

**DRAFT**



**REGULATIONS**

**GLOBAL ELECTRICAL  
TECHNOLOGY CORPORATION**

*(Issued under Resolution of the 2025 Annual  
General Meeting of Shareholders - Appendix 1)*

*Ho Chi Minh City, date ..... month ..... 2025*

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## INTRODUCTION

This Charter was approved by Global Electrical Technology Corporation and the Company's shareholders according to a valid resolution of the General Meeting of Shareholders officially held on June 25, 2013, amended and supplemented many times and the last supplement was on .../.../2025.

### I. DEFINITION OF TERMS IN THE CHARTER

#### Artical 1. Terminology explained

1. In this Charter, the following terms are construed as follows:
  - a. **“Company”** as defined in this Charter is Global Electrical Technology Corporation;
  - b. **“Charter Capital”** is the total par value of the Company's issued shares and is specified in Article 6 of this Charter;
  - c. **“Voting Capital”** is equity capital, under which the owner has the right to vote on matters within the decision-making authority of the General Meeting of Shareholders;
  - d. **“Enterprise Law”** means Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 ;
  - e. **“Securities Law”** means Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 ;
  - f. **“Vietnam”** means the Socialist Republic of Vietnam;
  - g. **“Establishment Date”** is the date on which the Company is first granted a Certificate of Business Registration;
  - h. **“Company Executives”** are the General Director, Deputy General Directors, Functional Directors, Chief Accountant, and other executives appointed by the Board of Directors;
  - i. **“Full-time Board Member”** is a Board member who does not hold any positions in the Company's Executive Board, and works full-time and solely at the Company.
  - j. **“Standing Board Member ”** is a member of the Board of Directors selected to facilitate and represent the Board of Directors in resolving urgent issues directly related to the Board of Directors' duties and the Company's production and business activities.
  - k. **“Related Person”** is an individual or organization specified in Clause 23, Article 4 of the Law on Enterprises and Clause 46, Article 4 of the Law on Securities;
  - l. **“Shareholder”** is an individual or organization that owns at least one share of the Company;
  - m. **“Major Shareholder”** is a shareholder as prescribed in Clause 18, Article 4 of the Law on Securities;
  - n. **“Subsidiary”** is an enterprise in one of the following cases: (a) The Company owns more than fifty percent (50%) of the charter capital or total issued common shares of that enterprise; (b) The Company has the right to control that enterprise, through (i) the right to directly or indirectly appoint the majority or all members of the Board of Directors, Director or General Director of that enterprise; or (ii)

the right to decide to amend or supplement the charter of that enterprise; or (iii) other rights as prescribed by the Law on Enterprises;

- o. **“Corporate Governance Regulations”** are internal regulations on corporate governance developed by the Board of Directors, submitted to the General Meeting of Shareholders for approval and issued by the Board of Directors, regulating the governance and operation of the Company in accordance with the provisions of law at each time;
  - p. **“Audit Committee”** means the Audit Committee under the Board of Directors as prescribed in Point b Clause 1 Article 137 of the Law on Enterprises;
- 2. In this Charter, references to one or more other provisions or documents include amendments, supplements or replacement documents.
  - 3. The headings (Sections, Articles of this Charter) are used for convenience of understanding the content and do not affect the content of this Charter;
  - 4. Words or terms defined in the Enterprise Law, Securities Law (if not inconsistent with the subject or context) will have the same meaning in this Charter.

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

### **Artical 2. Name, form, headquarters, branches, representative offices and term of operation of the Company**

- 1. Company Name
  - o Vietnamese name: GLOBAL ELECTRICAL TECHNOLOGY CORPORATION
  - o English name: Global Electrical Technology Corporation
  - o Trading name: Global Electrical Technology Corporation
  - o Abbreviation: GLT Corporation
- 2. The Company is a joint stock company with legal status in accordance with current laws of Vietnam.
- 3. Company registered office:
  - o Address: No. 1 Sang Tao Street, Tan Thuan Dong Ward, District 7, HCMC
  - o Phone: (028) 3770 1055
  - o Fax: (0 28) 3770 1056
  - o Email: [info@toancau.com.vn](mailto:info@toancau.com.vn)
  - o Website: [www.toancau.vn](http://www.toancau.vn)
- 4. The Company may establish branches and representative offices in the business area to carry out the Company's operational objectives in accordance with the decision of the Board of Directors and within the scope permitted by law.
- 5. Unless terminated before the deadline specified in Clause 1, Article 51 of this Charter, the Company's term of operation is indefinite from the Establishment Date.

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

1. The Company may have one or more legal representatives. In case there is only one legal representative, the Chairman of the Board of Directors or the General Director shall be the legal representative of the Company. In case there is more than one legal representative, the Chairman of the Board of Directors and the General Director shall be the legal representatives of the Company.
2. Rights and obligations of legal representative:
  - a. Represent the Company in exercising rights and obligations arising from the Company's transactions;
  - b. Represent the Company as a person requesting settlement of civil matters, plaintiff, defendant, person with related rights and obligations before Arbitration, Court and other rights and obligations as prescribed by law;
  - c. Perform assigned rights and obligations honestly, carefully and to the best of our ability to ensure the legitimate interests of the Company;
  - d. Be loyal to the interests of the Company; do not abuse your position, title and use information, know-how, business opportunities, or other assets of the Company for personal gain or to serve the interests of other organizations or individuals;
  - e. Notify the Company promptly, fully and accurately about the enterprises in which you or your Related Person owns or has shares or capital contributions in accordance with the provisions of law;
  - f. The legal representative of the Company is personally responsible for damages to the Company due to violation of the obligations specified in Sub-sections c, d, e, Clause 2 of this Article.

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

#### **Artical 4. Company's operating objectives**

##### **1. Company's business lines:**

<b>STT</b>	<b>Industry name</b>	<b>Industry code</b>	<b>Main business lines (mark X to select one of the declared business lines)</b>
1.	Repair of machinery and equipment Details: Installation, repair and maintenance services for products sold by the enterprise (except mechanical processing, waste recycling, electroplating at headquarters)	3312	
2.	Installation of industrial machinery and equipment Details: Design, installation, repair, maintenance, purchase and sale of refrigeration equipment, control equipment, and automatic equipment in industry and civil (except mechanical processing, waste recycling, and electroplating at headquarters). Installation of machinery and equipment using energy exploited from clean energy (wind, solar, geothermal, water, biomass) and other renewable energy sources.	3320	

STT	Industry name	Industry code	Main business lines (mark X to select one of the declared business lines)
3.	Other production not classified elsewhere . Details: Research, manufacture, and assemble lightning protection equipment, electrical and electronic equipment; Manufacture equipment for laboratories and environmental treatment (except mechanical processing, waste recycling, and electroplating at headquarters). Manufacture energy-saving products (not operating at headquarters).	3290	
4.	Wholesale of other construction materials and installation equipment. Details: Wholesale of electrical equipment, lightning protection equipment, measuring equipment, surveillance cameras, lighting equipment, fire alarm equipment, fire fighting equipment. <i>(Except for exercising export rights, import rights, and distribution rights for goods on the List of goods of foreign investors, economic organizations with foreign investment capital are not allowed to exercise export rights, import rights, and distribution rights according to the provisions of law).</i>	4663	
5.	Wholesale of computers, peripherals and software. Details: Buying and selling computer software (Not including distribution of software and hardware products, electronics are recorded items on all materials).	4651	
6.	Other specialized wholesale not elsewhere classified. Details : <b>Wholesale</b> Mechanical products, copper products, iron and steel, electric cables of all kinds. Wholesale of chemicals (except chemicals used in agriculture) (no chemical storage). Wholesale of boilers, welding equipment, energy-saving products. (Enterprises are only allowed to do business after meeting the conditions prescribed by law and must ensure that these conditions are met throughout their operations). <i>(Except for exercising export rights, import rights, and distribution rights for goods on the List of goods of foreign investors, foreign-invested economic organizations are not allowed to exercise export rights, import rights, and distribution rights according to law) .</i>	4669	

STT	Industry name	Industry code	Main business lines (mark X to select one of the declared business lines)
7.	Wholesale of metals and metal ores. Details: Wholesale iron, steel, <b>stainless steel (inox), aluminum, copper, cast iron, zinc, tin.</b> <i>(Except for exercising export rights, import rights, and distribution rights for goods on the List of goods of foreign investors, economic organizations with foreign investment capital are not allowed to exercise export rights, import rights, and distribution rights according to the provisions of law).</i>	4662	
8.	Real estate business, land use rights owned, used or rented. Details: Real estate business <i>(Except for investment in building cemetery infrastructure to transfer land use rights associated with infrastructure).</i>	6810	
9.	Manufacture of motors, generators, electric transformers, electrical distribution and control equipment. Details: Manufacturing and assembling medium and low voltage distribution and control equipment from 35KV and below (except mechanical processing, waste recycling, electroplating at headquarters). Researching, manufacturing and producing electric batteries, UPS (not operating at headquarters).	2710	
10.	Repair other equipment. (except mechanical processing, waste recycling, electroplating at headquarters)	3319	
11.	Computer programming. Details: Software production.	6201	



STT	Industry name	Industry code	Main business lines (mark X to select one of the declared business lines)
12.	<p>Wholesale of other machinery, equipment and spare part .</p> <p>Detail:</p> <ul style="list-style-type: none"> <li>- Wholesale of electrical machinery, equipment, electrical materials (generators, electric motors, transformers, electric wires and other equipment used in electrical circuits).</li> <li>- Wholesale of medical machinery and equipment.</li> <li>- Wholesale of machinery, equipment and spare parts for office machines (except computers and peripheral equipment).</li> <li>- Wholesale of electrical equipment, lightning protection equipment, anti-theft equipment, inspection, protection, security, safety; surveillance cameras, control equipment, audio equipment, fire prevention and fighting equipment, automatic equipment in industry and civil, rectifiers, static electricity transformers, UPS uninterruptible power supplies, energy-saving products, electrical equipment for circuit switching and circuit protection, ground resistance reduction equipment, exothermic welding equipment, molds, all kinds of measuring and testing machines, chemical welding tools of all kinds, laboratory equipment - research rooms, machinery - technical equipment for the oil and gas industry, teaching equipment, environmental treatment equipment.</li> <li>- Wholesale of machinery and equipment for energy production exploited from clean energy (wind, solar, geothermal, water, biomass) and other renewable energy sources.</li> </ul> <p><i>(Except for exercising export rights, import rights, and distribution rights for goods on the List of goods of foreign investors, economic organizations with foreign investment capital are not allowed to exercise export rights, import rights, and distribution rights according to the provisions of law.) and management, import, export, purchase, sale, preservation, and protection of goods in the national reserve list).</i></p>	4659	X
13.	<p>Electricity generation</p> <p><i>(Except transmission, national power system dispatch and management of distribution grid, multi-purpose hydropower, nuclear power)</i></p>	3511	
14.	<p>Construction of other civil engineering works</p> <p>Details: Civil and industrial construction. Construction and installation of medium and low voltage stations and lines from 35KV and below. Construction of traffic and irrigation works (except transmission, national power system dispatching and management of distribution grids, multi-purpose hydropower, nuclear power). Construction of technical infrastructure works.</p>	4299	

STT	Industry name	Industry code	Main business lines (mark X to select one of the declared business lines)
15.	Building a house to live in	4101	
16.	Electricity transmission and distribution Details: Electricity distribution ( <i>Except transmission, national power system dispatch and management of distribution grid, multi-purpose hydropower, nuclear power</i> )	3512	
17.	Building a house not for living.	4102	
18.	Demolition.	4311	
19.	Electrical installation. ( <i>Except mechanical processing, waste recycling, electroplating at headquarters</i> ).	4321	
20.	Installation of water supply, drainage, heating and air conditioning systems. ( <i>Except for installation of refrigeration equipment (freezers, cold storage, ice machines, air conditioners, water chillers) using R22 refrigerant in the field of seafood processing and no mechanical processing, waste recycling, electroplating at the headquarters</i> ).	4322	
21.	Water exploitation, treatment and supply	3600	
22.	Installation of other building systems	4329	
23.	Construction completion	4330	
24.	Drainage and wastewater treatment	3700	
25.	Road construction	4212	
26.	Other specialized construction activities.	4390	
27.	Build build labour program labour benefit other.	4229	

