

*DRAFT:*



**CHARTER**  
**BINH DUONG MINERAL AND**  
**CONSTRUCTION JOINT STOCK**  
**COMPANY**

*Binh Duong, April....., 2025*

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## INTRODUCTION

This Charter is ratified pursuant to Resolution No...../2025/NQ-DHDCD dated April 25, 2025 at the 2025 Annual General Meeting of Shareholders.

### I.DEFINITION OF TERMS IN THE CHARTER

#### Article 1. Definitions

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

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

b. *"Voting capital"* is the share capital whereby the owner has the right to vote on matters within the competence of the General Meeting of Shareholders;

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

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

e. *"Civil Code"* is the Civil Code No. 91/2015/QH13 passed by the National Assembly on November 24, 2015;

f. *"Decree No. 155"* is Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of certain articles of the Securities Law;

g. *"Vietnam"* is the Socialist Republic of Vietnam;

h. *"Date of establishment"* is the date the Company was first issued a Certificate of Business Registration (Certificate of Business Registration and equivalent documents);

i. *"Company's Executive Officers"* are the General Director, Deputy General Director, Chief Accountant and other executive officers as decided by the Board of Directors based on the recommendation of the General Director;

j. *"Company's Managers"* are Managers include the President of the Board of Directors, members of the Board of Directors, General Director and other individuals holding management positions as prescribed in the Company's Charter;

k. *"Person in charge of corporate governance"* is the person with responsibilities and authorities as prescribed in Article 33 of this Charter;

l. *"Affiliated persons/Related Person"* are individuals or organizations related to each other in the following cases:

- The Company and internal persons of the Company;
- The Company and organizations or individuals owning more than 10% of the Company's voting shares;
- An organization or individual that, in relation to another organization or individual, directly or indirectly controls or is controlled by, or is under common control with, that

organization or individual;

- An individual and that individual's biological parents, adoptive parents, parents-in-law, spouse, biological children, adopted children, children-in-law, siblings, siblings-in-law;

- A contractual relationship in which one organization or individual represents another organization or individual;

- Other organizations or individuals who are affiliated persons as prescribed by the Law on Enterprises;

m. *"Internal persons"* are those who hold important positions in the Company's management and administration apparatus, including: the Chairman of the Board of Directors, members of the Board of Directors, legal representatives, General Director, Deputy General Director, Chief Financial Officer, Chief Accountant and equivalent management positions elected by the General Meeting of Shareholders or appointed by the Board of Directors; members of the Internal Audit Committee; company secretary, person in charge of corporate governance, person authorized to disclose information;

n. *"Non-executive Director"* is a member of the Board of Directors who is not an Executive Officer of the company as stipulated in this Charter;

o. *"Independent members of the Board of Directors"* refers to members of the Board of Directors as defined in Article 26 of this Charter.

p. *"Shareholders"* are individuals or organizations owning at least one share of the Joint Stock Company;

q. *"Major shareholders"* are shareholders as stipulated in Clause 18, Article 4 of the Law on Securities;

r. *"Operating Period"* is the company's operating duration as stipulated in Article 2 of this Charter and any extension period (if any) approved by a resolution of the General Meeting of Shareholders;

s. *"Stock Exchanges"* include Vietnam Exchange (VNX) and its subsidiary companies;

t. *"Committees of the Board of Directors"* are the committee(s) directly under the Board of Directors, established and operated by the Board of Directors according to Article 32 of this Charter;

u. *"Audit Committee"* is a specialized body under the Board of Directors, established and operated in accordance with this Charter, the law, and decisions of the Board of Directors;

v. *"Company"* is Binh Duong Mineral and Construction Joint Stock Company.

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

3. The headings (chapters, articles of this Charter) are used for ease of understanding and do not affect the content of this Charter.

4. Words or terms defined in the Law on Enterprises (if not conflicting with the subject or context) will have the same meaning in this Charter.

## **II. NAME, TYPE OF BUSINESS, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, OPERATING PERIOD AND LEGAL REPRESENTATIVE OF THE COMPANY**

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

#### **1. Name of the Company**

- Vietnamese name: Công ty Cổ phần Khoáng sản và Xây dựng Bình Dương.
- English name: Binh Duong Mineral and Construction Joint Stock Company.
- Abbreviated Name: BIMICO

2. The Company is a legal entity established as a joint stock company in accordance with the current laws of Vietnam. During its operation, the Company must comply with and adhere to the legal regulations and the contents stated in this Charter.

The Company is an independent legal entity, not responsible for the debts or other liabilities of shareholders unless there is a clear agreement and in accordance with the law. The company operates on the principle of independent economics, in accordance with the current charter, law, and Business Registration Certificate. Accordingly, the responsibility of any shareholder (if any) to a Third Party is understood as a personal transaction or agreement between the respective shareholder without joint liability or processing obligations of the Company. Shareholders, in this case, not violating the provisions of the Law on Enterprises and current law, are entitled to use their contributed capital within the total charter capital of the Company to address any arising issues related to their responsibility to the aforementioned Third Party.

#### **3. Headquarters:**

- Address: No. 8 Nguyen Thi Minh Khai, Group 9, Hoa Lan 1 Quarter, Thuan Giao Ward, Thuan An City, Binh Duong Province.

- Telephone: 0274 3822602 Fax: 0274 3823922

- E-mail: [info@bimico.com.vn](mailto:info@bimico.com.vn) Website: [www.bimico.com.vn](http://www.bimico.com.vn)

4. The Company may establish branches and representative offices to pursue its targets in accordance with decisions of the Board of Directors and the law.

5. Unless terminated prematurely under Clause 2, Article 53 or extended under Article 54 of this Charter, the Company's term of operation commences from the date of its establishment until a decision for termination is made by the General Meeting of Shareholders or termination occurs in accordance with legal regulations.

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

1. The Company has 02 (two) Legal Representatives. The Chairman of the Board and the General Director are the Legal Representatives of the Company.

2. In cases where, due to operational needs, the Company requires more than 01 legal representative, the Board of Directors shall appoint additional legal representative(s) (besides the Chairman of the Board) and register them with the state management agency as prescribed by law. The scope of representation for each Legal Representative, in cases where the Company has more than 01 Legal Representative, shall be proposed by the Board of Directors, approved by the General Meeting of Shareholders, and amendments and supplements regarding the rights and obligations of the Legal Representative(s) shall be made in the Charter.

3. The rights and obligations of the Legal Representative shall be exercised in accordance with the provisions of the Civil Code, the Law on Enterprises, and other relevant legal regulations.

a. The Legal Representative of the Company is the person that, on behalf of the company, exercises and performs the rights and obligations derived from the company's transactions, acts as the plaintiff, defendant or person with relevant interests and duties before in court, arbitration, and other rights and obligations prescribed by law.

b. Perform assigned duties and exercise rights honestly, prudently, and to the best of their ability to ensure the legitimate interests of the Company.

c. Be loyal to the interests of the Company; refrain from abusing their position, title, and using the Company's information, secrets, business opportunities, or other assets for personal gain or to serve the interests of other organizations or individuals.

d. Promptly, fully, and accurately notify the Company about any enterprises in which they or their affiliated persons hold ownership or have shares or capital contributions, as stipulated by the Law on Enterprises and the Law on Securities.

e. Other rights, obligations, and responsibilities as stipulated by the Civil Code, the Law on Enterprises, and other relevant legal regulations.

4. In necessary cases, the Legal Representative may authorize another individual to perform one or several tasks within their authority as the Legal Representative.

5. The Legal Representative of the Company shall be personally liable for any damages to the Company resulting from violations of the responsibilities specified in Clause 3 of this Article.

### **III.TARGETS, SCOPE OF BUSINESS AND OPERATION OF THE COMPANY**

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

1. The Company's business lines:

a. Exploration, exploitation, and processing of minerals;

b. Construction of transportation works; construction of civil works;

c. Installation of other building systems (Electrical, mechanical mining);



d. Production and trading of construction materials;

e. Groundwater exploitation; Well drilling construction; Purified drinking water production;

f. Road transport business; Waterway transport business; Inland waterway port business; Cargo handling. Does not conduct any business activities related to:

- Services for establishing, operating, maintaining, and repairing maritime signaling, water areas, waterways, public waterways, and maritime routes; survey services for water areas, waterways, public waterways, and maritime routes for the purpose of publishing Maritime Notices; Survey, construction, and publishing services for nautical charts of water areas, seaports, waterways, and maritime routes; construction and publishing of maritime safety documents and publications.

- Maritime safety regulation services in water areas, waterways, and public waterways; electronic maritime information services.

g. Environmental treatment (not operating at the headquarters location);

h. Drainage and wastewater treatment

Details: Wastewater treatment (Only allowed to process after fully completing procedures related to land, construction, fire prevention and fighting, and environmental protection)

i. Real estate business; investment in the construction of technical infrastructure for industrial parks; investment in tourism areas (implemented according to planning), (does not conduct any business activities related to: "Investment in infrastructure construction, cemeteries, burial grounds for the transfer of land use rights associated with infrastructure");

j. Consulting, brokerage, real estate auction, land use rights auction

Details: Real estate Services (real estate brokerage; real estate valuation; real estate trading floors; real estate consulting; real estate auction; real estate management; real estate exploitation)

k. Environmental consulting;

l. Renting out boarding houses, rooms;

m. Repair of machinery and equipment (excluding processing, coating, and metal plating);

n. Cultivation and production of agricultural food products;

o. Planting forestry trees; Planting agricultural trees.

2. Objectives of the Company:

a. Carry out business activities and Services of the company to maximize the potential profits of the Company, ensuring the benefits of the shareholders.

- b. Improve working conditions, increase income and living standards of employees in the Company.
- c. Contribute to the State budget as prescribed by law.

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

1. The Company is permitted to plan and conduct all business activities according to the Company's business lines that have been announced on the National Business Registration Portal and this Charter, in accordance with current legal regulations, and implement appropriate measures to achieve the Company's objectives. In the event that the Company engages in conditionally invested business lines, the Company must satisfy the business conditions as prescribed by the Law on Investment and relevant specialized laws.

2. The Company may conduct business activities in other industries and professions that are not prohibited by law and are approved by the General Meeting of Shareholders.

#### **IV. Charter capital, Shares, Founding Shareholders**

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

1. The Company's Charter capital is the Charter capital stated on the Business Registration Certificate issued by the competent authority. Each share has a par value of 10,000 VND; the number of shares of the Company shall be equal to the Charter capital divided by the par value of one share.

2. The Company's Charter capital may be changed if approved by the GMS and conformable with regulations of law.

3. The Company's Shares on the date of approval of this Charter include common shares and preference shares (if any). The rights and obligations of shareholders holding each type of share are specified in Article 13 and Article 14 of this Charter.

