the Supervisory Board must meet the criteria and conditions stipulated in Article 169 of the Law on Enterprises, the Company's Charter, and must not fall into the following categories:

- a) Persons working in the accounting or finance department of the Company;
- b) Persons who are members or employees of an independent auditing firm that has audited the Company's financial statements within the last three (03) consecutive years.

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

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

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

- a) Failure to fulfill assigned duties and tasks;
- b) Failure to exercise their rights and obligations for six (06) consecutive months, except in cases of force majeure;
- c) Serious or repeated violations of the duties of a Supervisory Board member as prescribed by the Law on Enterprises and the Company's 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 be conducted based on the majority rule. The Supervisory Board must have more than half of its members residing permanently in Vietnam. The Head of the Supervisory Board must hold a university degree or higher in one of the fields of economics, finance, accounting, auditing, law, business administration, or a field related to the company's business activities.

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

- a) Convene meetings of the Supervisory Board;
- b) Request the Board of Directors, the General Director, and other executives

to provide relevant information for reporting to the Supervisory Board;

c) 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 obligations stipulated in Article 170 of the Law on Enterprises and the following rights and obligations:

1. Propose and recommend that the General Meeting of Shareholders approve an independent auditing organization to audit the Company's financial statements; decide on an approved auditing organization to inspect the Company's operations; dismiss an approved auditor when deemed necessary.

2. Be responsible to the shareholders for its supervisory activities.

3. Supervise the Company's financial status and the legality of the activities of members of the Board of Directors, the General Director, and other managers.

4. Ensure coordination between the Supervisory Board, the Board of Directors, the General Director, and the shareholders.

5. In the event of detecting any violation of the law or the Company's Charter by a member of the Board of Directors, the General Director, or other managers, the Supervisory Board must notify the Board of Directors in writing within forty-eight (48) hours, request the violator to cease the violation, and propose solutions to remedy the consequences.

6. Develop the Supervisory Board's Rules of Operation and submit them to the General Meeting of Shareholders for approval.

7. Report to 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, of the Government, which details the implementation of a number of provisions of the Law on Securities.

8. Have the right to access the Company's records and documents stored at the head office, branches, and other locations; and have the right to visit the workplaces of the Company's managers and employees during working hours.

9. Have the right to request the Board of Directors, its members, the General Director, and other managers to fully, accurately, and promptly provide information and documents related to the management, administration, and business operations of the Company.

10. Exercise other rights and perform other obligations as prescribed by law and this Charter.

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

1. The Supervisory Board must meet at least twice a year, with attendance of no less than two-thirds of its members. Detailed and clear minutes of the meetings must be prepared. The minute-taker and all attending members of the Supervisory Board must sign the meeting minutes. All meeting minutes of the Supervisory Board must be preserved to determine the responsibilities 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 organization to attend the meeting and answer any 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 implemented in accordance with the following provisions:

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

2. Members of the Supervisory Board are entitled to reimbursement for reasonable expenses relating to meals, accommodation, travel, and the use of independent consulting services. The total amount of such remuneration and expenses must not exceed the annual operating budget of the Supervisory Board 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 regulations on corporate income tax and other relevant legal provisions, and must be recorded as a separate item 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 their duties as members of committees under the Board of Directors, honestly and prudently for the benefit 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 provisions of 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 persons related to these members may only use information obtained through their positions to serve the interests of the Company.

3. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other managers have the obligation to notify the Board of Directors and the Supervisory Board in writing 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 as prescribed by law. For transactions subject to approval by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information on such resolutions in accordance with securities laws on information disclosure.

4. Members of the Board of Directors must not vote on transactions that bring benefits to themselves or their related persons, as prescribed by the Law on Enterprises and the Company's 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 others for the purpose of conducting related transactions.

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

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

b) For transactions valued at more than 20% of the total assets, or transactions resulting in a cumulative transaction value within 12 months from the date of the first transaction reaching or exceeding 20% of the total assets recorded in the latest financial statements, the key contents of the transaction, as well as the relationships and interests of the members of the Board of Directors, members of the Supervisory Board, the General Director, or other executives, have been disclosed to shareholders and approved by the General Meeting of Shareholders by a vote of shareholders who do not have related interests.

7. The General Director must not be a related person of enterprise managers, Supervisors of the Company and its parent company, State capital representatives, or representatives of an enterprise's capital at the Company and its parent company, in accordance with Point d, Clause 46, Article 4 of the Law on Securities.