STT	Industry name	Industry code	Main business lines (mark X to select one of the declared business lines)
28.	Construction of electrical works. (The enterprise does not provide State-monopolized goods and services, and does not conduct commercial activities according to Decree 94/2017/ND-CP on State-monopolized goods and services).	4221	
29.	Construction of water supply and drainage works.	4222	
30.	Construction of telecommunications works contact information	4223	
31.	Renting of machinery, equipment and other tangible goods without operator. Details: Rental of telecommunications equipment, electrical equipment, houses, antenna poles, electrical systems, lighting systems, grounding systems, outdoor warning systems, air conditioners, voltage stabilizers, backup generators, step-down transformers. Rental of boilers.	7730	
32.	Specialized design activities.	7410	
33.	Computer consulting and computer system administration.	6202	
34.	Manufacture of all kinds of electrical wiring equipment. Details: - Research, manufacture, and assemble lightning protection equipment. - Production of lightning protection columns and coils.	2733	
35.	Production of other electrical equipment (except mechanical processing, waste recycling, electroplating at headquarters) details: - Electrical and electronic equipment, - Equipment for laboratories and environmental treatment. - Uninterruptible power supply UPS (not operating at headquarters) - Energy saving product.	2790	
36.	Repair of prefabricated metal products. (except mechanical processing, waste recycling, electroplating at headquarters).	3311	
37.	Repair of electronic and optical equipment. (except mechanical processing, waste recycling, electroplating at headquarters).	3313	

STT	Industry name	Industry code	Main business lines (mark X to select one of the declared business lines)
38.	Electrical equipment repair. (except mechanical processing, waste recycling, electroplating at headquarters).	3314	

## 2. Company's operating objectives:

- Profitable business; preserve and develop shareholders' capital invested in the Company and through the Company invested in other enterprises;
- Maximize the efficiency of the group's operations including the parent company - subsidiary system;
- Search, apply and develop new technologies in Vietnam to meet social needs, enhance the brand and expand the Company's market share;
- Develop new business directions to optimize the use of resources within the Company;
- Investing, exercising the rights and obligations of shareholders and capital contributors at subsidiaries and associated companies;
- Joint ventures with domestic and foreign economic units to invest in expanding the Company's scope of operations and expanding the market when necessary;

## Artical 5. Scope of business and operations of the Company

- The Company is permitted to plan and conduct all business activities in accordance with the provisions of the Business Registration Certificate and this Charter in accordance with the provisions of current laws and to take appropriate measures to achieve the Company's objectives.
- The Company may conduct business activities in other fields not prohibited by law and approved by the General Meeting of Shareholders.

## IV. CHARTER CAPITAL, SHARES

### Artical 6. Charter capital, shares

- Charter capital of the Company according to the Certificate of Business Registration .**
- The Company may change its Charter Capital when approved by the General Meeting of Shareholders and in accordance with the provisions of law.
- The Company's shares on the date of adoption of this Charter are common shares. The rights and obligations of Shareholders holding common shares are stipulated in Articles 12 and 13 of this Charter.
- The Company may issue other types of preferred shares after approval by the General Meeting of Shareholders and in accordance with the provisions of law.
- Ordinary shares must be offered to existing shareholders in proportion to their ownership of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. The Company must announce the offering of shares, stating clearly the number of shares offered and the appropriate registration period (not less than twenty-one (21) days or other period as prescribed by law) so

that Shareholders can register to buy. The number of ordinary shares that Shareholders do not register to buy in full shall be decided by the Board of Directors. The Board of Directors may distribute such shares to Shareholders and other entities under conditions and in a manner that the Board of Directors deems appropriate, but must ensure that these conditions are not more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders or otherwise provided by the law on securities.

6. The Company may purchase shares issued by the Company in the manner prescribed in this Charter and applicable laws.
7. The Company may issue other types of securities when approved by the General Meeting of Shareholders and in accordance with the provisions of law.

#### **Artical 7. Stock certificate**

1. Shareholders of the Company are issued stock certificates corresponding to the number of shares and type of shares owned.
2. certificate must bear the Company's seal and the signature of the Company's legal representative in accordance with the provisions of the Enterprise Law. The stock certificate must clearly state the number and type of shares held by the shareholder, the full name of the holder and other information in accordance with the provisions of the Enterprise Law.
3. Within thirty (30) days from the date of submission of a complete application for transfer of share ownership as prescribed by the Company or within thirty (30) days from the date of full payment for the purchase of shares as prescribed in the Company's share issuance plan, the owner of the shares shall be issued a share certificate. The owner of shares shall not have to pay the Company the cost of printing the share certificate.
4. In case of increase/decrease in the number of shares, it must be recorded in the increase/decrease section of the stock certificate and must be stamped and signed by the legal representative of the Company or a representative authorized by the Company, except in cases where the shares have been deposited on the stock exchange.
5. In case the share certificate is lost, damaged or otherwise destroyed, the Shareholder shall be reissued a new share by the Company upon the Shareholder's request. The Shareholder's request must include the following contents: information about the lost, damaged or otherwise destroyed share; commitment to take responsibility for any disputes arising from the reissuance of a new share.

#### **Artical 8. Other securities certificates**

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

#### **Artical 9. Share transfer**

1. All shares are freely transferable unless otherwise provided by this Charter and the law. Shares listed and registered for trading on the Stock Exchange are transferred in accordance with the provisions of the law on securities and the stock market.
2. Shares that have not been fully paid up are not transferable and do not enjoy related rights such as the right to receive dividends, the right to receive shares issued to

increase share capital from equity, the right to purchase newly offered shares and other rights as prescribed by law.

#### **Artical 10. Share recovery**

1. In case a Shareholder fails to pay in full and on time the amount payable to purchase shares, the Board of Directors shall notify and have the right to request that Shareholder to pay the remaining amount together with interest on that amount and any costs arising from the failure to pay in full to the Company.
2. The above payment notice must clearly state the new payment period (at least seven (07) days from the date of sending the notice), the payment location and clearly state that in case of failure to pay as required, the unpaid shares will be revoked.
3. In case the requirements in the above notice are not implemented, including the failure of the Shareholder to fully pay all payable amounts, interest and related expenses, the Board of Directors has the right to reclaim those shares. The Board of Directors may accept the surrender of the reclaimed shares as prescribed in Clauses 4, 5 and 6 and in other cases prescribed in this Charter.
4. The revoked shares shall be deemed to be shares eligible for sale. The Board of Directors may directly or by authorization sell, redistribute or settle to the person who owned the revoked shares or other subjects under the conditions and in the manner that the Board of Directors deems appropriate.
5. Shareholders holding revoked shares must give up their shareholder status with respect to such shares, but must still pay all relevant amounts plus interest at the rate (not exceeding one hundred and fifty percent (150%) of the basic interest rate of the State Bank of Vietnam) at the time of revocation as decided by the Board of Directors from the date of revocation until the date of payment. The Board of Directors has full authority to decide to enforce payment of the entire value of shares at the time of revocation.
6. The notice of revocation shall be sent to the holder of the shares to be revoked before the time of revocation. The revocation shall remain effective even if there is an error or negligence in sending the notice.

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

#### **Artical 11. Organizational structure, governance and control**

The Company's organizational, management, administration and control structure includes:

1. General meeting of shareholders;
2. Board of Directors, Audit Committee under the Board of Directors; and
3. General Director.

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

#### **Artical 12. Shareholder Rights**

1. Shareholders are the owners of the Company, with rights and obligations corresponding to the number of shares and types of shares they own. Shareholders are only responsible for the debts and other financial obligations of the Company within the scope of the capital contributed to the Company.
2. Common Shareholders have the following rights:

- a. Attend and speak at the General Meeting of Shareholders and exercise voting rights directly at the General Meeting of Shareholders or through an authorized representative or exercise voting rights through online conferences, electronic voting or other forms. Each common share has one vote;
  - b. Receive dividends at the level decided by the General Meeting of Shareholders;
  - c. Have priority in purchasing newly offered shares in proportion to the number of common shares they own;
  - d. Freely transfer fully paid shares in accordance with the provisions of this Charter and current laws;
  - e. Review, look up and extract information about names and contact addresses in the list of shareholders with voting rights; request correction of incorrect information;
  - f. Review, look up, extract or copy the Company Charter, minutes of the General Meeting of Shareholders and Resolutions of the General Meeting of Shareholders;
  - g. In case the Company is dissolved or bankrupt, receive a portion of the remaining assets corresponding to the number of shares contributed to the Company after the Company has paid creditors and Shareholders holding other types of shares of the Company in accordance with the provisions of law;
  - h. Request the Company to buy back their shares in the cases specified in Article 132 of the Enterprise Law;
  - i. Equal treatment. Each share of the same type gives the Shareholders equal rights, obligations and benefits. In case the Company has preferential shares, the rights and obligations attached to the preferential shares must be approved by the General Meeting of Shareholders and fully disclosed to the Shareholders;
  - j. Have full access to periodic and irregular information published by the Company in accordance with the law;
  - k. To protect their legitimate rights and interests; to request the suspension or cancellation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the provisions of the Law on Enterprises;
  - l. Other rights as prescribed by this Charter and the law.
3. A Shareholder or group of Shareholders owning five percent (5%) or more of the total number of common shares has the following rights:
- a. Request the Board of Directors to convene a meeting of the General Meeting of Shareholders in accordance with the provisions of Clause 3, Article 115 and Article 140 of the Law on Enterprises;
  - b. Review, look up, and extract minutes, resolutions, and decisions of the Board of Directors, semi-annual and annual financial reports, contracts, transactions that must be approved by the Board of Directors, and other documents, except for documents related to the Company's trade secrets and business secrets;
  - c. Request the Board of Directors to inspect each specific issue related to the management and operation of the Company when deemed necessary. The request must be in writing and must include the following contents: full name, contact address, nationality, legal document number of the individual for individual shareholders; name, enterprise code or legal document number of the organization, head office address for institutional shareholders; number of shares

and time of share registration of each shareholder, total number of shares of the entire group of shareholders and ownership ratio in the total number of shares of the Company; issues to be inspected, purpose of inspection. In this case, the inspection will be directly carried out by the Audit Committee and reported to the Board of Directors;

- d. Propose issues to be included in the agenda of the General Meeting of Shareholders. Proposals must be in writing and sent to the Company at least three (03) working days before the opening date. Proposals must clearly state the name of the Shareholder, the number of each type of shares of the Shareholder, and the issues proposed to be included in the agenda;
  - e. Other rights as prescribed by law and this Charter.
4. A Shareholder or group of Shareholders owning ten percent (10%) or more of the total number of common shares has the right to nominate a person to the Board of Directors. The nomination of a person to the Board of Directors is carried out as follows:
- a. Common Shareholders forming a group to nominate candidates for the Board of Directors must notify the attending Shareholders of the group formation before the opening of the General Meeting of Shareholders;
  - b. Based on the number of members of the Board of Directors, a Shareholder or group of Shareholders specified in this Clause shall have the right to nominate one or several persons as decided by the General Meeting of Shareholders as candidates for the Board of Directors. In case the number of candidates nominated by a Shareholder or group of Shareholders is lower than the number of candidates they are entitled to nominate as decided by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors and other Shareholders.
5. The request to convene a meeting of the General Meeting of Shareholders as prescribed in Clause 3 of this Article must be in writing and must include the following contents: full name, contact address, nationality, legal document number of the individual for individual Shareholders; name, enterprise code or legal document number of the organization, head office address for organizational Shareholders; number of shares and time of share registration of each Shareholder, total number of shares of the entire group of Shareholders and ownership ratio in the total number of shares of the Company, basis and reason for requesting to convene a meeting of the General Meeting of Shareholders. Attached to the request to convene a meeting must be documents and evidence of violations by the Board of Directors, the level of violations or decisions beyond its authority.