4. The Company may issue other preference shares after it is approved by the GMS and it is conformable with regulations of law.

5. Common shares must be offered preferentially to existing shareholders in proportion to their common share ownership in the Company, unless otherwise decided by the GMS; shares not fully subscribed by shareholders shall be decided by the Company's Board of Directors. The Board of Directors may distribute such shares to shareholders and others on terms no less favorable than those offered to existing shareholders, unless otherwise approved by the GMS.

6. The Company may repurchase its own shares following the methods specified in this Charter and applicable laws.

7. The Company may issues other types of shares as prescribed by law.

##### **Article 7. Share certificates**

1. Unless shares are deposited at the Vietnam Securities Depository (or an equivalent unit as prescribed by law from time to time), the Company's shareholders shall be issued share certificates corresponding to the number and type of shares held.

2. Shares are securities certifying the lawful rights and interests of the holder to a portion of the Company's Charter capital. Unless the shares are deposited at the Vietnam Securities Depository (or an equivalent unit as prescribed by law from time to time), the shares must contain the following information:

- a. Name, enterprise code, and head office address of the Company;
- b. No. of Shares and Share type;
- c. Par value per share and total par value of shares stated on the Share certificates;
- d. Full name, contact address, nationality, and legal document No. of the individual for individual shareholders; name, enterprise code or No. of legal documents of the organization, and head office address for institutional shareholders;
- e. Signature of the Legal Representative of the Company;
- f. No. registered in the Company's share register and the date of issuance of the shares;
- g. Content relating to preference Shares;
- h. Other contents as prescribed by law.

3. Within 02 (two) months from the date of submitting a complete dossier requesting the transfer of share ownership as prescribed by the Company or within 02 (two) months (or another period as specified in the terms of issuance) from the date of full payment for the share purchase as prescribed in the Company's share issuance plan, the share owner shall be issued a share certificate. The share owner is not required to pay the Company any costs for printing the share certificate.

4. In case the share certificate is lost or damaged, the shareholder shall be reissued with another share certificate by the Company on request. The shareholder's request must include the following information:

- a. Information about the lost or damaged share certificate;
- b. Commitments to take responsibility for any disputes arising from the issuance of the new share certificate.

#### **Article 8. Other securities certificates**

Bond certificates and other securities certificates issued by the Company shall bear the signatures of the legal representatives and seal of the Company.

#### **Article 9. Transfer of shares**

1. All shares may be transferred freely unless otherwise prescribed by this Charter and the Law. Listed shares registered for trading on the Stock Exchange shall be transferred in accordance with the provisions of the law on securities and the securities market.

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

## **Article 10. Share repurchase**

1. Share repurchase at the request of a shareholder shall be implemented as follows:

a. A shareholder who has voted against a resolution on the reorganization of the company or a change in the rights and obligations of shareholders as prescribed in this Charter has the right to request the company to repurchase his/her shares. The request must be in writing, clearly stating the shareholder's name, address, the number of each type of share, the intended selling price, and the reasons for the repurchase request. The request must be sent to the Company within 10 (ten) days from the date the General Meeting of Shareholders passes the resolution on the matters prescribed in this Clause;

b. The Company must repurchase the shares at the request of the shareholder as prescribed in Clause 1 of this Article at the market price or as agreed upon within 90 (ninety) days from the date of receipt of the request. In case of disagreement on the price, the parties may request a valuation organization to conduct the valuation. The Company shall introduce at least 03 (three) valuation organizations for the shareholder to choose from, and that choice shall be final.

2. Share repurchase by the company's decision:

a. The Company has the right to repurchase no more than 30% of the total number of ordinary shares sold, a part or all of the dividend preference shares sold, in accordance with the following provisions:

- The Board of Directors has the right to decide to repurchase no more than 10% of the total number of each type of share sold within 12 (twelve) months. In other cases, the repurchase of shares shall be decided by the General Meeting of Shareholders;

- The Board of Directors shall decide the share repurchase price. For ordinary shares, the repurchase price must not be higher than the market price at the time of repurchase, except as prescribed in Point c, Clause 2 of this Article. For other types of shares, if the Charter does not prescribe or the Company and the relevant shareholder do not have a different agreement, the repurchase price must not be lower than the market price;

b. Conditions for the Company to repurchase its own shares:

- There is a resolution of the General Meeting of Shareholders approving the share repurchase to reduce charter capital, the repurchase plan, clearly stating the quantity, implementation time, and principles for determining the repurchase price;

- Having sufficient funds to repurchase shares from the following sources: share premium, development investment fund, undistributed after-tax profit, other funds belonging to owner's equity that are used to supplement charter capital in accordance with the law;

- A securities company is designated to execute the transaction;

- Satisfies the conditions prescribed by law in case the Company belongs to a conditional business investment sector or industry;

- Does not fall under the cases specified in Clause 2(d) of this Article.

c. The share repurchase is exempt from the conditions stipulated in Clause 2(b) of this Article, except for the case in Clause 2(d), in the following circumstances:

- Repurchasing shares at the request of shareholders as prescribed in Clause 1 of this Article;

- Repurchasing shares of employees according to the Company's regulations on issuing shares to employees, repurchasing fractional shares according to the share issuance plan to pay dividends, and issuing shares from equity;

d. The Company may not repurchase its own shares in the following circumstances:

- Having overdue debts based on the most recent audited annual financial statements; in case the expected share repurchase time is more than 06 (six) months from the end of the fiscal year, the determination of overdue debt shall be based on the most recent audited or reviewed 06 (six)-month financial statements;

- Is in the process of offering and issuing shares to raise additional capital;

- The Company's shares are subject to a public tender offer, except for the case specified in Clause 2(c) of this Article;

- Has repurchased its own shares within 06 (six) months from the date of the repurchase report or has just concluded a share offering and issuance to increase capital not exceeding 06 (six) months from the closing date of the offering and issuance, except for the case specified in Clause 2(c) of this Article.

e. Except for the repurchase of shares corresponding to the ownership ratio in the company or the repurchase of shares in accordance with effective court judgments or arbitral decisions, or the repurchase of shares through transactions executed by order matching, the Company may not repurchase shares from the following entities:

- The list of internal persons and their affiliated persons;

- Persons whose share ownership is restricted from transfer as prescribed by law and the Charter;

- Major shareholders.

f. The Company, upon repurchasing its own shares as stipulated in Clause 2(b) and repurchasing shares at the shareholders' request, must carry out procedures to reduce charter capital corresponding to the total value, calculated at par value, of the shares repurchased by the Company within 10 (ten) days from the date of completion of payment for the repurchased shares;

g. In the event the Company repurchases employee shares according to the Company's regulations on issuing shares to employees, the following regulations shall apply:

- The total number of employee shares that have been repurchased by the Company to reduce charter capital must be reported at the Annual General Meeting of Shareholders;

- The Company must carry out procedures to reduce charter capital corresponding to the total value at par value of the shares repurchased by the Company within 10 (ten) days from the reporting date of the Annual General Meeting of Shareholders.

h. The Company, upon repurchasing its own shares, is allowed to sell the repurchased shares immediately in the following circumstances:

- The Company repurchases fractional shares in accordance with the plan to issue shares for dividend payment, and the plan to issue shares from equity;

- The Company repurchases odd lots of shares at the request of shareholders.

#### **Article 11. Withdrawal of shares**

1. In cases where a shareholder fails to make full and timely payment for subscribed shares, the Board of Directors shall issue a notice and reserve the right to demand payment of the outstanding amount, holding the shareholder liable for the total par value of the registered shares with respect to the Company's financial obligations arising from the incomplete payment.

2. The aforementioned payment notice must clearly state a new payment deadline (at least [07 days] from the date of notice issuance) but not exceeding 45 (forty-five) days from the date of notice issuance, the designated payment location, and a clear stipulation that failure to comply will result in the forfeiture of the unpaid shares.

3. The Board of Directors retains the authority to forfeit any shares for which full and timely payment has not been rendered, should the stipulations outlined in the aforementioned notice remain unfulfilled.

4. Forfeited shares shall be deemed eligible for offer as stipulated by the Law on Enterprises. The Board of Directors may directly, or through authorized delegation, sell or redistribute these shares under terms and conditions deemed appropriate.

5. Shareholders whose shares have been forfeited must relinquish their shareholder status with respect to those shares, yet remain liable for the total par value of the subscribed shares concerning the Company's financial obligations arising at the time of forfeiture, as determined by the Board of Directors, from the date of forfeiture until the date of payment. The Board of Directors retains full authority to enforce payment for the entire share value at the time of forfeiture.

6. Notification of forfeiture shall be delivered to the holder of the forfeited shares prior to the forfeiture date. The forfeiture shall remain in effect notwithstanding any errors or negligence in the delivery of said notification.

### **V. ORGANIZATIONAL, MANAGERIAL AND SUPERVISORY STRUCTURE**

#### **Article 12. Organizational, managerial and supervisory structure**

The Company's organizational, managerial and supervisory structure comprises:

1. General Meeting of Shareholders.

2. Board of Directors.

3. General Director.

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

### **Article 13. Shareholders' Rights**

1. Shareholders, as owners of the Company, possess rights and obligations commensurate with the number and type of shares they hold. Shareholders are solely liable for the Company's debts and other financial obligations within the limits of their capital contribution to the Company.

2. Common Shareholders hold the following rights:

a. To attend and participate in General Meeting of Shareholders meetings, exercising their voting rights directly, through a proxy, or by other means as stipulated by the Company's Charter and applicable law. Each common share carries one vote;

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

c. Preemptive rights to purchase new shares in proportion to their respective common share ownership within the Company;

d. To freely transfer their shares to others, except in cases where this Charter stipulates restrictions on share transfers and as per other relevant legal provisions;

e. To review, inspect, and extract information regarding their name and contact details from the list of shareholders entitled to vote; to request corrections to any inaccuracies in their information;

f. To review, inspect, extract, or copy the Company's Charter, minutes of General Meeting of Shareholders meetings, and resolutions of the General Meeting of Shareholders;

g. Upon dissolution or bankruptcy of the Company, receive a portion of the remaining assets corresponding to the shareholding ratio at the Company;

h. Request the Company to repurchase shares in the cases specified in Clause 1, Article 10 of this Charter;

i. Be treated equally. Each share of the same class grants the shareholder equal rights, obligations, and benefits. In the event the Company has preferred shares, the rights and obligations attached to the preferred shares must be approved by the General Meeting of Shareholders and fully disclosed to Shareholders;

j. Have full access to periodic and irregular information disclosed by the Company in accordance with legal regulations;

k. Have their legitimate rights and interests protected; request the suspension or cancellation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the Enterprise Law;

l. Other rights as prescribed by law and this Charter.