#### **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 duties of honesty and prudence, or fail to perform their obligations with due diligence and professional competence, shall be held liable for any damages caused by their violations.

2. The Company shall indemnify individuals who have been, are, or may become parties to claims, lawsuits, or prosecutions (including civil and administrative cases, but excluding cases initiated by the Company itself) if such individuals are or were members of the Board of Directors, members of the Supervisory Board, the General Director, other executives, employees, or authorized

representatives of the Company, or were acting at the Company's request as members of the Board of Directors, executives, employees, or authorized representatives of the Company, provided that they acted honestly, prudently, and diligently for the benefit of, or at least not opposed to the interests of, the Company, in compliance with the law, and there is no evidence proving that they breached their duties.

3. When performing functions, duties, or carrying out 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 when they become involved in claims, lawsuits, or prosecutions (except for cases initiated by the Company itself), under the following conditions:

a) They acted honestly, prudently, and diligently for the benefit of and without conflict of interest with the Company;

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

4. Indemnification expenses include incurred costs (including attorney fees), judgment costs, fines, and amounts actually or reasonably payable in connection with the resolution of such matters within the limits permitted by law. The Company may also purchase insurance for these individuals to cover the aforementioned indemnification liabilities.

## **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, specifically as follows:

a) Ordinary shareholders have the right to review, inspect, and extract information regarding names and contact addresses from the list of shareholders entitled to vote; request corrections to any inaccurate personal information; review, inspect, extract, or copy the company's Charter, minutes of General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

b) Shareholders or groups of shareholders holding 5% or more of the total number of ordinary shares have 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 subject to approval by the Board of Directors, and other documents, except those relating to the company's trade secrets and business secrets.

2. In case a representative authorized by a shareholder or group of shareholders requests to inspect the books and records, such request must be accompanied by a power of attorney from the shareholder or group of shareholders represented or a notarized copy of such power of attorney.

3. Members of the Board of Directors, members of the Supervisory Board,

the General Director, and other executives have the right to inspect the Company's shareholder register, the list of shareholders, and other books and records of the Company for purposes related to their positions, provided that such information must be kept confidential.

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

5. This Charter must be published on the Company's electronic information portal.

## **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 on the level and form of annual dividend payment from the Company's retained earnings. The annual after-tax profit distribution plan shall be implemented in the following order:

a) Distribution of profits to capital-contributing members in accordance with business cooperation contracts (if any).

b) Offset of losses from previous years that have expired for deduction against pre-tax profits in accordance with the Law on Corporate Income Tax (if any).

c) Allocation of up to 50% to the Company's development investment fund in cases where the demand for use of the development investment fund, as

determined in the development strategy or the business plan for the following year already issued, is equal to or greater than 50% of after-tax profits. Where such demand is less than 50% of after-tax profits, the Company shall allocate in accordance with the actual demand for development investment capital.

d) Allocation of no more than three (03) months' salary to the reward and welfare funds for expenditures on commendation and welfare activities for employees, direct representatives of the owner, Supervisors, the General Director and other managerial positions in accordance with the Company's Charter. The establishment of reward and welfare funds shall comply with Government regulations, and the monthly salary used as the basis for such allocation shall be determined based on the total actual salary fund of the preceding year divided by twelve (12) months.

e) The remaining profit and dividends shall be distributed in cash in proportion to shareholding ratios. Dividend payment in shares and the use of after-tax profits distributed in proportion to shareholding ratios shall be implemented in accordance with Government regulations.

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

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

4. In cases where dividends or other amounts related to a class of shares are paid in cash, the Company must make the payment in Vietnamese Dong. The payment may be made directly or through banks based on the bank account details provided by the shareholders. If the Company has transferred the payment in accordance with the bank details provided by the shareholder and the shareholder does not receive the money, the Company shall not be held responsible for the amount already transferred to that shareholder. The payment of dividends for shares listed or registered for trading on the Stock Exchange may be carried out through securities companies 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 pass a resolution to determine a specific date for finalizing the list of shareholders. Based on this date, persons registered as shareholders or holders of other securities shall be entitled to receive dividends in cash or shares, as well as notices or other documents.

6. Other matters related to profit distribution shall be carried out 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 banks in Vietnam or at foreign banks that are authorized to operate in Vietnam.

2. With prior approval from the competent authority, and when necessary, the Company may open bank accounts abroad in accordance with the provisions of law.