### **Artical 13. Obligations of Shareholders**

Common Shareholders have the following obligations:

- 1. Pay fully and on time for the registered shares in accordance with prescribed procedures, be responsible for the debts and other financial obligations of the Company within the scope of the capital contributed to the Company;
- 2. Capital contributed in common shares shall not be withdrawn from the Company in any form, except in the case of shares being repurchased by the Company or another person. In case a Shareholder withdraws part or all of the contributed capital in contravention of the provisions of this clause, such Shareholder and the person with related interests in the Company shall be jointly liable for the debts and other property



obligations of the Company within the value of the withdrawn shares and any damages incurred;

3. Comply with this Charter and the Corporate Governance Regulations;
4. Comply with the Resolutions and decisions of the General Meeting of Shareholders and the Board of Directors;
5. Keep confidential the information provided by the Company according to the provisions of the Company Charter and the law; only use the information provided to exercise and protect one's legitimate rights and interests; strictly prohibit the dissemination or copying or sending of information provided by the Company to other organizations or individuals;
6. Attend the General Meeting of Shareholders and exercise voting rights through the following forms:
  - a. Attend and vote directly at the meeting;
  - b. Authorize other individuals and organizations to attend and vote at the meeting;
  - c. Attend and vote via online conference, electronic voting or other electronic form;
  - d. Send voting ballots to the meeting via mail, fax, email.

Shareholders may authorize a member of the Board of Directors to represent them at the General Meeting of Shareholders;

7. Provide correct address when registering to buy shares;
8. Be personally responsible when performing one of the following acts on behalf of the Company in any form:
  - a. Violation of the law;
  - b. Conduct business and other transactions for personal gain or to serve the interests of other organizations or individuals;
  - c. Pay off outstanding debts in the face of possible financial risks to the Company .
9. Be personally responsible for costs when directly or participating in requests to convene a General Meeting of Shareholders with inappropriate reasons or causes;
10. Fulfill other obligations as prescribed by current laws;

#### **Artical 14. General meeting of shareholders**

1. The General Meeting of Shareholders is the highest authority of the Company and includes all Shareholders with voting rights. The Annual General Meeting of Shareholders is held once a year and within four months (04 months) from the end of the fiscal year. The Board of Directors decides to extend the Annual General Meeting of Shareholders if necessary, but not more than six months (06 months) from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The venue of the General Meeting of Shareholders is determined to be the place where the chair attends the meeting and must be in the territory of Vietnam.
2. The Board of Directors convenes the Annual General Meeting of Shareholders and decides on the form of the meeting of the Annual General Meeting of Shareholders online or at a suitable location or a combination of both forms mentioned above, but must ensure compliance with the conditions for organizing the Annual General Meeting of Shareholders . The Annual General Meeting of Shareholders decides on

matters as prescribed by law and the Company's Charter, especially approving the audited annual financial statements and the Company's annual business plan. In case the Audit Report of the Company's annual financial statements contains material exceptions, contrary audit opinions or rejections, the Company must invite a representative of the approved auditing organization to audit the Company's financial statements to attend the Annual General Meeting of Shareholders and the representative of the approved auditing organization mentioned above is responsible for attending the Annual General Meeting of Shareholders of the Company.

3. The Board of Directors must convene an extraordinary meeting of the General Meeting of Shareholders in the following cases:
  - a. The Board of Directors deems it necessary for the benefit of the Company;
  - b. When the number of members of the Board of Directors is less than the minimum number of members prescribed by law;
  - c. The number of members of the Board of Directors is reduced by more than one-third ( $1/3$ ) compared to the number of members prescribed in this Charter or the number of independent members of the Board of Directors is reduced, not ensuring the minimum number as prescribed by law;
  - d. At the request of a Shareholder or group of Shareholders owning five percent (05%) or more of the total number of common shares. The request to convene a General Meeting of Shareholders must be made in writing, clearly stating the reason and purpose of the meeting, with sufficient signatures of the relevant Shareholders or the request must be made in multiple copies and must include sufficient signatures of the relevant Shareholders;
  - e. Other cases as prescribed by law and this Charter.
4. Responsibility for convening extraordinary shareholders' meetings
  - a. The Board of Directors must convene an extraordinary General Meeting of Shareholders within thirty (30) days from the date of occurrence of the case specified in Point b Clause 3 of this Article or receipt of a request to convene a meeting as prescribed in Point d Clause 3 of this Article; or within sixty (60) days from the date of occurrence of the case specified in Point c Clause 3 of this Article. In case the Board of Directors fails to convene a General Meeting of Shareholders as prescribed, the members of the Board of Directors who vote against the convening of the General Meeting of Shareholders must compensate the Company for any damages arising;
  - b. In case the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in Point a, Clause 4 of this Article, within the next thirty (30) days, the Shareholder or group of Shareholders requesting the convening of the meeting as prescribed in Point d, Clause 3 of this Article shall have the right to represent the Company to convene the General Meeting of Shareholders. In this case, if deemed necessary, the Shareholder or group of Shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the order and procedures for convening, conducting the meeting and making decisions of the General Meeting of Shareholders.
  - c. Procedures for organizing a General Meeting of Shareholders as prescribed in Clause 5, Article 140 of the Law on Enterprises.

5. All costs for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. These costs do not include expenses incurred by Shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

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

1. The General Meeting of Shareholders has the following rights and obligations:
  - a. Through the Company's development orientation;
  - b. Decide on the types of shares and the total number of shares of each type that are allowed to be offered for sale; decide on the annual dividend rate for each type of shares;
  - c. Elect, dismiss, remove members of the Board of Directors;
  - d. Decision to invest or sell assets worth fifty percent (50%) or more of the total asset value recorded in the Company's most recent financial report;
  - e. Decision to amend and supplement the Company Charter;
  - f. Through annual financial reports;
  - g. Decision to buy back more than 10% of total sold shares of each type;
  - h. Review and handle violations by members of the Board of Directors that cause damage to the Company and its Shareholders;
  - i. Decision to reorganize and dissolve the Company;
  - j. Decide on the budget or total remuneration, bonuses and other benefits for the Board of Directors;
  - k. Approve the Corporate Governance Regulations; Operating regulations of the Board of Directors;
  - l. Approve the list of approved auditing firms; decide on the approved auditing firm to conduct audits of the Company's operations, and dismiss approved auditors when deemed necessary;
  - m. Other rights and obligations as prescribed by law.
2. The General Meeting of Shareholders discussed and approved the following issues:
  - a. The Company's annual business plan;
  - b. Audited annual financial statements; setting up and using funds from profits as proposed by the Board of Directors;
  - c. Report of the Board of Directors on the management and performance of the Board of Directors and each member of the Board of Directors; approval of the Report of the Audit Committee;
  - d. Dividend level for each share of each type;
  - e. Number of Board members;
  - f. Elect, dismiss, remove members of the Board of Directors;
  - g. Decide on the budget or total remuneration, bonuses and other benefits for the Board of Directors;
  - h. Approve the list of approved auditing firms; decide on approved auditing firms to conduct audits of the Company's operations when deemed necessary;

- i. Supplement and amend the Company Charter;
- j. Types of shares and number of new shares issued for each type of shares;
- k. Division, separation, consolidation, merger or conversion of the Company;
- l. Reorganize and dissolve (liquidate) the Company and appoint a liquidator;
- m. Decision to invest or sell assets worth fifty percent (50%) or more of the total asset value recorded in the Company's most recent Financial Statement;
- n. Decision to buy back more than ten percent (10%) of the total number of shares sold of each type;
- o. The Company signs contracts and transactions with the subjects specified in Clause 1, Article 167 of the Enterprise Law with a value equal to or greater than twenty percent (20%) of the total value of the Company's assets recorded in the most recent financial report;
- p. Providing loans or guarantees to members of the Board of Directors, General Director, other managers who are not Shareholders and related individuals and organizations of these subjects;

In case of granting loans or guarantees to related organizations of members of the Board of Directors, General Director, other managers where the Company and such organizations are companies in the same group or companies operating in a group of companies, including parent company - subsidiary, economic group, the Board of Directors shall approve according to the provisions of the Company Charter;

- q. Contracts, loan transactions, asset sales with a value greater than ten percent (10%) of the total asset value recorded in the most recent financial report between the Company and a Shareholder owning fifty-one percent (51%) or more of the total number of voting shares or a related person of that Shareholder.
- r. Approve the Corporate Governance Regulations and the Board of Directors' operating regulations;
- s. Other issues as prescribed by law and this Charter.

**3. Shareholders are not allowed to vote in the following cases:**

- a. Contracts specified in Clause 2 of this Article when that Shareholder or a person related to that Shareholder is a party to the contract;
- b. The purchase of shares by that Shareholder or by a person related to that Shareholder, except in cases where the purchase of shares is made in proportion to the ownership ratio of all Shareholders or the purchase is made through order matching or public offering on the Stock Exchange.

**4. All resolutions and issues included in the agenda must be discussed and voted on at the General Meeting of Shareholders.**

**Artical 16. Authorized representative**

- 1. Shareholders who are entitled to attend the General Meeting of Shareholders according to the law may authorize their representatives to attend. In case more than one representative is appointed, the number of shares and votes authorized for each representative must be specifically determined.
  - a. A Company Shareholder is an individual who authorizes another person in writing to attend the meeting.

- b. A Company Shareholder is an organization that owns at least ten percent (10%) of the total number of common shares and may authorize up to three (03) representatives. The authorized representative of a Shareholder that is an organization must be authorized in writing on behalf of the owner, member, or Shareholder to exercise the rights and obligations as prescribed by the Shareholder.
  2. The authorization for a representative to attend the General Meeting of Shareholders must be made in writing according to the Company's form or according to the provisions of the civil law. The authorization document must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of authorized shares, the content of the authorization, the scope of authorization, the duration of authorization, the signatures of the authorizing party and the authorized party:
    - a. In case an individual Shareholder is the authorized person, there must be the signature of that Shareholder and the person authorized to attend the meeting;
    - b. In case the institutional shareholder is the principal, the authorization letter must be signed by the authorized representative, the legal representative of the shareholder and the individual, the legal representative of the organization authorized to attend the meeting;
    - c. In other cases, there must be the signature of the legal representative of the Shareholder and the person authorized to attend the meeting.

The person authorized to attend the General Meeting of Shareholders must submit the authorization document when registering to attend the meeting before entering the meeting room.
  3. In case a lawyer signs a representative appointment paper on behalf of the principal, the representative appointment in this case shall only be considered effective if such representative appointment paper is presented together with the Shareholder's letter of authorization to the lawyer or a valid copy of such letter of authorization (if not previously registered with the Company).
  4. Except for the case specified in Clause 3 of this Article, the voting ballot of the person authorized to attend the meeting within the scope of authorization remains valid in one of the following cases:
    - a. The authorized person has died, has limited civil act capacity or has lost civil act capacity;
    - b. The principal has revoked the appointment of the proxy;
    - c. The principal has revoked the authority of the agent.

This provision shall not apply in the event that the Company receives notice of one of the above events before the opening of the General Meeting of Shareholders or before the meeting is reconvened.