3. A Shareholder or a group of Shareholders owning 05% or more of the total common shares has the following rights:

a. Request the Board of Directors to convene a General Meeting of Shareholders in the event that: the Board of Directors seriously violates Shareholders' rights, management obligations, or makes decisions exceeding their authorized powers, Clause 3 and Clause 4, Article 15 of this Charter and other cases as prescribed by law;

b. Review, consult, and excerpt minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial statements, contracts, transactions that must be approved by the Board of Directors and other documents, except for documents related to trade secrets and business secrets of the Company;

c. Propose matters to be included in the agenda of the General Meeting of Shareholders. Proposals must be in writing and sent to the Company no later than 03 (three) working days before the opening date. Proposals must clearly state the Shareholder's name, the number of each type of share held by the Shareholder, and the matters proposed for inclusion in the meeting agenda;

d. Other rights as prescribed by law and this Charter.

4. A Shareholder or a group of Shareholders owning 10% or more of the total common shares has the right to nominate persons to the Board of Directors. Unless otherwise stipulated in the Company's Charter, the nomination of persons to the Board of Directors shall be conducted as follows:

A Shareholder or group 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%, a maximum of two (02) candidates may be nominated; from 30% to less than 40%, a maximum of three (03) candidates may be nominated; from 40% to less than 50%, a maximum of four (04) candidates may be nominated; from 50% to less than 60%, a maximum of five (05) candidates may be nominated; from 60% to less than 70%, a maximum of six (06) candidates may be nominated; from 70% to 80%, a maximum of seven (07) candidates may be nominated; and from 80% to less than 90%, a maximum of eight (08) candidates may be nominated.

5. Common Shareholders forming a group to nominate persons to the Board of Directors under Clause 4 of this Article must notify the Board of Directors of the group meeting so that Shareholders attending the meeting are informed 03 (three) days before the opening of the General Meeting of Shareholders.

#### **Article 14. Obligations of Shareholders**

Common Shareholders have the following obligations:

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

2. Not withdraw capital contributed by common shares from the Company in any form, except in the case where the Company or another person repurchases the shares. In the event that a Shareholder withdraws part or all of the contributed share capital in contravention of



the provisions of this Clause, that Shareholder and related persons with interests in the Company shall be jointly and severally liable for the debts and other property obligations of the Company within the scope of the value of the shares withdrawn and any damages incurred.

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

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

5. Maintain the confidentiality of information provided by the Company as stipulated in the Company's Charter and applicable laws; utilize such information solely for the purpose of exercising and protecting legitimate rights and interests; refrain from disseminating, reproducing, or transmitting any information provided by the Company to any other organization or individual.

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

- a. Attending and voting in person at the meeting;
- b. Authorizing another individual or organization to attend and vote at the meeting;
- c. Attend and vote/elect via online conference, electronic voting, or other electronic formats.
- d. Submit voting/election ballots to the meeting via mail, fax, or email.

7. Bear personal responsibility when acting on behalf of the Company in any capacity for engaging in any of the following actions:

- a. Violating the law;
- b. Conducting business and other transactions for personal gain or to serve the interests of another organization or individual;
- c. Settling debts prior to their due date in anticipation of financial risks to the Company.

8. Fulfill other obligations as prescribed by applicable laws.

#### **Article 15. General Meeting of Shareholders**

1. The General Meeting of Shareholders, comprising all shareholders with voting rights, is the highest decision-making body of the Company. The General Meeting of Shareholders convenes annually within four (04) months from the fiscal year's end. The Board of Directors may extend this period if necessary, but not exceeding six (06) months from the fiscal year's end. In addition to the annual meeting, extraordinary general meetings may be convened. The location of the General Meeting of Shareholders is determined by where the chairperson attends and must be within the territory of Vietnam.

2. The Board of Directors convenes the annual General Meeting of Shareholders at a suitable location. The annual General Meeting of Shareholders addresses matters stipulated

by law and the Company's Charter, notably the approval of the audited annual financial statements. If the audit report on the Company's annual Financial statements contains material exceptions, an adverse opinion, or a disclaimer of opinion, the Company must invite a representative from the approved auditing firm responsible for auditing the Company's Financial statements to attend the annual General Meeting of Shareholders, and said representative is obligated to attend.

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

- a. The Board of Directors deems it necessary in the best interests of the Company;
- b. The number of remaining Board of Directors members falls below the minimum number prescribed by law;
- c. At the request of a shareholder or group of shareholders as stipulated in Clause 3, Article 13 of this Charter; the request shall be made in writing, specify the reasons for convening such a meeting, and bear signatures of relevant shareholders. The written request may be made into multiple copies with signatures of relevant shareholders;
- d. The audited quarterly, semi-annual, or annual Financial statements reflect that the equity has been reduced by one-half (1/2) compared to the beginning of the period;
- e. Other cases as prescribed by law and this Charter.

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

a. The Board of Directors must convene a General Meeting of Shareholders within 30 (thirty) days from the date the number of remaining members of the Board of Directors, Independent members of the Board of Directors, as prescribed in point b, clause 3 of this Article, or receives a request as prescribed in point c, clause 3 of this Article;

b. In the event that the Board of Directors does not convene the General Meeting of Shareholders as prescribed in point a, clause 4 of this Article, then within the next 30 (thirty) days, the Independent members of the Board of Directors must replace the Board of Directors to convene the General Meeting of Shareholders.

c. In the event that the Independent members of the Board of Directors do not convene a General Meeting of Shareholders as prescribed in point b, clause 4 of this Article, the shareholder or group of shareholders prescribed in point c, clause 3 of this Article has the right to request a representative of the Company to convene a General Meeting of Shareholders as prescribed by the Law on Enterprises.

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

5. The convener of the General Meeting of Shareholders must carry out the following tasks:

- a. Compile a list of shareholders entitled to attend the meeting;
- b. Provide information and resolve complaints related to the list of shareholders;
- c. Establish the program and content of the meeting;
- d. Prepare documents for the meeting;
- e. Draft Resolutions of the General Meeting of Shareholders according to the intended content of the meeting; list and details of candidates in the case of electing members of the Board of Directors;
- f. Determine the time and place of the meeting;
- g. Send a notice of invitation to each shareholder entitled to attend the meeting as prescribed in this Charter;
- h. Other tasks serving the meeting.

6. Organization of the General Meeting of Shareholders:

- a. The General Meeting of Shareholders shall be held in person; online, or a combination of both in-person and online forms as decided by the Board of Directors;
- b. Shareholders attending the online General Meeting of Shareholders and voting electronically have the same value as at a direct General Meeting of Shareholders;
- c. The Company shall issue regulations on organizing the General Meeting of Shareholders in accordance with actual conditions, the form of organization as prescribed in this Charter, and the provisions of law.

**Article 16. Rights and obligations of the General Meeting of Shareholders**

1. The General Meeting of Shareholders has the following rights and obligations:
  - a. Approving the Company's development orientation;
  - b. Deciding to amend and supplement the Company's Charter;
  - c. Changing industries, occupations, and business fields
  - d. Deciding the type of shares and the total number of shares of each type that are entitled to be offered for sale;
  - e. Deciding the annual dividend rate for each type of share;
  - f. Deciding to buy back over 10% of the total sold shares of each type;
  - g. Decide the number of members of the Board of Directors; Elect, dismiss, and remove members of the Board of Directors;
  - h. Review and handle violations of members of the Board of Directors that cause damage to the Company and the Company's Shareholders;
  - i. Decide to invest or sell assets with a value from 50% or more of the total asset value

recorded in the Company's most recent financial statement;

j. Decide the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Committees of the Board of Directors;

k. Approve Contracts, transactions with a value equal to or greater than 35% of the Company's total assets recorded in the most recent financial statements with the following entities: Shareholders, authorized representatives of Shareholders who are organizations owning more than 10% of the Company's total common shares and their related persons; Members of the Board of Directors, General Director, and their related persons; Enterprises that members of the Board of Directors, General Director, and other managers of the Company must declare as prescribed by the Law on Enterprises;

l. Approve the annual financial statements;

m. Approve the Company's annual business plan;

n. Approve the Board of Directors' Report on governance and performance of the Board of Directors and each member of the Board of Directors; independent members of the Board of Directors in the Audit Committee are responsible for reporting at the annual General Meeting of Shareholders as prescribed in Clause 2, Article 41 of this Charter;

o. Decide on dividing, splitting, consolidating, merging, or converting the Company;

p. Decide on the Company's management organizational structure; Decide on reorganizing or dissolving the Company;

q. Approve the Internal Regulations on Corporate Governance; Regulations on Organization and Operation of the Board of Directors;

r. Approve the list of approved audit firms; decide on the approved audit firm to conduct audits of the Company, dismiss the approved auditor when deemed necessary;

s. Other rights and obligations prescribed by applicable regulations of law.

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

#### **Article 17. Authorization to attend the General Meeting of Shareholders**

1. Shareholders, authorized representatives of Shareholders who are organizations may directly attend the meeting or authorize one or several other individuals or organizations to attend the meeting or attend the meeting through one of the following forms:

a. Attending and voting/electing in person at the meeting;

b. Authorizing other individuals or organizations to attend and vote at the meeting;

c. Attend and vote/elect via online conference, electronic voting, or other electronic formats.

d. Submit voting/election ballots to the meeting via mail, fax, or email.

e. Submit voting ballots by other means as prescribed in the Company's Charter.

2. The authorization for individuals or organizations to represent attendance at the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be in writing. The authorization document must be prepared in accordance with civil law regulations and clearly state the name of the authorizing Shareholder, the name of the authorized individual or organization, the number of shares authorized, the content of the authorization, the scope of the authorization, the term of the authorization, and the signatures of the authorizing party and the authorized party.

Authorized representatives attending the General Meeting of Shareholders must submit their authorization documents upon registration. In cases of re-authorization, attendees must also present the original authorization document from the shareholder or their authorized representative (if not previously registered with the Company).

3. If a lawyer signs the proxy appointment on behalf of the principal, the appointment is valid only if presented with the lawyer's power of attorney (if not previously registered with the Company).

4. Except as provided in Clause 3 of this Article, Voting ballots of authorized representatives attending the meeting within the scope of the authorization remain valid in the following cases except:

- a. The principal has died, been declared legally incompetent, or lost their ability to act in civil matters;
- b. The principal has revoked the authorization;
- c. The principal has annulled the authority of the delegate.

This provision does not apply if the Company receives notification of any of the above events before the commencement of the GMS or before the reconvening of the meeting.

## **Article 18. Changes of rights**

1. Amendments or revocations of special rights attached to a class of preferred shares take effect upon approval by shareholders representing at least 65% of the total voting shares of all shareholders present at the meeting.