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

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

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

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

1. The Company shall apply the Vietnamese Accounting Standards (VAS), the enterprise accounting regime, or any specific accounting regime approved and issued by a competent authority.

2. The Company shall maintain accounting books in the Vietnamese language and preserve accounting records in accordance with the laws on accounting and relevant legal provisions. These records must be accurate, up-to-date, systematic, and sufficient to substantiate and explain the Company's transactions.

3. The Company shall use the Vietnamese Dong as the accounting currency unit. In cases where the Company primarily conducts transactions in a foreign currency, it may select that foreign currency as its accounting currency, must take legal responsibility for such selection, and must notify the direct tax authority accordingly.

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

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

1. The Company must prepare an annual financial statement, and the annual financial statement must be audited in accordance with the provisions of law. The Company must disclose the audited annual financial statement in accordance with the legal regulations on information disclosure in the securities market and submit it to the competent state authority.

2. The annual financial statement must include all reports, appendices, and explanatory notes as prescribed by the laws on corporate accounting. The annual financial statement must truthfully and objectively reflect the Company's operational status.

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

**Article 51. Annual Report**

The Company must prepare and disclose the Annual Report in accordance with the provisions of 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 these firms to audit the Company's financial statements for the following fiscal year based on terms and conditions agreed upon with the Board of Directors. The Company must prepare and send 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 the audit report, and submit it 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 auditing the Company's financial statements is entitled to attend the General Meeting of Shareholders, receive notices and other information related to the meeting that shareholders are entitled to receive, and express opinions at the meeting on matters related to the audit of the Company's financial statements.

**CHAPTER XVII  
COMPANY SEAL****Article 53. Company Seal**

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

2. The Board of Directors shall decide on the type, quantity, form, and content of the Company's seal, as well as 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 applicable laws.

**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. The early dissolution of the Company (including any extended term) shall be decided by the General Meeting of Shareholders and executed by the Board of Directors. This dissolution decision must be notified to or approved by the competent authority in accordance with the law.

#### **Article 55. Extension of the Company's Term of Operation**

1. The Board of Directors shall convene a meeting of the General Meeting of Shareholders at least seven (07) months prior to the expiration of the Company's term of operation to enable shareholders to vote on the extension of the Company's term, based on the proposal of the Board of Directors.

2. The term of operation shall be extended if it is approved by 65% or more of the total voting rights of shareholders entitled to vote who are present either in person or through authorized representatives at the General Meeting of Shareholders.

#### **Article 56. Liquidation**

1. At least six (06) months prior to the expiration of the Company's term of operation, or following a decision on the dissolution of the Company, 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 operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All costs related to the liquidation process shall be given priority for payment by the Company ahead of its other debts.

2. The Liquidation Committee is responsible for reporting to the Business Registration Authority the date of its establishment and the date it commences operations. From that point onward, the Liquidation Committee shall act on behalf of the Company in all matters related to the Company's liquidation before the Court and administrative authorities.

3. Proceeds from the liquidation shall be distributed 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) Tax liabilities;

d) Other debts of the Company;

e) The remaining balance, after the full payment of items (a) through (d) of this Clause, shall be distributed among the shareholders. Preferred shares shall be

paid first.

## **CHAPTER XIX INTERNAL DISPUTE RESOLUTION**

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

1. In the event of any dispute or complaint arising in connection with the Company's operations, or with the rights and obligations of shareholders as stipulated by the Law on Enterprises, other applicable 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 involved shall attempt to resolve the dispute through negotiation and mediation. Except where the dispute involves the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board shall preside over the dispute resolution process and request each party to present relevant information regarding the dispute within 30 working days from the date the dispute arises. In cases where the dispute involves the Board of Directors or the Chairman of the Board of Directors, any party may appoint an independent expert to act as a mediator during the dispute resolution process.

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

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

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

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

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

2. In cases where there are legal provisions related to the Company's operations that are not mentioned in this Charter, or where new legal provisions differ from the terms of this Charter, such legal provisions 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 18, 2026, at Bim Son Cement Joint Stock Company. The full text of this Charter shall take effect immediately upon approval by the General Meeting of Shareholders.

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

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

4. Copies or extracts of the Company's Charter shall be valid only when signed by the Chairman of the Board of Directors or by at least one half (1/2) of the total number of members of the Board of Directors.

**LEGAL REPRESENTATIVE  
GENERAL DIRECTOR**



**Nguyen Sy Cuong**

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