#### **Artical 17. Change permissions**

1. :The decisions of the General Meeting of Shareholders (in the cases specified in Clause 2, Article 15 relating to the Company's capital being divided into different types of shares) on changing or canceling special rights attached to a type of preferred shares shall be effective when approved by Shareholders representing sixty-five percent (65%) or more of the total number of votes of all shareholders attending the meeting. The resolution of the General Meeting of Shareholders on the content that

adversely changes the rights and obligations of Shareholders owning preferred shares shall only be approved if approved by the number of Preferred Shareholders of the same type attending the meeting owning seventy-five percent (75%) or more of the total number of preferred shares of that type or approved by Preferred Shareholders of the same type owning seventy-five percent (75%) or more of the total number of preferred shares of that type in the case of passing the resolution in the form of obtaining written opinions.

2. The organization of such a meeting is only valid when there are at least two (02) Shareholders (or their authorized representatives) and holding at least one-third (1/3) of the par value of the issued shares of that type. In case there are not enough delegates as stated above, the meeting shall be re-organized within the next thirty (30) days and the holders of shares of that type (regardless of the number of people and shares ) present in person or through authorized representatives shall be considered to have sufficient number of delegates required. At the separate meetings mentioned above, the holders of shares of that type present in person or through representatives may request a secret ballot. Each share of the same type shall have equal voting rights at the above meetings.
3. The procedures for conducting such separate meetings are similar to the provisions in Articles 19, 20 and 21 of this Charter.
4. Unless the terms of issue of shares provide otherwise, the special rights attached to the classes of shares with preferential rights in respect of some or all matters relating to the distribution of the Company's profits or assets shall not be changed when the Company issues additional shares of the same class.

#### **Artical 18. Convening meetings, meeting agendas, and notices of invitations to the General Meeting of Shareholders**

1. The Board of Directors convenes the annual and extraordinary General Meetings of Shareholders. The Board of Directors convenes extraordinary General Meetings of Shareholders in the cases specified in Clause 3, Article 14 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 attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than ten (10) days before the date of sending the notice of invitation to the General Meeting of Shareholders. The Company must disclose information on the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days before the last registration date;
  - b. Prepare agenda, content and documents for the congress;
  - c. Draft resolution of the General Meeting of Shareholders according to the expected content of the meeting;
  - d. Determine the time and place of the congress;
  - e. Notify and send notice of the General Meeting of Shareholders to all Shareholders entitled to attend the meeting;
  - f. work serving the congress.
3. Notice of the General Meeting of Shareholders shall be sent to all Shareholders by a method that ensures it reaches the Shareholders' contact addresses (including but not

limited to methods such as sending by post, fax, email, telephone message or other means), and shall be published on the information media of the State Securities Commission, the Stock Exchange, and on the Company's website. Notice of invitation to the General Meeting of Shareholders shall be sent to all Shareholders on the List of Shareholders entitled to attend the meeting at least twenty-one (21) days before the opening date of the meeting (calculated from the date the notice is validly sent or transmitted). The agenda of the General Meeting of Shareholders, documents related to the issues to be voted on at the General Meeting shall be sent to the Shareholders and/or posted on the Company's website. In case the documents are not sent with the notice of the General Meeting of Shareholders, the meeting invitation must clearly state the link to the entire meeting documents so that Shareholders can access them, including:

- a. Meeting agenda, documents used in the meeting;
  - b. List and details of candidates in case of election of members of the Board of Directors;
  - c. Voting ballot;
  - d. Form of appointment of authorized representative to attend meeting;
  - e. Draft resolutions for each issue on the agenda.
4. A Shareholder or group of Shareholders mentioned in Clause 3, Article 12 of this Charter has the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and must be sent to the Company at least three (03) working days before the opening date of the General Meeting of Shareholders. The proposal must include the full name of the Shareholder, permanent address, nationality, citizen identification card number, identity card, passport or other legal personal identification for an individual Shareholder; the name, enterprise code or establishment decision number, head office address for an organization Shareholder; the number and type of shares held by that Shareholder, and the proposed issue to be included in the agenda.
  5. The convener of the General Meeting of Shareholders has the right to reject the proposal specified in Clause 4 of this Article if it falls under one of the following cases:
    - a. The petition is sent in violation of the provisions of Clause 4 of this Article ;
    - b. At the time of the proposal, the Shareholder or group of Shareholders does not hold five percent (5%) or more of common shares as prescribed in Clause 3, Article 12;
    - c. The proposed issue is not within the scope of decision-making authority of the General Meeting of Shareholders;
    - d. Other cases as prescribed by law and this Charter.
  6. The convener of the General Meeting of Shareholders must accept and include the proposal specified in Clause 4 of this Article in the proposed agenda and content of the meeting, except for the case specified in Clause 5 of this Article; the proposal shall be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.
  7. The Board of Directors must prepare draft resolutions for each issue on the meeting agenda.

#### **Artical 19. Conditions for holding a General Meeting of Shareholders**

1. The General Meeting of Shareholders is held when the number of Shareholders attending the meeting represents more than fifty percent (50%) of the total number of shares with voting rights.
2. In case the first meeting does not meet the conditions for holding as prescribed in Clause 1 of this Article, the notice of invitation to the second meeting shall be sent within thirty (30) days from the date of the first meeting. The second General Meeting of Shareholders shall be held when the number of Shareholders attending the meeting represents thirty-three percent (33%) or more of the total number of voting shares.
3. In case the second meeting is not eligible to be held according to the provisions of Clause 2 of this Article, the notice of invitation to the third meeting must be sent within twenty (20) days from the date of the planned second meeting. The third General Meeting of Shareholders shall be held regardless of the total number of voting shares of the attending Shareholders and shall have the right to decide all matters that the first General Meeting of Shareholders may approve.

#### **Artical 20. Procedures for conducting meetings and voting at the General Meeting of Shareholders**

1. On the date of the General Meeting of Shareholders, the Company must carry out shareholder registration procedures and must carry out the registration until all Shareholders entitled to attend the meeting have registered in the following order:
  - a. When registering shareholders, the Company shall issue to each Shareholder or authorized representative with voting rights a voting card, on which shall be recorded the registration number, full name of the Shareholder, full name of the authorized representative and the number of votes (equivalent to the number of shares owned with voting rights) of that Shareholder. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted by voting in favor, against, and without opinion. At the General Meeting, the number of cards approving the resolution shall be collected first, the number of cards disapproving the resolution shall be collected later, and finally the total number of votes approving or disapproving shall be counted to make a decision. The vote counting results shall be announced by the Chairman immediately before the closing of the meeting. The General Meeting shall elect persons responsible for counting votes or supervising the counting of votes upon the Chairman's proposal. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders based on the proposal of the Chairman of the meeting ;
  - b. Shareholders, authorized representatives of institutional shareholders or authorized persons arriving after the meeting has opened have the right to register immediately and then have the right to participate and vote at the meeting immediately after registration. The Chairman is not responsible for stopping the meeting to allow late shareholders to register and the validity of the contents voted on previously will not change.
2. The election of the chairman, secretary and counting committee is regulated as follows:
  - a. The Chairman of the Board of Directors shall chair or authorize another member of the Board of Directors to chair the General Meeting of Shareholders convened by the Board of Directors. In case the Chairman is absent or temporarily unable to



work, the remaining members of the Board of Directors shall elect one of them to chair the meeting according to the majority principle. In other cases, the person who signs the convening of the General Meeting of Shareholders shall direct the General Meeting of Shareholders to elect the meeting chairperson and the person with the highest number of votes shall chair the meeting;

- b. The chairman appoints one or more people to act as meeting secretaries;
  - c. The General Meeting of Shareholders elects one or more people to the vote counting committee at the request of the meeting chairman.
3. The agenda and content of the meeting must be approved by the General Meeting of Shareholders in the opening session. The agenda must clearly and specifically specify the time for each issue in the agenda.
4. The Chairman of the meeting has the right to take necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda and reflecting the wishes of the majority of attendees, specifically:
- a. Seating arrangement at the venue of the General Meeting of Shareholders;
  - b. Ensure the safety of everyone present at meeting locations;
  - c. Facilitate shareholders to attend (or continue to attend) the meeting. The convener of the General Meeting of Shareholders has the full right to change the above measures and apply all necessary measures. The measures applied may be to issue admission tickets or use other forms of selection.

In case the above measures are applied at the General Meeting of Shareholders, the Chairman may:

- a. Notice that the Meeting will be held at the location stated in the notice and the Chairman of the Meeting will be present there (“Principal Place of Meeting”);
- b. Arrange and organize so that Shareholders or authorized representatives who cannot attend the meeting according to this provision or those who wish to attend at a location other than the main location of the meeting can simultaneously attend the general meeting of shareholders.

The notice of the holding of the meeting need not specify the details of the organisational measures under this provision.

In this Charter (unless the circumstances otherwise require), every Shareholder or his authorized representative shall be deemed to have attended the meeting at the Principal Place of the meeting.

5. The General Meeting of Shareholders discusses and votes on each issue in the agenda. Voting is conducted by voting for, against and abstention. The vote counting results are announced by the Chairman immediately before the closing of the meeting.
6. Shareholders or authorized persons who arrive after the meeting has opened may still register and have the right to vote immediately after registration; in this case, the validity of the previously voted contents remains unchanged.
7. The person convening or chairing the meeting of the General Meeting of Shareholders has the following rights:
- a. Require all meeting attendees to submit to screening or other reasonable, lawful security measures;

- b. Request the competent authority to maintain order at the meeting; expel those who do not comply with the chairman's authority, intentionally disrupt order, prevent the normal progress of the meeting or do not comply with security check requirements from the General Meeting of Shareholders.
8. The Chairman has the right to postpone a General Meeting of Shareholders with a sufficient number of registered participants for no more than three (03) working days from the date of the scheduled opening of the meeting and may only postpone the meeting or change the meeting location in the following cases:
- a. The meeting location does not have enough comfortable seating for all attendees;
  - b. The media at the meeting location does not ensure that shareholders attending the meeting can participate, discuss and vote;
  - c. There are people attending the meeting who obstruct, disrupt order, and risk making the meeting not be conducted fairly and legally.

In case the chairman postpones or suspends the General Meeting of Shareholders contrary to the provisions of this clause, the General Meeting of Shareholders shall elect another person from among the attendees to replace the chairman in conducting the meeting until its conclusion; all resolutions passed at that meeting shall be effective.

- 9. The Company shall hold a General Meeting of Shareholders at least once a year. The Annual General Meeting of Shareholders shall not be held by way of written consent.

**Artical 21. Conditions for the Resolution of the General Meeting of Shareholders to be passed**

- 1. The resolution on the following content shall be passed if approved by the number of Shareholders representing sixty-five percent (65%) or more of the total number of voting shares of all Shareholders attending the meeting, except for the cases specified in Clauses 3 and 4, Article 21 and Clause 1, Article 17:
  - a. Types of shares and total number of shares of each type;
  - b. Change of industry, profession and business field;
  - c. Change the Company's management structure;
  - d. Investment project or sale of assets with a value of fifty percent (50%) or more of the total asset value recorded in the Company's most recent financial report;
  - e. Reorganization and dissolution of the Company.
- 2. Resolutions are passed when approved by the number of Shareholders owning more than fifty percent (50%) of the total number of voting shares of all Shareholders attending the meeting, except for the cases specified in Clauses 1, 3, 4, Article 21 and Clause 1, Article 17.
- 3. Election of members of the Board of Directors must comply with the provisions of Clause 3, Article 148 of the Law on Enterprises.
- 4. In case of passing a resolution in the form of collecting written opinions, the resolution of the General Meeting of Shareholders shall be passed if it is approved by the number of Shareholders owning more than fifty percent (50%) of the total number of votes of all Shareholders with voting rights;
- 5. Resolutions of the General Meeting of Shareholders passed by one hundred percent (100%) of the total number of voting shares are legal and effective even if the order

and procedures for convening the meeting and passing such resolution violate the provisions of the Law on Enterprises and the Company Charter.