2. A GMS Resolution adversely affecting the rights and obligations of preferred shareholders requires approval from preferred shareholders of the same class representing at least 75% of the total shares of that class present at the meeting or, if the Resolution is passed through written consent, by preferred shareholders of the same class representing at least 75% of the total shares of that class.

3. A meeting of shareholders holding a class of preferred shares to approve the aforementioned rights changes is valid only with a minimum of two shareholders (or their proxies) holding at least 1/3 of the par value of issued shares of that class. If this quorum is not met, the meeting is reconvened within 30 days, and the presence of any holders of that class (regardless of number of individuals or shares) in person or by proxy constitutes a quorum. At these meetings, shareholders of that class present in person or by proxy may request a secret ballot. Each share of the same class has equal voting rights at such meetings.

4. The procedures for conducting such separate meetings are as stipulated in this Charter.

5. Unless otherwise stipulated in the share issuance terms, the special rights attached to preferred shares concerning the distribution of profits or assets are not altered by the issuance of additional shares of the same class.

### **Article 19. Convening, Agenda, and Notice of the GMS**

1. The Board of Directors convenes the annual and extraordinary GMS. The Board of Directors convenes an extraordinary GMS in the cases specified in point b or point c, Clause 4, Article 15 of this Charter.

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

a. Prepare a list of shareholders eligible to participate and vote at the GMS. The list of shareholders entitled to attend the GMS is prepared no later than 10 (ten) days before the date of sending the Notice of convening the General Meeting of Shareholders. The company must publish information about the establishment of the list of shareholders entitled to attend the GMS at least 20 (twenty) days before the last registration date;

b. Prepare the agenda and content of the meeting;

c. Prepare documents for the meeting;

d. Draft GMS resolutions according to the proposed content of the meeting;

e. Determine the time and venue of the meeting;

f. Notify and send the GMS notice to all shareholders entitled to attend the meeting;

g. Other tasks serving the meeting.

3. The Notice of convening the General Meeting of Shareholders is sent to all shareholders by means to ensure it reaches the shareholder's contact address, and is simultaneously published on the company's website, the State Securities Commission, and the Stock Exchange where the company's shares are listed or registered for trading. The convener of the GMS must send the notice to all shareholders on the list of shareholders entitled to attend the meeting no later than 21 (twenty-one) days before the opening date of the meeting (from the date the notice is sent or validly transmitted). The GMS agenda and documents related to matters to be voted on at the meeting are sent to shareholders and/or posted on the company's website. In the event that the documents are not sent with the GMS notice, the notice must specify the link to all meeting documents for shareholders to access, including:

a. The meeting agenda and documents used in the meeting;

b. The list and details of candidates in the case of electing members of the Board of Directors;

c. Ballots;

- d. A template for appointing a proxy to attend the meeting;
- e. Draft resolutions for each issue on the meeting agenda.

4. A shareholder or a group of shareholders as prescribed in Clause 3, Article 13 of this Charter has the right to propose matters to be included in the GMS agenda. The proposal must be in writing and must be sent to the Company no later than 03 (three) working days before the opening date of the meeting. The proposal must clearly state the shareholder's name, the number of each type of share held by the shareholder, and the proposed issue to be included in the meeting agenda.

5. The convener of the GMS has the right to refuse the proposal specified in Clause 4 of this Article if it falls under one of the following circumstances:

- a. The proposal is sent against the regulations of Clause 4 of this Article;
- b. At the time of petition, the shareholder or group of shareholders does not hold at least 05% of ordinary shares as prescribed in Clause 3, Article 13 of this Charter;
- c. The issue exceeds the jurisdiction of the GMS;
- d. Other cases as prescribed by law and this Charter.

6. The convener of the GMS must accept and include the proposal specified in Clause 4 of this Article in the draft agenda and content of the meeting, except for the cases specified in Clause 5 of this Article; the proposal is officially added to the agenda and content of the meeting if approved by the GMS.

#### **Article 20. Conditions for opening the GMS**

1. The General Meeting of Shareholders shall be convened when the shareholders present represent more than 50% of the total voting shares.

2. In the event that the first meeting does not meet the conditions for convening as prescribed in Clause 1 of this Article, the notice of the second meeting shall be sent within 30 (thirty) days from the intended date of the first meeting. The second GMS shall be convened when the shareholders present represent at least 33% of the total voting shares.

3. In the event that the second meeting does not meet the conditions for convening as prescribed in Clause 2 of this Article, the notice of the third meeting must be sent within 20 (twenty) days from the intended date of the second meeting. The third GMS shall be convened regardless of the total number of voting shares of the shareholders present.

#### **Article 21. Procedures for carrying out and voting at the GMS**

1. Before commencing the meeting, the Company must carry out the shareholder registration procedures and must perform the registration until all shareholders entitled to attend the meeting have registered, in the following order:

- a. When carrying out shareholder registration, the Company shall issue each shareholder or authorized representative with voting rights a ballot card, stating the registration number, full name of the shareholder, full name of the authorized representative, and the number of voting shares of that shareholder. The GMS shall discuss and vote on

each issue on the agenda. Voting shall be conducted by approving, disapproving, and abstaining votes. At the GMS, the approving ballot cards shall be collected first, followed by the disapproving ballot cards, and finally, the total number of approving or disapproving votes shall be counted to make a decision. The results of the vote count shall be announced by the Chairman before the closing of the meeting. The GMS shall elect those responsible for counting the votes or supervising the vote count as proposed by the Chairman. The number of members of the vote counting board shall be decided by the GMS based on the proposal of the Chairman of the meeting.

b. Shareholders, authorized representatives of institutional shareholders, or authorized individuals arriving after the meeting has commenced have the right to register immediately and then have the right to participate and vote at the GMS immediately after registration. The Chairman has no responsibility to stop the GMS to allow late shareholders to register, and the validity of the contents that have been voted on previously remains unchanged.

2. The election of the chairman, secretary, and vote counting board is regulated as follows:

a. The Chairman of the Board shall chair or authorize another member of the Board of Directors to chair the GMS convened by the Board of Directors. In the event that the Chairman is absent or temporarily incapacitated, the remaining members of the Board of Directors shall elect one of them to chair the meeting by majority rule. In the event that no chairman is elected, the highest-ranking member of the Board of Directors present shall convene a meeting to elect a chairman from among those attending the meeting, and the person with the highest number of votes shall be the chairman of the meeting.

b. Except as prescribed in Point a of this Clause, the person who signs the notice convening the GMS shall preside so that the GMS can elect the chairman of the meeting, and the person with the highest number of votes shall be the chairman of the meeting.

c. The chair shall appoint one or some people as secretaries of the meeting.

d. The General Meeting of Shareholders shall elect one or several individuals to the ballot counting committee as proposed by the chairperson of the meeting.

3. The agenda and content of the meeting must be ratified by the General Meeting of Shareholders during the opening session. The agenda must clearly and specifically stipulate the time allocated for each matter within the meeting's program.

4. The chairperson of the general meeting has the authority to implement necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner, adhering to the approved agenda and reflecting the wishes of the majority of participants.

a. Arrange seating at the location of the General Meeting of Shareholders;

b. Ensure the safety of all individuals present at the meeting locations;

c. Facilitate shareholder participation (or continued participation) in the general meeting. The convener of the General Meeting of Shareholders retains full authority to



modify the aforementioned measures and implement any necessary measures. These measures may involve issuing entry passes or utilizing other selective methods.

5. The General Meeting of Shareholders shall deliberate and vote on each matter within the agenda. Voting will be conducted through affirmative, negative, and abstention votes. The chairperson shall announce the voting results immediately before the meeting's adjournment.

6. Shareholders or authorized representatives arriving after the meeting has commenced are still eligible for registration and retain the right to participate in voting immediately upon registration; in such cases, the validity of previously voted matters remains unchanged.

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

a. Request all participants to undergo inspection or other lawful and reasonable security measures;

b. Request competent authorities to maintain order during the meeting; expel from the General Meeting of Shareholders those individuals who disregard the chairperson's authority, deliberately disrupt order, obstruct the normal proceedings of the meeting, or fail to comply with security inspection requirements.

8. The chairperson has the authority to postpone the General Meeting of Shareholders, provided the maximum number of registered participants has been reached, for a period not exceeding 03 (three) working days from the intended commencement date, and may only postpone the meeting or change the venue under the following circumstances:

a. The current location does not have adequate convenient seats for all participants;

b. Communications equipment is not sufficient for discussion and voting by participating shareholders;

c. The meeting is disrupted by one or some participants thus threatening the fairness and legitimacy of the meeting;

9. In the event the chairperson postpones or suspends the General Meeting of Shareholders in violation of the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another individual from among the attendees to replace the chairperson and preside over the meeting until its conclusion; all resolutions passed at such meeting shall be valid and enforceable.

10. In cases where the Company utilizes modern technology to conduct the General Meeting of Shareholders through online meetings, the Company shall be responsible for ensuring that shareholders can participate and vote electronically or through other electronic means as stipulated in these Articles of Association.

## **Article 22. Conditions for ratification of resolutions of the GMS**

1. Resolutions regarding the content stipulated in points c, d, i, and p of Article 16 of these Articles of Association shall be adopted if they receive affirmative votes from Shareholders representing at least 65% of the total votes of all Shareholders present and voting at the meeting, except as provided in Clause 3 of this Article, Clause 2 of Article 18, and Clause 8 of Article 23 of these Articles of Association.

2. Other resolutions are passed when approved by shareholders owning more than 50% of the total voting shares of all shareholders attending and voting at the meeting; except for the cases specified in Clauses 1, 3 of this Article, Clause 2 of Article 18, and Clause 8 of Article 23 of this Charter.

3. Unless otherwise specified in the Election Regulations and approved by the General Meeting of Shareholders, the voting for the election of Members of the Board of Directors must be carried out as follows:

a. According to the cumulative voting method, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors, and the shareholder has the right to cast all or part of their total votes for one or several candidates. The winning candidates for Member of the Board of Directors are determined by the number of votes from highest to lowest, starting from the candidate with the highest number of votes until the number of members prescribed in this Charter is reached. In the event that 02 (two) or more candidates achieve the same number of votes for the last member of the Board of Directors, a re-election will be held among the candidates with the same number of votes, or the selection will be made according to the criteria specified in the election regulations.

b. In the case of electing only 01 (one) Member of the Board of Directors and there is only 01 (one) candidate, that candidate shall be considered elected if they receive more than 50% of the total votes of the shareholders with voting rights who are present in person or through an authorized representative at the GMS meeting.

c. Independent members of the Board of Directors will be elected separately.

4. Resolutions of the GMS passed with 100% of the total voting shares are legal and effective even if the order and procedures for convening the meeting and passing the resolution violate the provisions of the Enterprise Law and this Charter.