**Artical 22. Authority and procedures for obtaining written opinions of Shareholders to pass Resolutions of the General Meeting of Shareholders**

The authority and procedures for obtaining written opinions from Shareholders to pass Resolutions of the General Meeting of Shareholders shall be implemented according to the following provisions:

1. The Board of Directors has the right to obtain written opinions from Shareholders to pass Resolutions of the General Meeting of Shareholders on all matters within the decision-making authority of the General Meeting of Shareholders when deemed necessary for the benefit of the Company.
2. The Board of Directors must prepare the voting ballot, draft Resolution of the General Meeting of Shareholders, documents explaining the draft resolution and send them to all Shareholders with voting rights at least ten (10) days before the deadline for returning the voting ballot. The requirements and method for sending the voting ballot and accompanying documents shall be implemented in accordance with the provisions of Clause 3, Article 18 of this Charter.
3. The opinion form must have the following main contents:
  - a. Name, head office address, business registration number;
  - b. Purpose of consultation;
  - c. Full name, contact address, nationality, legal document number of the individual for individual Shareholders; name, enterprise code or legal document number of the organization, head office address for organizational Shareholders or full name, contact address, nationality, legal document number of the individual for the representative of the organizational Shareholders; number of shares of each type and number of votes of the Shareholders;
  - d. Issues requiring consultation to pass decisions;
  - e. Voting options include approval, disapproval and no opinion on each issue being voted on;
  - f. Deadline for returning completed opinion forms to the Company;
  - g. Full name and signature of the Chairman of the Board of Directors.
4. The completed ballot must be signed by the individual Shareholder, the authorized representative or the legal representative of the organizational Shareholder.

Shareholders may send their completed questionnaires to the Company by mail, fax or email as follows :

- a. Mailing: Voting forms sent to the Company must be contained in a sealed envelope and no one is allowed to open it before counting the votes;
- b. Fax or email: Voting forms sent to the Company must be kept confidential until the time of vote counting.

Voting forms sent to the Company after the deadline specified in the voting form or opened in the case of mailing and disclosed in the case of faxing or emailing are invalid. Voting forms that are not returned are considered as non-voting forms.

5. The Board of Directors shall count the votes and prepare a vote counting record under the witness of the Audit Committee or of a Shareholder who does not hold the position

of Company Executive. The vote counting record must contain the following main contents:

- a. Name, head office address, business registration number;
- b. Purpose and issues to be consulted to pass the resolution;
- c. Number of Shareholders with total number of votes participated in voting, in which distinguishing between valid and invalid votes and method of sending votes, with appendix of list of shareholders participating in voting;
- d. Total number of votes for, against and abstentions on each issue;
- e. The matter passed and the corresponding passing percentage;
- f. Full name and signature of the Chairman of the Board of Directors, the vote counter and the vote counting supervisor.

Members of the Board of Directors, vote counters and vote counting supervisors shall be jointly responsible for the truthfulness and accuracy of the vote counting minutes; and jointly responsible for damages arising from decisions passed due to dishonest and inaccurate vote counting.

6. The minutes of the vote counting and resolutions must be sent to the Shareholders within fifteen (15) days from the date of completion of the vote counting. The sending of the minutes of the vote counting and resolutions may be replaced by posting them on the Company's website within twenty-four (24) hours from the date of completion of the vote counting.
7. The returned ballots, the vote counting minutes, the adopted resolutions and related documents attached to the ballots must all be kept at the Company's head office;
8. A resolution is passed by way of obtaining written opinions from Shareholders if approved by Shareholders owning more than fifty percent (50%) of the total number of votes of all Shareholders with voting rights and has the same value as a resolution passed at a meeting of the General Meeting of Shareholders.

#### **Artical 23. Resolution, Minutes of General Meeting of Shareholders**

1. Minutes of the General Meeting of Shareholders must be recorded and may be audio-recorded or recorded and stored in other electronic forms. Minutes must be prepared in Vietnamese, may be prepared in a foreign language, and have the following main contents:
  - a. Name, head office address, business registration number;
  - b. Time and place of the General Meeting of Shareholders;
  - c. Meeting agenda and content;
  - d. Full name of the chairman and secretary;
  - e. Summarize the meeting proceedings and opinions expressed at the General Meeting of Shareholders on each issue in the meeting agenda;
  - f. Number of Shareholders and total number of votes of Shareholders attending the meeting, appendix of list of registered shareholders, shareholder representatives attending the meeting with corresponding number of shares and votes;
  - g. Total number of votes for each voting issue, clearly stating the voting method, total number of valid, invalid, approving, disapproving and abstaining votes; corresponding ratio to the total number of votes of Shareholders attending the

meeting;

- h. Issues passed and corresponding percentage of votes passed;
  - i. Full name and signature of the chairman and secretary. In case the chairman and secretary refuse to sign the meeting minutes, the minutes shall be valid if signed by all other members of the Board of Directors attending the meeting and contain all the contents as prescribed in this clause. The minutes shall clearly state the refusal of the chairman and secretary to sign the meeting minutes.
2. 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 other person signing the minutes of the meeting must be jointly responsible for the truthfulness and accuracy of the contents of the minutes.
  3. Minutes made in Vietnamese and foreign languages have the same legal effect. In case of any difference in content between the minutes in Vietnamese and in foreign languages, the content in the minutes in Vietnamese shall prevail.
  4. Resolutions, Minutes of the General Meeting of Shareholders, appendix of list of shareholders registered to attend the meeting with signatures of Shareholders, authorization documents to attend the meeting, all documents attached to the Minutes (if any) and related documents attached to the meeting invitation must be disclosed in accordance with the law on information disclosure on the stock market and must be kept at the Company's head office.

#### **Artical 24. Request to cancel the Resolution of the General Meeting of Shareholders**

Within ninety (90) days from the date of receipt of the resolution or minutes of the General Meeting of Shareholders or the minutes of the results of the vote counting for the General Meeting of Shareholders, the Shareholder or group of Shareholders specified in Clause 3, Article 12 of this Charter has the right to request the Court or Arbitration to review and cancel the resolution or part of the content of the resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening meetings and making decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the Company Charter, except for the case specified in Clause 5, Article 21 of this Charter;
2. The content of the resolution violates the law or this Charter.

In case the resolution of the General Meeting of Shareholders is annulled by a decision of the Court or Arbitration, the person convening the annulled General Meeting of Shareholders may consider reorganizing the General Meeting of Shareholders in accordance with the order and procedures prescribed in the Law on Enterprises and this Charter.

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

#### **Artical 25. Nominate and run for Board of Directors**

1. candidates have been identified , the Company must disclose information related to the candidates at least ten (10) days before the opening date of the General Meeting of Shareholders on the Company's website so that Shareholders can learn about these candidates before voting. The Board of Directors candidates must have a written commitment to the honesty 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 the Board of Directors candidates to be disclosed includes:

- a. Full name, date, month, year born;
  - b. Professional qualifications;
  - c. Work process;
  - d. Other management positions (including positions on the Board of Directors of other companies);
  - e. Interests related to the Company and its related parties;
  - f. Other information (if any).
2. Shareholders or groups of Shareholders owning 10% or more of the total number of common shares have the right to nominate candidates for the Board of Directors. Shareholders or groups of Shareholders owning 10% to less than 20% of the total number of voting shares may nominate one (01) candidate; 20% to less than 30% may nominate up to two (02) candidates; 30% to less than 40% may nominate up to three (03) candidates; 40% to less than 50% may nominate up to four (04) candidates; 50 % to less than 60 % may nominate up to five ( 05 ) candidates; 60% to less than 70 % may nominate up to six (06) candidates; From 70% to less than 80% can nominate up to seven (07) candidates; and from 80% to less than 90 % can nominate up to eight (08) candidates.
  3. In case the number of candidates for the Board of Directors through nomination and candidacy is still not enough, the current Board of Directors shall introduce additional candidates and the list of additional nominees must be announced on the Company's website at least five (05) days before the opening date of the General Meeting of Shareholders. The nomination of additional members at the General Meeting must ensure the approval rate as prescribed in Clause 2, Article 21 of this Charter.
  4. Members of the Board of Directors must meet the standards and conditions prescribed in Clause 1 and Clause 2, Article 155 of the Law on Enterprises and the Company Charter.

#### **Artical 26. Composition and term of office of Board of Directors members**

1. The number of members of the Board of Directors is at least five (05) people and at most eleven (11) people.
2. The term of office of the Board of Directors is four (04) years. In which, the term of office of a member of the Board of Directors must follow the term of the Board of Directors. A member of the Board of Directors may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for no more than two (02) consecutive terms. In case all members of the Board of Directors end their terms at the same time, those members shall continue to be members of the Board of Directors until a new member is elected to replace them and take over the work.

In case of additional election or replacement of a member of the Board of Directors who is dismissed or removed, the term of office of the additional or replacement member is the remaining term of the Board of Directors.

3. The composition of the Board of Directors is as follows:
  - a. The Company must ensure that at least one-third (1/3) of the total number of members of the Board of Directors are non-executive members;

- b. The total number of independent members of the Board of Directors must account for at least one-third (1/3) of the total number of members of the Board of Directors. The minimum number of independent members of the Board of Directors is determined by rounding down.

A member of the Board of Directors may concurrently be a member of the Board of Directors at a maximum of five (05) other companies.

- 4. A member of the Board of Directors shall no longer be eligible to be a member of the Board of Directors in the event that he/she is dismissed, removed or replaced by the General Meeting of Shareholders as follows:
  - a. Not meeting the standards and conditions prescribed in Article 155 of the Law on Enterprises or being prohibited by law from being a member of the Board of Directors;
  - b. Have a written resignation and it is accepted;
  - c. Having a mental disorder and there is professional evidence proving that the person lacks civil capacity;
  - d. Failure to participate in the activities of the Board of Directors continuously for six months without the approval of the Board of Directors, and the Board of Directors decides that the position of this person is vacant;
  - e. Dismissed by decision of the General Meeting of Shareholders;
  - f. Intentionally providing inaccurate personal information when submitting to the Company as a candidate for the Board of Directors;
  - g. Other cases as prescribed by law and this Charter.
- 5. The appointment of members of the Board of Directors must be announced in accordance with the law on information disclosure on the stock market.
- 6. Board Member may not be a Shareholder of the Company in the following cases:
  - a. Representing the capital of individuals and organizations that are Shareholders of the Company;
  - b. As an individual with capacity and prestige in society, recognized by the Board of Directors The previous term is nominated by a majority of votes or nominated by a Shareholder or group of Shareholders owning ten percent (10%) or more of the total number of voting shares.
- 7. An independent member of the Board of Directors must notify the Board of Directors that he/she no longer meets the standards and conditions as prescribed in Clause 2, Article 155 of the Law on Enterprises and is automatically no longer an independent member of the Board of Directors from the date of no longer meeting the standards and conditions. The Board of Directors must notify the case where an independent member of the Board of Directors no longer meets the standards and conditions at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect additional or replace an independent member of the Board of Directors within six (06) months from the date of receipt of the notice from the relevant independent member of the Board of Directors.

#### **Artical 27. Powers and obligations of the Board of Directors**

- 1. The Company's business activities and affairs are subject to the supervision and direction of the Board of Directors. The Board of Directors is the body with full

authority to decide and exercise all rights and obligations on behalf of the Company, except for those 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, the Company's internal regulations 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. Determine operational objectives based on strategic objectives approved by the General Meeting of Shareholders;
  - c. Propose the type of shares and the total number of shares of each type that can be offered for sale;
  - d. Decision to sell unsold shares within the number of shares offered for sale of each type;
  - e. Proposing the issuance of convertible bonds and warrants allowing the holder to purchase shares at a predetermined price;
  - f. Decide on the issuance of bonds and other forms of capital mobilization of the Company;
  - g. Decide on the offering price of the Company's bonds, shares and convertible warrants;
  - h. Valuation of non-cash assets contributed to the Company related to the issuance of shares or bonds of the Company, including gold, land use rights, intellectual property rights, technology and technological know-how;
  - i. The purchase or withdrawal by the Company shall not exceed ten percent (10%) of each type of shares; Decide on the price at which the Company purchases or withdraws shares;
  - j. Decide on investment plans and investment projects within the authority and limits prescribed by law;
  - k. Decide on market development, marketing and technology solutions;
  - l. Approve purchase, sale, loan, lending contracts and other contracts and transactions with a value of 30% or more of the total asset value recorded in the company's most recent financial report; except for contracts and transactions under the decision-making authority of the General Meeting of Shareholders as prescribed in Points m, o and q, Clause 2, Article 15 of this Charter;
  - m. Borrowing and making mortgages, warranties, guarantees and indemnities to other companies;
  - n. Investments that are not part of the business plan, or have an investment value exceeding 10% of the annual business plan value;
  - o. Elect, dismiss, remove the Chairman of the Board of Directors;
  - p. Appoint , dismiss, remove, sign contracts, terminate contracts with the General Director and Company Executives ; decide on salaries, remuneration, bonuses and other benefits of those executives;



- q. Decide on the appointment, dismissal, removal of authorized representatives exercising ownership rights of shares or capital contributions in other organizations/enterprises; decide on salaries, remuneration, bonuses and other benefits of those persons. The above dismissal must not be contrary to the contractual rights of the dismissed persons (if any);
- r. Decide on specific salary, remuneration, bonuses and other benefits for each member of the Board of Directors based on the budget or total salary, bonuses and other benefits for the Board of Directors approved by the General Meeting of Shareholders;
- s. Supervise and direct the General Director and Company Executives in managing and operating the Company's daily business operations;
- t. Resolve complaints of the Company against the Company Executive as well as decide on the selection of the Company's representative to resolve issues related to legal proceedings against that executive;
- u. Appoint and remove persons authorized by the Company as commercial representatives and Lawyers of the Company;
- v. Decide on the organizational structure and internal management regulations of the Company; move the Company's headquarters within Ho Chi Minh City;
- w. Decision to establish or terminate the operation of a branch or representative office of the Company;
- x. Decide on the establishment, merger, separation, consolidation, conversion of type and dissolution of Subsidiaries;
- y. Decide on the purchase or sale of shares and capital contributions in other enterprises established in Vietnam or abroad;
- z. Approve the agenda and content of documents for the General Meeting of Shareholders, convene the General Meeting of Shareholders or collect opinions for the General Meeting of Shareholders to pass resolutions;
- aa. Submit audited annual financial statements to the General Meeting of Shareholders;
- bb. Report to the General Meeting of Shareholders on the Board of Directors' appointment of the General Director;
- cc. Decide on the level of interim dividends; propose the level of dividends to be paid; decide on the time limit and procedures for paying dividends or handling losses arising during the business process;
- dd. Proposing the reorganization and dissolution of the Company; requesting the bankruptcy of the Company;
- ee. Decision to promulgate the Board of Directors' Operating Regulations and the Company's Governance Regulations after being approved by the General Meeting of Shareholders; decision to promulgate the Audit Committee's Operating Regulations under the Board of Directors, and the Company's Information Disclosure Regulations;
- ff. Decide on any other business or transaction that the Board of Directors deems necessary to obtain approval within its authority and responsibility to ensure the operation of the Company; and

gg. Other rights and obligations are stipulated in the Law on Enterprises, the Law on Securities, other provisions of law and the Company Charter.

3. The Board of Directors must report to the General Meeting of Shareholders on the results of the Board of Directors' activities in accordance with Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.
4. Unless otherwise provided by law and the Charter, the Board of Directors may authorize employees and other Company Executives to act on behalf of the Company.
5. In case the resolution or decision passed by the Board of Directors is contrary to the provisions of law, the resolution of the General Meeting of Shareholders, or the Company's Charter, causing damage to the Company, the members who agree to pass such resolution or decision shall jointly bear personal responsibility for such resolution or decision and shall compensate the Company for the damage; the members who oppose the passage of the above resolution or decision shall be exempted from liability. In this case, the Company's shareholders have the right to request the Court to suspend or annul the implementation of the above resolution or decision.

**Artical 28. Remuneration, salary, bonus and other benefits of Board of Directors members**

1. Board members are entitled to remuneration and bonuses based on the Company's performance and efficiency. This remuneration is divided among the Board members according to the agreement in the Board of Directors or divided equally in case of no agreement.
2. The total remuneration and bonus of the Board of Directors is decided by the General Meeting of Shareholders at the annual meeting.
3. The remuneration of each member of the Board of Directors is included in the Company's business expenses according to the provisions of the law on corporate income tax, shown as a separate item in the Company's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.
4. A member of the Board of Directors holding an executive position; or a permanent/full-time member of the Board of Directors; or a member of the Board of Directors serving on committees or sub-committees of the Board of Directors; or performing other tasks which, in the opinion of the Board of Directors, are outside the scope of the normal duties of a member of the Board of Directors, may be paid in addition in the form of a lump sum, salary, commission, percentage of profits or in other forms as decided by the Board of Directors.
5. Board members are entitled to be reimbursed for all travel, accommodation, meals and other reasonable expenses incurred by them in performing their Board member responsibilities, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors or committees/subcommittees of the Board of Directors.

**Artical 29. Chairman, Vice Chairman of the Board of Directors**

1. The Board of Directors shall select from among its members one (01) Chairman and Vice Chairmen (if any) by majority vote.
2. The Chairman of the Board of Directors shall not concurrently hold the position of General Director of the Company.

3. The Chairman of the Board of Directors has the following rights and obligations:
  - a. Develop programs and plans of activities of the Board of Directors;
  - b. Prepare or organize the preparation of agenda, content, and documents for meetings; convene, chair and preside over the General Meeting of Shareholders and meetings of the Board of Directors;
  - c. The Chairman of the Board of Directors shall be responsible for ensuring that the Board of Directors submits the annual financial report, the Company's operational report, the audit report and the Board of Directors' operational report to the Shareholders at the General Meeting of Shareholders;
  - d. Organize the approval of resolutions and decisions of the Board of Directors; sign resolutions and decisions of the Board of Directors on behalf of the Board of Directors;
  - e. Monitor the implementation of resolutions and decisions of the Board of Directors;
  - f. Other rights and obligations as prescribed by the Law on Enterprises and the Company Charter.
4. The Vice Chairman shall have the same rights and obligations as the Chairman in the event that he is authorized by the Chairman, but only in the event that the Chairman has notified the Board of Directors that he is absent or must be absent due to force majeure or is unable to perform his duties. In the event that the Chairman does not appoint a Vice Chairman, the remaining members of the Board of Directors shall appoint a Vice Chairman. In the event that both the Chairman and the Vice Chairman are temporarily unable to perform their duties for any reason, the Board of Directors may elect another person among them to perform the duties of the Chairman by majority vote.
5. In case the Chairman and/or Vice Chairman of the Board of Directors submits a resignation or is dismissed or removed from office, the Board of Directors must elect a replacement within ten (10) days from the date the Company receives the resignation letter or from the date the Board of Directors approves the decision to dismiss or remove.

### **Artical 30. Board of Directors Meeting**

1. The first meeting of the Board of Directors term.

The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within seven (07) working days from the date of completion of the election of the 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 case there is more than one member with the highest number of votes or the highest percentage of votes and equal, the members shall vote by majority to select one (01) of them to convene the meeting of the Board of Directors.

2. Regular Board Meeting.

The Chairman of the Board of Directors must convene regular meetings of the Board of Directors, set the agenda, and announce the time and place of the meeting at least five (05) working days before the scheduled meeting date. The Chairman may convene a meeting whenever deemed necessary, but there must be at least one (01) meeting per quarter.

3. Extraordinary Board Meeting.

The Chairman of the Board of Directors shall convene extraordinary meetings when deemed necessary for the benefit of the Company. In addition, the Chairman of the Board of Directors shall convene a meeting of the Board of Directors, without delay without justifiable reason, when one of the following subjects requests in writing to present the purpose of the meeting and the issues to be discussed:

- a. An independent member of the Board of Directors;
  - b. General Director or at least five (05) other Company Executives;
  - c. At least two (02) members of the Board of Directors.
  - d. At the request of the independent auditor to discuss the audit report and the Company's situation.
4. The meetings of the Board of Directors mentioned in Clause 3 of this Article must be held within seven (07) working days after the meeting proposal is made. In case the Chairman of the Board of Directors does not agree to convene a meeting as requested, he/she shall be responsible for any damages caused to the Company; the persons requesting the organization of the meeting mentioned in Clause 3 of this Article have the right to replace the Chairman of the Board of Directors in convening a meeting of the Board of Directors.

5. Meeting location.

The meetings of the Board of Directors specified in Clause 1, Clause 2, Clause 3 of this Article shall be conducted at the Company's head office address or other addresses in Vietnam or abroad as proposed by the Chairman of the Board of Directors and agreed by the Board of Directors.

6. Notice of Board of Directors meeting.

Notice of Board of Directors meeting must be sent to members of the Board of Directors at least three (03) working days before the meeting. Notice of meeting can be sent by invitation, post, fax, email or other means depending on the time, but must ensure that it reaches the address of each member of the Board of Directors registered with the Company. Notice of meeting must specify the time and place of the meeting, agenda, issues to be discussed and decided, along with documents used at the meeting and voting ballots of members.

7. Minimum number of participants:

The first meeting of the Board of Directors is held when three-quarters (3/4) of the members of the Board of Directors attend the meeting. A member of the Board of Directors is considered to attend and vote at the meeting when: (i) attending and voting directly at the meeting; or (ii) through an authorized representative (the authorized representative has the right to attend the meeting when approved by all members of the Board of Directors ) ; or (iii) attending and voting through online conference, electronic voting or other electronic forms ; or (iv) sending a voting ballot to the meeting by mail , fax , post electronically ; or (v) send the vote by other means approved by a majority of the members .

In case the number of members attending the meeting is not sufficient as prescribed, a second meeting shall be convened within seven (07) days from the date of the first scheduled meeting. In this case, the meeting shall be held if more than half (1/2) of the Board of Directors members attend the meeting.

8. Vote:

- a. Except as provided in Point b of this Clause, each member of the Board of Directors or authorized person (if any) attending the Board of Directors meeting has one (01) vote;
- b. A member of the Board of Directors shall not vote on contracts or transactions or proposals in which he or she or a Person Related to him has an interest which conflicts or may conflict with the interests of the Company. A member of the Board of Directors shall not be counted in the quorum required to hold a meeting of the Board of Directors on decisions on which he or she does not have the right to vote;

Any member of the Board of Directors who benefits from a contract or transaction specified in Point a and Point b, Clause 7, Article 38 of this Charter shall be deemed to have a significant interest in that contract or transaction ;

- c. Pursuant to Point b of this Clause, when a matter arises at a meeting of the Board of Directors relating to the interests of a member of the Board of Directors or relating to the voting rights of a member which cannot be resolved by the voluntary renunciation of the voting rights of the relevant member of the Board of Directors, the matter shall be referred to the chairman of the meeting for decision. The chairman's decision on such matters shall be final, except in cases where the nature or scope of the interests of the relevant member of the Board of Directors has not been fully disclosed;

**9. Vote to pass decisions.**

The Board of Directors shall pass matters and make decisions by following the consent of the majority of the Board members attending the meeting (over fifty percent (50%); in case of equal votes, the final decision shall belong to the side with the opinion of the Chairman of the Board of Directors.

**10. Public benefits.**

A member of the Board of Directors who directly or indirectly benefits from a contract or transaction that has been signed or is expected to be signed with the Company and knows that he or she has an interest in it must publicly disclose the nature and content of that interest at the meeting where the Board of Directors first considers the signing of this contract or transaction. In case that member of the Board of Directors does not know that he or she or a related person has an interest at the time the contract or transaction is signed with the Company, this member of the Board of Directors must publicly disclose the related interests at the first meeting of the Board of Directors held after this member knows that he or she has an interest or will have an interest or will have an interest in the relevant transaction or contract.