### **Article 23. Authority and procedures for collection of written opinions in order to pass a resolution of the General Meeting of Shareholders**

Authority and procedures for collection of written opinions in order to pass a resolution of the General Meeting of Shareholders are carried out as follows:

1. The Board of Directors has the right to collect written opinions from shareholders to pass resolutions of the GMS when deemed necessary for the benefit of the Company, except for the cases specified in points a, g, h, and o of Article 16 of this Charter.

2. The Board of Directors must prepare ballot papers, draft resolutions of the GMS, explanatory documents for the draft resolutions and send them to all shareholders with

voting rights at least 10 (ten) days before the deadline for returning the ballot papers. The requirements and procedures for sending ballot papers and accompanying documents are carried out in accordance with the provisions of Clause 3, Article 19 of this Charter.

3. Ballot papers must include the following main contents:

- a. Name, address of the head office, and the enterprise code;
- b. Purpose of the consultation;
- c. Full name, contact address, nationality, and personal legal document number for individual shareholders; name, enterprise code or legal document number of the organization, head office address for institutional shareholders; or full name, contact address, nationality, and personal legal document number for representatives of institutional shareholders; the number of shares of each type and the number of votes of the shareholder;
- d. Issues requiring consultation for approval;
- e. Voting options including agree, disagree, and no opinion on each issue for consultation;
- f. The deadline for submitting the completed ballot to the Company;
- g. Full name and signature of the Chairman of the Board.

4. Shareholders may submit their completed ballots to the Company by mail, fax, or email as follows:

- a. In the case of mail, the completed ballot must be signed by the individual shareholder, the authorized representative, or the legal representative of the institutional shareholder. The ballot sent to the Company must be in a sealed envelope, and no one has the right to open it before the vote count;
- b. In the case of fax or email, the ballot sent to the Company must be kept confidential until the vote count;
- c. Ballots sent to the Company after the deadline specified in the ballot or opened in the case of mail and disclosed in the case of fax or email are invalid. Ballots not submitted are considered abstentions.

5. The Board of Directors counts the votes and prepares the vote counting minutes in the presence of a shareholder who does not hold a management position in the Company. The vote counting minutes must include the following main contents:

- a. Name, address of the head office, and the enterprise code;
- b. The purpose and issues requiring a vote to pass the Resolution;
- c. The number of shareholders with the total number of voting shares that participated in the vote, distinguishing between the number of valid votes and the number of invalid votes and the method of sending ballots, accompanied by an appendix listing the participating shareholders;
- d. The total number of votes in favor, against, and abstentions for each issue;

- e. The issue that was passed and the corresponding approval rate;
- f. Full name and signature of the Chairman of the Board, the vote counter, and the vote counting supervisor.

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

6. The vote counting minutes and the Resolution must be sent to Shareholders within fifteen (15) days from the end of the vote count. Sending the vote counting minutes and the Resolution can be replaced by posting them on the Company's website within twenty-four (24) hours from the end of the vote count.

7. Completed ballots, vote counting minutes, passed resolutions, and related documents attached to the ballot must be kept at the Company's head office.

8. A Resolution passed by written shareholder vote is valid if approved by shareholders holding more than 50% of the total voting shares of all shareholders entitled to vote and has the same validity as a resolution passed at a General Meeting of Shareholders.

#### **Article 24. Resolution, Minutes of the General Meeting of Shareholders**

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

- a. Name, address of the head office, and the enterprise code;
- b. Time and place of the General Meeting of Shareholders;
- c. Meeting agenda and meeting content;
- d. Full name of the chairperson and secretary;
- e. Summarizing the proceedings of the meeting and the comments made at the General Meeting of Shareholders on each issue on the agenda;
- f. No. of shareholders and the total number of voting shares of the shareholders attending the meeting, appendix of the list of registered shareholders, representatives of shareholders attending the meeting with the corresponding number of shares and votes;
- g. Total number of votes for each voting issue, specifying the voting method, total valid votes, invalid votes, votes in favor, votes against and abstentions; corresponding percentage of the total votes of the shareholders attending the meeting;
- h. Issues approved and the corresponding percentage of votes in favor;
- i. Full name and signature of the chairman and secretary. In the event that the chairman or secretary refuses to sign the minutes of the meeting, these minutes shall be valid if signed by all other members of the Board of Directors attending the meeting and contain all the

content as prescribed in this clause. The minutes of the meeting shall clearly state the refusal of the chairman or secretary to sign the minutes.

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

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

4. Resolutions, Minutes of the GMS, appendix of the list of registered shareholders attending the meeting with shareholders' signatures, proxy forms, all documents attached to the Minutes (if any) and relevant documents attached to the notice of meeting must be disclosed in accordance with the laws on information disclosure on the stock market and must be kept at the Company's headquarters.

#### **Article 25. Requesting cancellation of a resolution of the GMS**

Within 90 (ninety) days from the date of receipt of the resolution or minutes of the GMS or minutes of the voting results of the GMS, a shareholder or a group of shareholders as prescribed in Clause 3, Article 13 of this Charter has the right to request the Court or Arbitration to review and cancel the resolution or part of the resolution of the GMS in the following cases:

1. The procedures for convening the meeting and making decisions of the GMS seriously violate the provisions of the Enterprise Law and 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.

In the event that a resolution of the GMS is annulled by a decision of the Arbitration, the person who convened the annulled GMS may consider reorganizing the GMS within 30 (thirty) days in accordance with the procedures prescribed in the Enterprise Law and this Charter.

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

#### **Article 26. Nomination and self-nomination of members of the Board of Directors**

1. In the event that candidates for the Board of Directors have been identified, the Company must disclose information related to the candidates at least 10 (ten) days before the opening date of the GMS on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must make a written commitment to the truthfulness and accuracy of the disclosed personal information and must commit to performing their duties honestly, carefully, and in the best interests of the Company if elected as a member of the Board of Directors. Information related to candidates for the Board of Directors to be disclosed includes:

a. Full name, Date of birth;

- b. Qualification;
- c. Work experience;
- d. Other management positions (including Board of Directors positions at other companies);
- e. Interests related to the Company and the Company's related parties;
- f. Other information (If any);
- g. Public companies are responsible for disclosing information about companies where the candidate is currently a Member of the Board of Directors, other management positions, and interests related to the candidate's company (if any).

2. A Shareholder or a group of Shareholders owning at least 10% of the total ordinary shares has the right to nominate candidates for the Board of Directors as prescribed in Clause 4, Article 13 of this Charter and the Enterprise Law.

3. In the event that the number of candidates for the Board of Directors through nomination and self-nomination is still insufficient as prescribed in Clause 4, Article 13 of this Charter, the incumbent Board of Directors shall introduce additional candidates or organize nominations according to the Charter, the Internal Regulations on Corporate Governance, and the Regulations on the Operation of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect Members of the Board of Directors in accordance with the law.

4. Members of the Board of Directors must meet the following standards and conditions:

- a. A Member of the Board of Directors may only concurrently be a Member of the Board of Directors at a maximum of 05 (five) other companies;
- b. Not subject to ineligibility for establishing and managing enterprises according to the Enterprise Law;
- c. Possessing professional qualifications and experience in business administration or in the Company's business field, sector, or profession and not necessarily being a shareholder of the company;
- d. Other standards and conditions as prescribed by law.

5. Unless otherwise stipulated by securities law, Independent Members of the Board of Directors:

- a. Are not currently working for the Company, its parent company, or its subsidiaries; have not worked for the Company, its parent company, or its subsidiaries for at least 03 (three) consecutive years prior;
- b. Are not currently receiving salaries or remuneration from the company, except for allowances that Members of the Board of Directors are entitled to according to regulations;

c. Do not have a spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological brother, biological sister, or biological sibling who is a major shareholder of the Company; or is a manager of the Company or its subsidiaries;

d. Do not directly or indirectly own at least 01% of the total voting shares of the Company;

e. Have not been a Member of the Board of Directors of the Company for at least 05 (five) consecutive years prior, unless appointed for 02 (two) consecutive terms.

6. Independent Members of the Board of Directors must notify the Board of Directors of their no longer meeting the standards and conditions stipulated in Clause 5 of this Article and are automatically no longer Independent Members of the Board of Directors from the date they no longer meet the standards and conditions. The Board of Directors must announce the case of an Independent Member of the Board of Directors no longer meeting the standards and conditions at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect additional or replacement Independent Members of the Board of Directors within 06 (six) months from the date of receiving the notification from the relevant Independent Member of the Board of Directors.

#### **Article 27. Term of office and composition of the Board of Directors**

1. The number of members of the Board of Directors is 06.

2. The term of office of a Member of the Board of Directors shall not exceed 05 (five) years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent Member of the Board of Directors of a company for a maximum of 02 (two) consecutive terms. In the event that all members of the Board of Directors terminate their term of office at the same time, such members shall continue to be members of the Board of Directors until new members are elected to replace and take over the work, unless otherwise stipulated in the company's Charter.

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

a. The Board of Directors of a public company must ensure that at least 1/3 of the total number of Board members are non-executive members.

b. The number of independent members of the Board of Directors must be at least 20% of the total number of Board members.

4. A Member of the Board of Directors shall no longer be qualified as a Member of the Board of Directors in the event of being dismissed, removed, or replaced by the General Meeting of Shareholders in the following cases:

a. Not meeting the standards and conditions prescribed in Article 26 of this Charter;

b. Having a resignation letter and being approved;

c. Not participating in the activities of the Board of Directors for 06 (six) consecutive months, except in cases of \*force majeure\*;

- d. When the General Meeting of Shareholders deems it necessary;
  - e. Other cases specified in the Regulations on Corporate Governance, the Regulations on Organization and Operation of the Board of Directors and as prescribed by law.
5. The appointment of a Member of the Board of Directors must be disclosed in accordance with the laws on information disclosure in the stock market.
6. Members of the Board of Directors have full rights as prescribed by the Securities Law, relevant laws and this Charter.

#### **Article 28. Rights and obligations of the Board of Directors**

1. The Board of Directors is the managing body of the Company, having full authority on behalf of the Company to decide and exercise the rights and obligations of the company, except for the rights and obligations under the authority of the General Meeting of Shareholders.