**11. A meeting of the Board of Directors may be held by way of video conference between members of the Board of Directors when all or some of the members are in different locations provided that each member attending the meeting is able to:**

- a. Hear each other Board member speak at the meeting;
- b. Speak to all other attendees simultaneously.

The exchange of information between members may be made directly by telephone or by other means of communication (including the use of such means at the time of adoption of the Charter or later) or by a combination of all these methods. A member of the Board of Directors participating in such a meeting shall be considered “present” at that meeting. The place of a meeting held under this provision shall be the place

where the largest group of members of the Board of Directors is assembled, or if there is no such group, the place where the Chairman of the meeting is present.

Decisions passed in a duly held and conducted telephone meeting shall be effective immediately upon the conclusion of the meeting but shall be confirmed by the signatures in the minutes of all members of the Board of Directors attending the meeting.

Members of the Board of Directors may send their ballots to the meeting by mail, fax, or email. In case of sending ballots to the meeting by mail, the ballots must be enclosed in sealed envelopes and must be delivered to the Chairman of the Board of Directors at least one (01) hour before the opening. The ballots may only be opened in the presence of all attendees. In case of sending fax or email, it must be sent before the end of vote counting.

## **12. Decision in writing.**

A resolution adopted by written consent is adopted by a majority of the members of the Board of Directors with voting rights. This resolution has the same effect and validity as a resolution adopted by the members of the Board of Directors at a meeting convened and held in accordance with the usual practice.

## **13. Minutes of Board of Directors meeting**

- a. of Directors meetings must be recorded in minutes and may be recorded, transcribed and stored in other electronic forms . The meeting minutes include the following main contents :
  - Name , head office address , business registration number ;
  - Time and place of meeting;
  - Purpose , agenda and content of the meeting ;
  - Full name of each member attending the meeting or authorized person attending the meeting and method of attending the meeting; full name of members not attending the meeting and reason;
  - Problem discussed and voted on at the meeting ;
  - Summarize the opinions of each member attending the meeting in chronological order;
  - Voting results, clearly stating the members who approve, disapprove and have no opinion;
  - The issue passed and the corresponding passing percentage;
  - Full name and signature of the chairman and the person taking the minutes .
- b. In case the chairman and/or the minute taker refuses to sign the meeting minutes, but if they are signed by all other members of the Board of Directors attending the meeting and contain all the contents as prescribed in Point a, Clause 13 of this Article, the minutes shall remain valid.
- c. The chairman, the minute taker and the signatories of the minutes shall be responsible for the truthfulness and accuracy of the content of the Board of Directors meeting minutes.
- d. Minutes must be made in Vietnamese and may be made in a foreign language . In this case, minutes made in Vietnamese and in a foreign language have the same legal effect . In case there is a difference in content between the minutes in Vietnamese and in a foreign language, the content in the minutes in Vietnamese shall prevail .

- e. Minutes of Board of Directors meetings and documents used in the meetings must be kept at the Company's head office.

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

1. The Board of Directors may establish subcommittees to be in charge of development policies, human resources, remuneration, internal audit, and risk management.
2. The number of members of the subcommittee decided by the Board of Directors shall be at least three (03) people, including members of the Board of Directors and external members.
3. The activities of the subcommittee must comply with the regulations of the Board of Directors. The subcommittee's resolutions are only effective when the majority of members attend and vote to pass at the subcommittee meeting.
4. The implementation of decisions of the Board of Directors or of subcommittees under the Board of Directors must comply with current legal regulations and provisions in the Company Charter and Corporate Governance Regulations.

### **Artical 32. Audit Committee**

1. The Audit Committee is a professional body under the Board of Directors.
2. Nominate and run for membership of the Audit Committee .
  - a. The Chairman of the Audit Committee and other members of the Audit Committee are nominated by the Board of Directors and are not Executives of the Company;
  - b. 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 meeting of the Board of Directors.
3. Audit Committee composition .
  - a. The Audit Committee shall have two (02) or more members. The Chairman of the Audit Committee shall be an independent member of the Board of Directors. Other members of the Audit Committee shall be non-executive members of the Board of Directors;
  - b. Audit Committee members must have knowledge of accounting and auditing, have general understanding of the law and operations of the Company and must not fall into the following cases:
    - Work in the accounting and finance department of the Company;
    - Being a member or employee of an auditing organization approved to audit the Company's financial statements for the previous three (03) consecutive years.
  - c. The Chairman of the Audit Committee must have a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, or business administration.
4. Rights and obligations of the Audit Committee :
  - a. Monitor the integrity of the Company's financial statements and official announcements relating to the Company's financial results;
  - b. Review of internal control and risk management systems;
  - c. Review transactions with Related Persons subject to approval by the Board of Directors or General Meeting of Shareholders and make recommendations on

transactions requiring approval by the Board of Directors or General Meeting of Shareholders;

- d. Supervise the Company's internal audit department;
- e. Recommend the independent auditing company, remuneration and related terms in the contract with the auditing company for the Board of Directors to approve before submitting to the Annual General Meeting of Shareholders for approval;
- f. Monitor and evaluate the independence and objectivity of the auditing firm and the effectiveness of the auditing process, especially in cases where the Company uses non-audit services of the auditor;
- g. Supervision to ensure the Company complies with legal regulations, regulatory requirements and other internal regulations of the Company;
- h. Have access to documents related to the Company's operations, discuss with members of the Board of Directors and the Company's Executive Officer to collect information for the Audit Committee's operations;
- i. Has the right to request representatives of approved auditing organizations to attend and answer questions related to audited financial statements at meetings of the Audit Committee;
- j. Use outside legal, accounting or other consulting services as needed;
- k. Develop and submit to the Board of Directors policies on risk detection and management; propose to the Board of Directors solutions to handle risks arising in the Company's operations;
- l. Prepare a written report to the Board of Directors when discovering that a member of the Board of Directors or the Company Executive does not fully perform his/her responsibilities as prescribed in the Law on Enterprises and the Company Charter;
- m. Develop the Audit Committee's operating regulations and submit them to the Board of Directors for approval;
- n. Other powers and responsibilities are prescribed in this Charter, the Corporate Governance Regulations, the Audit Committee's Operating Regulations and legal regulations.

**5. Audit Committee Meeting .**

- a. The Audit Committee must meet at least two (02) times a year. Minutes of the meeting must be detailed, clear and fully retained. The person taking the minutes and the Audit Committee members attending the meeting must sign the meeting minutes;
- b. The Audit Committee shall pass decisions by voting at meetings, by collecting written opinions or by other means as prescribed by the Company Charter or the Audit Committee's Operating Regulations. Each member of the Audit Committee shall have one vote. Decisions of the Audit Committee shall be passed if approved by the majority of members attending the meeting; in case of equal votes, the final decision shall belong to the side with the opinion of the Chairman of the Audit Committee.

**6. Report on the activities of the independent members of the Board of Directors in the Audit Committee at the annual General Meeting of Shareholders .**



- a. The independent Board member in the Audit Committee is responsible for reporting on activities at the annual General Meeting of Shareholders;
- b. The performance report of the independent member of the Board of Directors in the Audit Committee at the annual General Meeting of Shareholders must ensure the following contents:
  - Remuneration, operating expenses and other benefits of the Audit Committee and each member of the Audit Committee as prescribed in the Law on Enterprises and the Company Charter;
  - Summary of Audit Committee meetings and conclusions and recommendations of the Audit Committee;
  - Results of monitoring of financial reports, operations and financial status of the Company;
  - Report on the assessment of transactions between the Company, Subsidiaries, other companies in which the Company controls 50% or more of the charter capital with members of the Board of Directors, Company Executives and related persons of that entity; transactions between the Company and companies in which members of the Board of Directors, Company Executives are founding members or business managers within the last 3 years prior to the time of the transaction;
  - Results of assessment of the Company's internal control and risk management system;
  - Results of monitoring of the Board of Directors and the Company's Executives;
  - Results of the assessment of the coordination of activities between the Audit Committee, the Board of Directors, the General Director and the Shareholders;

## **VIII.CEO , COO AND CORPORATE SECRETARY**

### **Artical 33. Management organization**

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

### **Artical 34. Company Executive**

1. The Company's Executive Officers include the General Director, Deputy General Directors, Functional Directors, Chief Accountant, and other executives appointed by the Board of Directors;
2. Upon the proposal of the General Director and with the approval of the Board of Directors, the Company may recruit other executives with the number and qualifications appropriate to the Company's management structure and regulations as prescribed by the Board of Directors. The Company Executive must be responsible for supporting the Company in achieving its objectives in operation and organization;
3. The salary, remuneration, bonuses, benefits and other terms of the employment contract for: (i) the General Director shall be decided by the Board of Directors; (ii)

other Company Executives shall be approved by the Board of Directors based on the proposal of the General Director;

4. The salary of the Company Executive is included in the Company's business expenses according to the provisions of the law on corporate income tax, shown as a separate item in the Company's annual financial report and must be reported to the General Meeting of Shareholders at the annual meeting.

#### **Artical 35. Appointment, dismissal, duties and powers of the General Director**

1. The Board of Directors shall appoint one (01) member of the Board of Directors or hire another person as General Director and shall sign an employment contract stipulating salary, remuneration, benefits and other terms related to the recruitment.
2. The General Director is the person who runs the daily business operations of the Company; is subject to the supervision and direction of the Board of Directors; is responsible to the Board of Directors and before the law for the implementation of assigned rights and obligations.
3. The term of office of the General Director is four (04) years and can be reappointed for an unlimited number of terms. The appointment may expire based on the provisions of the labor contract. The General Director must not be a person prohibited by law from holding this position and must meet the standards and conditions prescribed by law and the Company Charter.
4. The General Director has the following rights and obligations:
  - a. Organize the implementation of resolutions and decisions of the Board of Directors and the General Meeting of Shareholders;
  - b. Organize the implementation of the Company's business plan and investment plan approved by the Board of Directors and the General Meeting of Shareholders;
  - c. Decide on matters related to the Company's daily business operations that are not under the authority of the Board of Directors or the General Meeting of Shareholders;
  - d. Approve purchase, sale, loan, lending contracts and other contracts and transactions with a value of less than 30% of the total asset value recorded in the company's most recent financial report; except for contracts and transactions under the decision-making authority of the Board of Directors as prescribed in Point 1, Clause 2, Article 27 of this Charter;
  - e. Recommend the number and types of executives that the Company needs to recruit for the Board of Directors to appoint or remove as necessary to implement best management practices and organizational structures proposed by the Board of Directors, and advise the Board of Directors to decide on the salaries, remuneration, benefits and other terms of the employment contracts of the Company's Executives;
  - f. Consult with the Board of Directors to decide on the number of employees, salaries, allowances, benefits, appointment, dismissal and other terms related to their employment contracts;
  - g. Appoint, dismiss, and remove management positions in the Company, except for positions under the authority of the Board of Directors and the General Meeting of Shareholders;
  - h. Propose measures to improve the Company's operations and management;

- i. Prepare strategies, medium-term development plans and annual business plans for approval by the Board of Directors;
  - j. Propose plans to pay dividends or handle business losses;
  - k. Carry out all other activities as prescribed in this Charter and the Company's regulations, resolutions of the Board of Directors, the General Director's labor contract and the law.
5. Reporting to the Board of Directors and shareholders: The General Director is responsible to the Board of Directors and the General Meeting of Shareholders for the performance of assigned duties and powers and must report to these agencies when requested.
  6. Dismissal, dismissal: The Board of Directors may dismiss or remove the General Director when two-thirds (2/3) or more of the Board of Directors members vote in favor (excluding the vote of a Board of Directors member in the case that this Board of Directors member is also the General Director) and appoint a new (01) General Director to replace him/her.
  7. The General Director attends meetings of the Board of Directors as an observer, but may not vote unless the General Director is also a member of the Board of Directors.