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

- a. Decide on the company's strategy, medium-term development plan, and annual business plan;
- b. Propose the types of shares and the total number of shares offered for sale for each type;
- c. Decide on the sale of unsold shares within the authorized offering limit for each type of share; decide on raising additional capital in other forms; Propose the issuance of convertible bonds and bonds with warrants;
- d. Decide on the selling price of the Company's shares and bonds;
- e. Decide on the repurchase of shares as stipulated in Article 10 of this Charter.
- f. Decide on investment plans and investment projects within the competence and limits prescribed by law;
- g. Decide on solutions for market development, marketing and technology; Establish branches or representative offices of the company; Establish subsidiaries of the Company;
- h. Within the authority of the Board of Directors according to the Enterprise Law and this Charter, the Board of Directors decides on the execution, amendment and cancellation of the Company's contracts; decides on the approval of purchase, sale, loan, borrowing and other contracts and transactions with a value of up to 50% of the total asset value recorded in the Company's latest financial statements; and other contracts and transactions within the authority of the General Meeting of Shareholders, unless they must be approved/passed by the General Meeting of Shareholders as follows:
  - Contracts, transactions are stipulated in Point i Clause 1 Article 16 of this Charter
  - Contracts, transactions are stipulated in Point k Clause 1 Article 16 of this Charter;



- Loan contracts, lending, and sale of assets with a value greater than 10% of the total asset value of the enterprise recorded in the latest financial statement between the Company and shareholders owning from 51% or more of the total voting shares or related persons of that shareholder.

i. Elect, relieve from duty, remove the President of the Board of Directors; appoint, dismiss, sign contracts, terminate contracts with the General Director and other important managers as prescribed by the company's Charter; decide salaries, remuneration, bonuses, and other benefits of those managers; appoint authorized representatives to participate in the Members' Council or General Meeting of Shareholders or trade representatives at other companies, decide the level of remuneration and other benefits of those people;

j. Supervise and direct the General Director and other managers in the daily business operations of the Company;

k. Decide the organizational structure and internal management regulations of the Company, decide the establishment of subsidiaries, branches, representative offices, and capital contribution and purchase of shares of other enterprises;

l. Approve the program and content of documents serving the General Meeting of Shareholders, convene the General Meeting of Shareholders or obtain opinions for the General Meeting of Shareholders to pass resolutions;

m. Submit the audited annual financial statements to the General Meeting of Shareholders;

n. Propose the dividend rate to be paid; decide the time limit and procedures for paying dividends or handling losses incurred in the course of business;

o. Propose the reorganization or dissolution of the Company; request bankruptcy of the Company;

p. Decide to issue the Regulations on Organization and Operation of the Board of Directors, the Internal Regulations on Corporate Governance after being approved by the General Meeting of Shareholders; decide to issue the Operating Regulations of the Supervisory Committee under the Board of Directors and the company's information disclosure regulations;

q. Other rights and obligations as prescribed by the Law on Enterprises, the Securities Law, other provisions of law, and the company's Charter.

3. The Board of Directors must report to the General Meeting of Shareholders the results of the Board of Directors' Operations and ensure the following contents:

a. Remuneration, Operating Expenses, and Other Benefits of the Board of Directors and each member of the Board of Directors according to this Charter;

b. Summary of Board of Directors meetings and Board of Directors decisions;

c. Report on transactions between the Company, subsidiaries, companies in which the Company holds controlling power of over 50% of the charter capital with members of the

Board of Directors and their related persons; transactions between the Company and the Company in which a member of the Board of Directors is a founding member or a business manager within the last 03 (three) years prior to the transaction;

d. Operations of independent members of the Board of Directors and the independent members' assessment results of the Board of Directors' Operations (for listed companies);

e. Operations of the Supervisory Committee under the Board of Directors;

f. Operations of other sub-committees of the Board of Directors;

g. Results of Supervision of Shareholders;

h. Monitoring results for other executives;

i. Future plans.

### **Article 29. Remunerations, bonuses and other benefits of members of the Board of Directors**

1. The Company has the right to pay remunerations 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 remunerations for their work and bonuses. Work remunerations are calculated based on the number of working days required to complete the tasks of a Member of the Board of Directors and the remuneration rate per day. The Board of Directors shall determine the remuneration level for each member based on the principle of unanimity. The total remunerations and bonuses of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

3. The remunerations 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, and shall be presented as a separate item in the Company's annual financial statements and reported to the General Meeting of Shareholders at the annual meeting.

4. Members of the Board of Directors holding executive positions or Members of the Board of Directors working in sub-committees of the Board of Directors or performing other tasks outside the normal duties of a Member of the Board of Directors may be paid additional remunerations in the form of a lump-sum payment, salary, commission, percentage of profit or in other forms as decided by the Board of Directors.

5. Members of the Board of Directors are entitled to be reimbursed for all travel, meal, accommodation and other reasonable expenses incurred in performing 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 sub-committees of the Board of Directors.

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

7. Members of the Board of Directors are obligated to promptly and fully report to the Board of Directors the remunerations received from subsidiaries, affiliated companies, and other organizations.

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

1. The Chairman of the Board shall be elected, dismissed, and removed by the Board of Directors from among the Members of the Board of Directors.

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

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

a. Implement the resolutions of the General Meeting of Shareholders and the Board of Directors, the business plan and investment plan of the Company approved by the General Meeting of Shareholders and the Board of Directors;

b. Decide on matters that do not require approval by the General Meeting of Shareholders and the Board of Directors. Decide on the signing, implementation, amendment, and supplement of contracts and agreements to which the Company is a party, except in cases where approval is required by the General Meeting of Shareholders and the Board of Directors;

c. Appoint and dismiss the person authorized by the Company to act as the Company's lawyer;

d. Establish the program and plan of activities of the Board of Directors; Prepare the program, content, and documents for the meeting; convene, preside over, and chair the meeting of the Board of Directors; Organize the adoption of resolutions and decisions of the Board of Directors; Supervise the implementation of the resolutions and decisions of the Board of Directors;

e. Presiding over the General Meeting of Shareholders;

f. Ensuring that the Board of Directors submits the annual financial statements, the company's operational report, the audit report, and the Board of Directors' inspection report to the shareholders at the General Meeting of Shareholders;

g. Performing other tasks outside the authority of the General Meeting of Shareholders and the Board of Directors;

h. Other rights and obligations as prescribed by law, this Charter, the internal corporate governance regulations, the company's internal regulations, resolutions of the General Meeting of Shareholders, and the Board of Directors. In the event the Chairman of the Board resigns or is dismissed or removed from office, the Board of Directors must elect a replacement within 10 (ten) days from the date of receipt of the resignation letter or dismissal or removal from office.

4. In the event the Chairman of the Board resigns or is dismissed or removed from office, the Board of Directors must elect a replacement within 10 (ten) days from the date of receipt of the resignation letter or dismissal or removal from office.

5. In the event the Chairman of the Board is absent or unable to perform his/her duties, he/she must authorize in writing another member to exercise the rights and obligations of the Chairman of the Board. In the event there is no authorized person or the Chairman of the Board dies, goes missing, is detained, is serving a prison sentence, is undergoing administrative handling measures at a compulsory detoxification facility, compulsory education facility, flees from their place of residence, has limited or lost civil act capacity, has difficulty in perception or controlling behavior, is prohibited by the Court from holding a position, practicing a profession, or doing certain jobs, the remaining members shall elect one person among the members to hold the position of Chairman of the Board by majority vote of the remaining members until there is a new decision of the Board of Directors.

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

1. The Chairman of the Board shall be elected in the first meeting of the Board of Directors within 07 (seven) working days from the date of the conclusion of the election of that Board of Directors. This meeting shall be convened and chaired by the member with the highest number of votes or the highest percentage of votes. In the event that there is more than one member with the highest and equal number of votes or percentage of votes, the members shall vote by majority principle to select 01 (one) person among them to convene the Board of Directors meeting.

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

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

- a. At the request of an independent member of the Board of Directors;
- b. At the request of the General Director or at least 05 (five) other Managers;
- c. At the request of at least 02 (two) members of the Board of Directors;

4. The request specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed and decided upon within the competence of the Board of Directors.

5. The Chairman of the Board must convene a meeting of the Board of Directors within 07 (seven) working days from the date of receiving the request specified in Clause 3 of this Article. In the event of failure to convene a meeting of the Board of Directors as requested, the Chairman of the Board shall be liable for any damages incurred by the Company; the requesting party has the right to replace the Chairman of the Board in convening the meeting of the Board of Directors.

6. The Chairman of the Board or the convener of the Board of Directors meeting must send a meeting invitation no later than 03 (three) working days before the meeting date. The

invitation must clearly specify the time and location of the meeting, the agenda, the issues to be discussed and decided upon. The meeting invitation must be accompanied by documents to be used at the meeting and the members' ballots.

The Board of Directors meeting invitation can be sent by invitation letter, telephone, fax, electronic means, or other methods as stipulated in the company's Charter, ensuring it reaches the registered contact address of each Member of the Board of Directors at the Company.

7. The Board of Directors meeting shall be held when at least 3/4 of the total number of members are present. In the event that the meeting convened under the provisions of this clause does not have the required number of members present, a second meeting shall be convened within 07 (seven) days from the date of the first scheduled meeting. In this case, the meeting shall be held if more than half of the Members of the Board of Directors are present.

8. A Member of the Board of Directors is considered to have attended and voted at the meeting in the following cases:

- a. Attending and voting in person at the meeting;
- b. Authorizing another person to attend the meeting and vote as prescribed in Clause 11 of this article;
- c. Attend and vote/elect via online conference, electronic voting, or other electronic formats.
- d. Submit voting/election ballots to the meeting via mail, fax, or email.
- e. Sending voting ballots by other means.

9. In case of sending voting ballots to the meeting by mail, the ballots must be enclosed in a sealed envelope and must be delivered to the Chairman of the Board no later than 01 (one) hour before the opening of the meeting. Ballots shall only be opened in the presence of all attendees.

10. Members must attend all Board of Directors meetings. Members may authorize another person to attend the meeting and vote if approved by the majority of the Board of Directors.

11. Resolutions and decisions of the Board of Directors are passed if approved by a majority of the members present at the meeting; in case of a tie, the final decision rests with the Chairman of the Board.

12. Resolutions in the form of written opinions are passed based on the approval of the majority of the Members of the Board of Directors with voting rights. This resolution has the same effect and value as a resolution passed at a meeting.

### **Article 32. Sub-committees of the Board of Directors**

1. The Board of Directors may establish sub-committees under its authority to be responsible for development policies, human resources, compensation and benefits, internal

audit, and risk management. The number of members of the sub-committee is decided by the Board of Directors. Independent Members of the Board of Directors/Non-executive Members of the Board of Directors should constitute the majority of the Committee, and one of these members shall be appointed as Chairman of the Committee by decision of the Board of Directors. The Committee's activities must comply with the regulations of the Board of Directors. Resolutions of the Committee are only valid when approved by a majority of members attending and voting at the Committee meeting.

2. The implementation of decisions of the Board of Directors, or of the Committee under the Board of Directors, must comply with current legal regulations and the provisions of the Company's Charter and Internal Regulations on Corporate Governance.

### **Article 33. Person in charge of corporate governance**

1. The Company's Board of Directors must appoint at least 01 (one) person in charge of corporate governance to support corporate governance work at the enterprise. The person in charge of corporate governance may concurrently serve as the Company Secretary.

2. The person in charge of corporate governance may not concurrently work for an approved audit organization that is auditing the Company's financial statements.

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

a. Advise the Board of Directors on organizing the General Meeting of Shareholders as regulated and related matters between the Company and shareholders;

b. Prepare meetings of the Board of Directors and the General Meeting of Shareholders as requested by the Board of Directors;

c. Advise on the procedures of the meetings;

d. Attend meetings;

e. Advise on the procedures for establishing resolutions of the Board of Directors in accordance with legal regulations;

f. Provide financial information, copies of minutes of Board of Directors meetings, and other information to Members of the Board of Directors;

g. Monitor and report to the Board of Directors on the Company's information disclosure activities;

h. Act as a liaison with relevant stakeholders;

i. Maintain confidentiality of information in accordance with legal regulations and the Company's Charter;

j. Other rights and obligations as prescribed by law and the Company's Charter.

4. The Board of Directors may dismiss the person in charge of corporate governance when necessary, but not in contravention of current labor laws. The Board of Directors may appoint assistants for the person in charge of Corporate Governance at different times.

5. When deemed necessary, the Board of Directors shall decide to appoint a Company Secretary. The Company Secretary shall have the following rights and obligations:

- a. Support the organization and convening of meetings of the General Meeting of Shareholders and the Board of Directors; record meeting minutes;
- b. Support Members of the Board of Directors in exercising their assigned rights and obligations;
- c. Support the Board of Directors in applying and implementing corporate governance principles;
- d. Support the Company in building shareholder relationships and protecting the legitimate rights and interests of shareholders; compliance with information provision obligations, information disclosure, and administrative procedures;
- e. Other rights and obligations as prescribed in the Charter.

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

### **Article 34. Management apparatus organization**

The Company's management system must ensure that the management apparatus is accountable to the Board of Directors and is subject to the supervision and direction of the Board of Directors in the Company's daily business activities. The Company has a General Director, Deputy General Directors, Chief Accountant, and other management positions appointed by the Board of Directors. The appointment, dismissal, and removal of the above positions must be approved by a resolution of the Board of Directors.

### **Article 35. Company Executives**

1. At the suggestion of the General Director and with the approval of the Board of Directors, the Company may recruit other Executives with the quantity and standards appropriate to the Company's organizational structure and management regulations as stipulated by the Board of Directors. Company Executives must be responsible for assisting the Company in achieving its stated operational and organizational objectives.

2. The General Director receives a salary and bonus. The General Director's salary and bonus are determined by the Board of Directors.

3. The Executive's salary is included in the Company's business expenses in accordance with corporate income tax laws, is 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.

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

1. The Board of Directors appoints 01 (one) member of the Board of Directors or hires another person as General Director.

2. The General Director manages the daily business operations of the Company; is subject to the supervision of the Board of Directors; and is responsible to the Board of Directors and before the law for the performance of assigned rights and obligations.

3. The General Director's term shall not exceed 05 (five) years and may be reappointed for an unlimited number of terms and must meet the following conditions:

a. Not be subject to the ineligibility to establish and manage enterprises as per the Law on Enterprises;

b. Not be a family member of the enterprise manager;

c. Possess professional qualifications and experience in business administration of the Company and must meet the standards and conditions prescribed by law and the Charter.

4. The General Director, as the permanent executive of the Company, has the following rights and obligations:

a. Decide on matters related to the daily business operations of the Company that are not within the authority of the Board of Directors or the Chairman of the Board of Directors;

b. Decide on contents, sign contracts, and agreements within the scope of authorization of the Chairman of the Board of Directors and the Corporate Governance Regulations;

c. Organize the implementation of resolutions and decisions of the Board of Directors and directives of the Chairman of the Board of Directors;

d. By October 31st each year, in agreement with the Chairman of the Board of Directors, submit to the Board of Directors for approval a detailed business plan for the next fiscal year based on meeting appropriate budget requirements and the five (05) year financial plan;

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

f. Organize the implementation of the Company's business plan and investment plan;

g. Propose organizational structure and internal management regulations of the Company;

h. Propose the number of and business executives that the Company needs to recruit for the Board of Directors to appoint or dismiss according to internal regulations, and propose remuneration, salaries, and other benefits for such business executives for the Board of Directors to decide;

i. Appoint, dismiss, and remove management positions within the Company, except for positions under the authority of the Board of Directors or the Chairman of the Board of Directors;

j. Decide the number of employees, appointments, dismissals, salaries, allowances, benefits, and other terms related to their labor contracts within the scope of the personnel plan and budget plan approved by the Board of Directors;



- k. Labor recruitment;
- l. Proposing dividend payment plans or handling business losses;
- m. Proposing measures to enhance the Company's operations and management;
- n. Performing other tasks, at various times, as authorized by the Chairman of the Board;
- o. Other rights and obligations as stipulated by law, this Charter, the internal governance regulations, the Company's internal regulations, resolutions of the General Meeting of Shareholders, and the Board of Directors.

5. The General Director is accountable to the Board of Directors and the General Meeting of Shareholders for fulfilling assigned duties and exercising delegated powers, and must report to these levels when requested.

6. The Board of Directors may dismiss the General Director with the approval of the majority of voting members of the Board of Directors present at the meeting and appoint a new General Director as a replacement.

## **IX. AUDIT COMMITTEE UNDER THE BOARD OF DIRECTORS**

### **Article 37. Nomination and self-nomination of members of the Audit Committee**

1. The Chairman of the Audit Committee and other members of the Audit Committee are nominated by the Board of Directors and are not Executive Officers of the Company.

2. The appointment of the Chairman of the Audit Committee and other members of the Audit Committee must be approved by the Board of Directors at a Board meeting.

### **Article 38. Composition of the Audit Committee**

1. The Audit Committee shall have at least 02 (two) members. The Chairman of the Audit Committee must be an independent member of the Board of Directors. The other members of the Audit Committee must be non-executive members of the Board of Directors.

2. Audit Committee members must have knowledge of accounting and auditing, a general understanding of the law and the Company's operations, and must not fall under the following circumstances:

- a. Working in the Company's accounting or finance department;
- b. Being a member or employee of an approved audit organization that has audited the company's financial statements for the previous 03 consecutive years.

3. The Chairman of the Audit Committee must hold at least a bachelor's degree in one of the following majors: economics, finance, accounting, auditing, law, or business administration.

### **Article 39. Rights and obligations of the Audit Committee**

The Audit Committee has the rights and obligations as prescribed by law and the Company's Charter and has the following rights and obligations:

1. Has the right to access documents related to the Company's operational status, communicate with other members of the Board of Directors, the General Director, the Chief Accountant, and other management personnel to gather information for the Audit Committee's activities.

2. Has the right to request a representative of the approved audit organization to attend and address issues related to the audited financial statements at Audit Committee meetings; Monitor and evaluate the independence and objectivity of the audit firm and the effectiveness of the audit process, especially in cases where the company uses non-audit services of the auditor.

3. Utilize external legal, accounting, or other consulting services when necessary; Recommend an independent audit firm, remuneration level, and related terms in the contract with the audit firm for the Board of Directors' approval before submitting it to the Annual General Meeting of Shareholders for ratification.

4. Review the internal control and risk management system; Develop and submit to the Board of Directors policies for risk detection and management; propose to the Board of Directors solutions to handle risks arising in the Company's operations.

5. Prepare a written report to the Board of Directors upon discovering that a Member of the Board of Directors, General Director, or other manager has not fully performed their responsibilities as prescribed by the Law on Enterprises and the Company's Charter.

6. Develop the Audit Committee's operating regulations and submit them to the Board of Directors for approval.

7. Oversee the integrity of the Company's financial reports and official disclosures related to the Company's financial results.

8. Review related party transactions subject to the approval authority of the Board of Directors or the General Meeting of Shareholders and make recommendations on transactions requiring approval from the Board of Directors or the General Meeting of Shareholders.

9. Supervise the company's internal audit department.

10. Monitor to ensure the company's compliance with legal regulations, regulatory agency requirements, and other internal company regulations.

#### **Article 40. Meetings of the Audit Committee**

1. The Audit Committee must meet at least 02 (two) times a year. Minutes of the meetings must be detailed, clear, and fully preserved. The minute-taker and the Audit Committee members attending the meeting must sign the minutes.

2. The Audit Committee adopts decisions by voting at meetings, obtaining written opinions, or through other methods as stipulated in the Audit Committee's operating regulations. Each Audit Committee member has one vote. Unless the Audit Committee's operating regulations stipulate a higher percentage, the Audit Committee's decision is

adopted if approved by a majority of the members present at the meeting; in the event of a tie, the final decision rests with the Chairman of the Audit Committee.

#### **Article 41. Activity Report of the Independent Member of the Board of Directors in the Audit Committee at the Annual General Meeting of Shareholders**

1. The Independent Member of the Board of Directors in the Audit Committee is responsible for reporting activities at the Annual General Meeting of Shareholders.

2. The activity report of the Independent Member of the Board of Directors in the Audit Committee at the Annual General Meeting of Shareholders must include the following content:

a. Remuneration, Operating Expenses, and Other Benefits of the Audit Committee and each Audit Committee member as prescribed by the Law on Enterprises and the Company's Charter;

b. Summary of Meetings of Board of Supervisors or Audit Committee and the conclusions and recommendations of the Audit Committee;

c. Results of monitoring the Company's financial statements, operational status, and financial situation;

d. Assessment report on transactions between the Company, subsidiaries, and other companies in which the Company holds a controlling interest of 50% or more of the charter capital with Members of the Board of Directors, General Director, other Executives of the Company, and their related persons; transactions between the Company and companies in which Members of the Board of Directors, the General Director, or other Executives of the Company are founding members or managers within the last 03 years prior to the transaction;

e. Results of the evaluation of the Company's internal control and risk management system;

f. Monitoring results for the Board of Directors, General Director, and other executives of the enterprise;

g. Evaluation results of the coordination between the Audit Committee and the Board of Directors, General Director, and shareholders;

h. Other rights and obligations as prescribed by law and the Charter.

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

Members of the Board of Directors, the General Director, and other executives have the responsibility to perform their duties, including those as members of sub-committees of the Board of Directors, honestly and diligently for the benefit of the Company.

#### **Article 42. Responsibility to be honest and avoid conflicts of interest**

1. Members of the Board of Directors, the General Director, and other Managers must disclose relevant interests as prescribed by the Law on Enterprises and relevant legal documents.

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

3. Members of the Board of Directors, the General Director, and other managers are obligated to notify the Board of Directors in writing of Transactions between the Company, subsidiaries, other companies in which the Company holds a controlling interest of 50% or more of the charter capital with that entity or with related persons of that entity as prescribed by law. For the aforementioned Transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with the provisions of securities law on information disclosure.

4. Members of the Board of Directors may not vote on Transactions that benefit that member or a related person of that member as prescribed by the Law on Enterprises and the Company's Charter.

5. Members of the Board of Directors, the General Director, other managers, and related persons of these entities may not use or disclose to others inside information to conduct related Transactions.

6. Transactions between the Company and one or more Members of the Board of Directors, the General Director, other Executives, and individuals or organizations related to these entities are not invalid in the following cases:

a. For Transactions with a value of less than 35% of the total asset value recorded in the most recent financial statement, the important contents of the contract or Transaction as well as the relationships and interests of the Member of the Board of Directors, General Director, other executives have been reported to the Board of Directors and approved by the Board of Directors with a majority vote of the Members of the Board of Directors without related interests;

b. For Transactions with a value of 35% or more, or Transactions leading to a transaction value arising within 12 (twelve) months from the date of the first transaction with a value of 35% or more of the total asset value recorded in the most recent financial statements, the important contents of this Transaction as well as the relationship and interests of the Member of the Board of Directors, General Director, and other executives have been disclosed to the shareholders and approved by the General Meeting of Shareholders by the votes of shareholders without related interests.

#### **Article 43. Liability for damages and compensation**

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

2. The Company shall indemnify those who were, are, or may become a party to claims, lawsuits, prosecutions (including civil, administrative cases, and excluding lawsuits initiated by the Company) if such individual was or is a Member of the Board of Directors, General Director, other executive, employee, or authorized representative of the Company, who was or is performing duties as authorized by the Company, acting honestly, prudently, and in the best interest of the Company on the basis of compliance with the law, and with no confirming evidence that such individual has breached their responsibilities.

3. Indemnification Costs include judgment costs, fines, actual incurred payments (including attorney fees) when settling these matters within the permissible legal framework. The Company may purchase insurance for these individuals to avoid the aforementioned indemnification liabilities.

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

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

1. Common Shareholders have the Right to investigate books and records, specifically as follows:

a. Common Shareholders have the right to review, investigate, and extract information regarding names and contact addresses in the list of Shareholders with voting rights; request corrections to their inaccurate information; review, investigate, extract, or copy the Company's Charter, minutes of Shareholders' Meetings, and resolutions of the General Meeting of Shareholders.

b. A Shareholder or a group of Shareholders owning 05% or more of the total common shares has the right to review, investigate, and extract the minutes and resolutions, decisions of the Board of Directors, mid-year and annual financial reports, contracts, transactions subject to the Board of Directors' approval, and other documents, except for those related to trade secrets and confidential business information of the Company.

2. In cases where an authorized representative of a Shareholder or a group of Shareholders requests to investigate books and records, they must include a power of attorney from the Shareholder or the group of Shareholders they represent, or a notarized copy of this power of attorney.

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

4. The Company must maintain this Charter and its amendments, the Certificate of Business Registration, regulations, documents proving ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Supervisory Board, annual financial statements, accounting books, and other documents as prescribed by law at its headquarters or another location, provided that the

Shareholders and the Business Registration Authority are notified of the location where these documents are stored.

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

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

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

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

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

## **XIII. Profit distribution**

### **Article 46. Profit Distribution**

1. The General Meeting of Shareholders shall determine the dividend payout ratio and the method of dividend payment annually from the Company's retained earnings.

2. The Company shall not pay interest on the dividend payment or any payment relating to a class of shares.

3. The Board of Directors may propose to the General Meeting of Shareholders the payment of all or part of the dividends in shares, and the Board of Directors shall be the body implementing this decision.

4. In the event that dividends or other amounts relating to a class of shares are paid in cash, the Company must pay in Vietnamese Dong. Payment can be made directly or through banks based on the bank account details provided by the shareholder. In cases where the Company has transferred the amount in accordance with the bank details provided by the shareholder, but the shareholder does not receive the funds, the Company shall not be held responsible for the amount the Company has transferred to that shareholder. Dividend payments for listed/registered shares on the Stock Exchange may be made through a securities company or the Vietnam Securities Depository (or an equivalent unit as prescribed by law from time to time).

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 closing the list of shareholders. Based on that date, those registered as shareholders or holders of other securities are entitled to receive dividends in cash or shares, and receive notices or other documents.

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

## **XIV. BANK ACCOUNTS, RESERVE FUNDS, FISCAL YEAR AND ACCOUNTING**

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

1. The Company shall open accounts at Vietnamese banks or at foreign banks permitted to operate in Vietnam.
2. With the prior approval of the competent authority, where necessary, the Company may open bank accounts abroad in accordance with the provisions of law.
3. The Company shall conduct all payments and accounting transactions through Vietnamese Dong or foreign currency accounts at the banks where the Company maintains accounts.

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

The Company's fiscal year begins on January 01 and ends on December 31 each year.

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

1. The Accounting regime used by the Company is the enterprise accounting regime or a specific accounting regime issued or approved by a competent authority.
2. The Company shall maintain accounting books in Vietnamese and keep accounting records in accordance with the provisions of the law on accounting and relevant laws. These records must be accurate, updated, systematic, and sufficient to prove and explain the Company's transactions.
3. The Company shall use Vietnamese Dong as its accounting currency unit. In cases where the Company's economic transactions are primarily conducted in a foreign currency, it may choose that foreign currency as the unit of currency in accounting, be responsible for that choice before the law, and notify the direct tax administration authority.

### **XV. ANNUAL REPORT, FINANCIAL STATEMENTS AND RESPONSIBILITY FOR INFORMATION DISCLOSURE**

#### **Article 50. Annual, semi-annual and quarterly financial statements**

1. The Company must prepare annual financial statements and such statements must be audited in accordance with the law. The Company shall publish the audited annual financial statements as prescribed by law on information disclosure in the securities market and submit them to the competent state agencies.
2. Annual financial statements must include all reports, appendices, and explanations as prescribed by law on enterprise accounting. The annual financial statements must reflect truthfully and objectively the Company's operational status.
3. The Company must prepare and publish the reviewed semi-annual financial statements and quarterly financial statements in accordance with the law on information disclosure in the securities market and submit them to the competent state agencies.

#### **Article 51. Annual report**

The Company must prepare and publish the Annual Report in accordance with the provisions of the law on securities and the securities market.

## **XVI. COMPANY AUDITING**

### **Article 52. Auditing**

1. The General Meeting of Shareholders shall appoint an independent auditing company or approve a list of independent auditing companies and authorize the Board of Directors to decide on one of these units to audit the Company's financial statements for the next fiscal year based on the terms and conditions agreed with the Board of Directors.

2. The audit report is attached to the Company's annual financial statements.

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

## **XVII. COMPANY SEAL**

### **Article 53. Company SEAL**

1. SEAL includes the seal made at the seal engraving establishment or the seal in the form of a digital signature as prescribed by law on electronic transactions.

2. The Board of Directors decides on the type, quantity, form, and content of the SEAL of the Company, 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 law.

## **XVIII. COMPANY DISSOLUTION**

### **Article 54. Company Dissolution**

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

a. Expiration of the operational term stated in the Company's Charter without a decision to extend it;

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

c. Revocation of the Enterprise Registration Certificate, unless otherwise stipulated by the Law on Tax Administration;

d. Other cases prescribed by the company's charter.

2. The dissolution of the Company before the deadline (including the extended deadline) as decided by the General Meeting of Shareholders shall be implemented by the Board of Directors. This dissolution decision must be notified or approved by a competent authority (if required) as regulated.

### **Article 55. Extension of Operation**

1. The Board of Directors shall convene a General Meeting of Shareholders at least seven (7) months before the expiration of the operational term so that shareholders can vote on the extension of the Company's operation as proposed by the Board of Directors.



2. The term of operation is extended when Shareholders representing at least 65% of the total voting shares of all Shareholders attending the General Meeting of Shareholders approve.

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

1. At least six (06) months before the end of the Company's term of operation or after the decision to dissolve the Company, the Board of Directors must establish a Liquidation Committee consisting of three (03) members. Two (02) members are appointed by the General Meeting of Shareholders and one (01) member is appointed by the Board of Directors from an independent audit firm. The Liquidation Committee prepares its 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 are prioritized by the Company for payment before other debts of the Company.

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

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

- a. Liquidation costs;
- b. Salary debts, severance allowances, social insurance, and other benefits of employees according to the collective labor agreement and signed labor contracts;
- c. Tax debts;
- d. Other debts of the Company;
- e. The remainder after paying all debts from items (a) to (d) above is distributed to the Shareholders. Preferred shares are paid first.

### **XIX. INTERNAL DISPUTE RESOLUTION**

#### **Article 57. Internal Dispute Resolution**

1. In the event of a dispute or complaint related to the Company's operations, the rights and obligations of Shareholders as prescribed by the Enterprise Law, the Company's Charter, other legal regulations or agreements between:

- a. Shareholders with the Company;
- b. Shareholders with the Board of Directors, General Director or other executive;

The parties involved shall endeavor to resolve such disputes through negotiation and conciliation. Except in cases of disputes related to the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the dispute resolution and request each party to present information related to the dispute within 30 (thirty) working days from the date the dispute arises. In the event of a dispute concerning the Board of Directors or the Chairman of the Board of Directors, any party may request or appoint an independent expert to mediate the dispute resolution process.

2. If no conciliation decision is reached within 06 (six) weeks from the commencement of the conciliation process or if the mediator's decision is not accepted by the parties, a party may bring the dispute to Arbitration or Court.

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

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

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

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

2. In the event that the law has regulations related to the Company's operations that are not mentioned in this Charter, or in the event of new legal regulations that differ from the provisions in this Charter, the legal regulations shall apply to govern the Company's operations.

## **XXI.Date of Effect**

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

1. This Charter, comprising 21 articles and 59 clauses, was unanimously approved by the General Meeting of Shareholders of Binh Duong Mineral and Construction Joint Stock Company on June 09, 2023, at the 2023 Annual General Meeting of Shareholders, and the full text of this Charter was simultaneously ratified.

2. The Charter is made in 05 copies, having equal validity, and must be kept at the Company's head office.

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

4. Copies or extracts of the Company's Charter are valid when signed by the Chairman of the Board of Directors or at least 1/2 of the total members of the Board of Directors.

## **LEGAL REPRESENTATIVE**

### **CHAIRMAN OF THE BOARD OF DIRECTORS**

**Phan Tan Dat**