#### **Artical 36. Corporate Secretary**

1. The Board of Directors of the Company must appoint at least one (01) person to act as Corporate Secretary to support the effective conduct of corporate governance.
2. The corporate secretary must be a person with legal knowledge and must not concurrently work for an approved auditing organization that is auditing the Company's financial statements.
3. The Board of Directors may dismiss or appoint the Corporate Secretary when necessary but not contrary to current labor laws .
4. The corporate secretary has the following rights and obligations:
  - a. Advise the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and related work between the Company and Shareholders;
  - b. Prepare Board of Directors meetings and General Meeting of Shareholders as required by the Board of Directors;
  - c. Advice on meeting procedures;
  - d. Attend meetings;
  - e. Consulting on procedures for preparing resolutions and decisions of the Board of Directors in accordance with legal regulations;
  - f. Provide financial information, copies of Board of Directors meeting minutes and other information to Board members;
  - g. Monitor and report to the Board of Directors on the Company's information disclosure activities;
  - h. Act as a point of contact with stakeholders;
  - i. B. Keep information confidential according to the provisions of law and the Company Charter;
  - j. Other rights and obligations as prescribed by law and the Company Charter.

## **IX. RESPONSIBILITIES OF BOARD MEMBERS, GENERAL DIRECTOR AND COMPANY MANAGERS**

### **Artical 37. Duty of care**

Members of the Board of Directors, the General Director and the Company's Executive Officers shall perform their duties, including those as members of subcommittees of the Board of Directors, in good faith in the best interests of the Company and with the degree of care that a prudent person would have in a similar position and under similar circumstances.

### **Artical 38. Responsibility to be honest and avoid conflicts of interest**

1. Members of the Board of Directors, General Director and Company Executives must publicly disclose related interests in accordance with the provisions of the Enterprise Law and related legal documents.
2. Members of the Board of Directors, the General Director and the Company's Executives are not allowed to use business opportunities that may benefit the Company for personal purposes; and at the same time, they are not allowed to use information obtained through their positions for personal gain or to serve the interests of any other organization or individual.
3. Members of the Board of Directors, the General Director and the Company's Executives are obliged to notify the Board of Directors of all interests that may conflict with the Company's interests that they may enjoy through economic entities, transactions or other individuals.
4. The Company shall not grant loans or guarantees to members of the Board of Directors, the General Director, the Company's Executive Officers and their Related Persons or any legal entities in which these persons have financial interests, unless the above loans or guarantees have been approved by the General Meeting of Shareholders.
5. A member of the Board of Directors is not allowed to vote on transactions that benefit that member or that member's Related Person as prescribed by the Law on Enterprises.
6. Members of the Board of Directors, General Director, Company Executives and Related Persons of these entities are not allowed to use or disclose to others inside information to carry out related transactions.
7. Contracts or transactions between the Company and one or more members of the Board of Directors, the General Director, the Company's Executives, and individuals and organizations related to these subjects shall not be invalidated in the following cases:
  - a. For contracts or transactions with a value of less than 20% or transactions resulting in a total transaction value arising within 12 months from the date of the first transaction having a value of less than 20% of the total asset value recorded in the most recent financial report, the important contents of the contract or transaction as well as the relationships and interests of the members of the Board of Directors, the General Director, and the Company's Executives have been reported to the Board of Directors and approved by the Board of Directors by a majority vote of the Board of Directors members who have no related interests ;
  - b. For contracts or transactions with a value greater than or equal to 20% or transactions resulting in a total transaction value arising within 12 months from the date of the first transaction with a value of 20% or more of the total asset value

recorded in the most recent financial report, the important contents of the contract or transaction as well as the relationships and interests of the members of the Board of Directors, General Director, and Company Executives have been announced to the Shareholders and approved by the General Meeting of Shareholders by the votes of Shareholders with no related interests.

#### **Artical 39. Liability for damages and compensation**

1. Members of the Board of Directors, General Director and Company Executives who violate their obligations and responsibilities of honesty and prudence; who fail to fulfill their obligations with diligence and professional capacity shall be responsible for damages caused by their violations.
2. The Company shall indemnify any person who has been, is or may become a party to any claim, lawsuit or prosecution (including civil and administrative cases and not lawsuits initiated by the Company) if such person has been or is a member of the Board of Directors, General Director, Company Executive, employee or representative authorized by the Company who has been or is performing duties under the authorization of the Company provided that such person has acted honestly, carefully, diligently for the benefit or not in conflict with the interest of the Company on the basis of compliance with the law and there is no evidence confirming that such person has breached his/her responsibilities.
3. costs include judgment costs, fines, and actual payments (including attorneys' fees ) incurred in resolving these cases within the framework of the law. The Company may purchase insurance for these people to avoid the above compensation liabilities.

### **X. RIGHT TO SEARCH COMPANY BOOKS AND RECORDS**

#### **Artical 40. Right to search books and records**

1. Common shareholders have the right to examine books and records, specifically as follows:
  - a. Ordinary shareholders have the right to review, look up and extract information about their names and contact addresses in the list of shareholders with voting rights; request correction of their inaccurate information; review, look up, extract or copy the Company Charter, minutes of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;
  - b. Shareholders or groups of shareholders owning five percent (05%) or more of the total number of common shares have the right to review, look up, and extract the minutes and resolutions and decisions of the Board of Directors, mid-year and annual financial reports, contracts, transactions that must be approved by the Board of Directors and other documents, except for documents related to the Company's trade secrets and business secrets.
2. In case the authorized representative of a Shareholder or group of shareholders requests to look up books and records, he/she must attach a power of attorney from the Shareholder or group of shareholders that he/she represents or a notarized copy of this power of attorney.
3. Members of the Board of Directors, the General Director and the Company's Executive Officers have the right to look up the Company's shareholder register, list of shareholders, books and other records of the Company for purposes related to their positions, provided that such information is kept confidential.

4. The Company must keep this Charter and amendments to the Charter, 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 meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, annual financial statements, accounting books and other documents as prescribed by law at the head office or another place 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.

## **XI. EMPLOYEES AND UNIONS**

### **Artical 41. Employees and unions**

1. The General Director must plan for the Board of Directors to approve issues related to recruitment, employee termination, salary, social insurance, benefits, rewards and discipline for employees and business executives.
2. The General Director shall plan for the Board of Directors to approve matters relating to the Company's relations with trade unions in accordance with best management standards, practices and policies, the practices and policies stipulated in this Charter, the Company's regulations and current legal regulations.

## **XII. PROFIT DISTRIBUTION**

### **Artical 42. Profit Distribution**

1. The General Meeting of Shareholders decides on the level of dividend payment and the form of annual dividend payment from the Company's retained earnings.
2. According to the provisions of the Enterprise Law , the Board of Directors may decide to pay interim dividends if it considers that such payment is consistent with the Company's profitability.
3. The Company does not pay interest on dividends or payments relating to a class of shares.
4. The Board of Directors may propose to the General Meeting of Shareholders to approve the payment of all or part of dividends in shares and the Board of Directors is the body implementing this decision.
5. In case dividends or other amounts related to a class of shares are paid in cash, the Company must pay in Vietnamese Dong. Payments may be made directly or through banks based on the bank account details provided by the Shareholder. In case the Company has transferred money according to the bank details provided by the Shareholder but the shareholder does not receive the money, the Company shall not be responsible for the amount transferred to the shareholder. Payments of dividends for shares listed on the Stock Exchange may be made through a securities company or the Vietnam Securities Depository and Clearing Corporation.
6. Subject to the approval of the Shareholders at the General Meeting of Shareholders, the Board of Directors may decide and notify that the holders of common shares shall have the right to elect to receive dividends in common shares in lieu of cash dividends. Such additional shares shall be recorded as fully paid shares on the basis that the value of the additional common shares in lieu of cash dividends shall be equivalent to the cash amount of the dividend according to the most accurate calculation.

7. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall adopt a resolution or decision to determine a specific date as the last registration date to exercise the Company's shareholder rights (also known as the shareholder record date). Based on that date, those who register as Shareholders or holders of other securities are entitled to receive dividends in cash or shares, interest, notices or other documents.
8. Other issues related to profit distribution are carried out in accordance with the provisions of law.

### **XIII.BANK ACCOUNTS, RESERVE FUND, FINANCIAL YEAR AND ACCOUNTING SYSTEM**

#### **Artical 43. Bank account**

1. The Company opens accounts at Vietnamese banks or at foreign bank branches permitted to operate in Vietnam.
2. Subject to prior approval of the competent authority, if necessary, the Company may open a bank account abroad in accordance with the provisions of law.
3. The Company conducts all payments and accounting transactions through Vietnamese or foreign currency accounts at banks where the Company opens accounts.

#### **Artical 44. Reserve fund**

The Company sets aside reserve funds in accordance with current legal regulations as follows:

1. The Science and Technology Fund aims to:
  - a. Create financial resources to fund the Company's scientific and technological activities through research, application and development activities, technological innovation leading to innovative improvements in products, services and solutions.
  - b. Achievements from the research process are the premise for creating quality products to meet the increasing needs of society and enhance the Company's competitive advantage.
  - c. Priority is given to funding for new scientific and technological application research projects that are challenging and have a testing and evaluation period of less than 3 years.
2. The Development Investment Fund aims to:
  - a. Create capital sources for the Company's Executive Officer to be proactive in conducting research, applying new products and technological solutions and implementing investment projects to expand the company's production and business scale or in-depth investment with a capital recovery period of over 03 years.
  - b. Provision for loss due to natural disasters or fire.
3. Financial reserve fund and other funds (if any).

The establishment and use of Reserve Funds are reported and submitted to the Board of Directors for approval at the year-end regular meeting. The Development Investment Fund is reported by the Board of Directors and submitted to the General Meeting of Shareholders for approval at the annual meeting.

**Artical 45. Fiscal year**

The Company's fiscal year begins on April 1 of each year and ends on March 31 of each year.

**Artical 46. Accounting mode**

1. The accounting regime used by the Company is the Vietnamese Accounting System (VAS) or other specific accounting regime issued by a competent authority approved by the Ministry of Finance.
2. The Company shall maintain accounting books in Vietnamese and keep accounting records in accordance with accounting laws and relevant laws. These records must be accurate, up-to-date, systematic and sufficient to demonstrate and explain the Company's transactions.
3. The Company uses Vietnamese Dong as the currency used in accounting.

**XIV. FINANCIAL REPORTS, ANNUAL REPORTS AND INFORMATION DISCLOSURE RESPONSIBILITIES****Artical 47. Annual, semi-annual and quarterly financial reports**

1. The Company must prepare annual financial statements and the annual financial statements must be audited in accordance with the provisions of law. The Company shall publish the audited annual financial statements in accordance with the provisions of law on information disclosure on the stock market and submit them to the competent state agency.
2. The annual financial report must include all reports, appendices, and explanations as prescribed by law on corporate accounting. The annual financial report must honestly and objectively reflect the Company's operations. In case the Company is a parent company, in addition to the parent company's annual financial report, it must also include the consolidated financial report of the Company and its Subsidiaries at the end of each fiscal year.
3. The Company must prepare and publish audited semi-annual financial statements and quarterly financial statements in accordance with the law on information disclosure on the stock market and submit them to competent state agencies.
4. statements , reviewed semi-annual financial statements and quarterly financial statements must be published on the Company's website.
5. Interested organizations and individuals have the right to inspect or copy the audited annual financial statements, reviewed semi-annual reports and quarterly financial statements during the Company's working hours, at the Company's head office and must pay a reasonable fee for the copying.

**Artical 48. Annual Report**

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

**XV. COMPANY AUDIT****Artical 49. 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 following fiscal year based on the terms and conditions agreed with the Board



of Directors. The independent auditing company performing the audit for the Company must be an auditing company approved by the State Securities Commission.

2. The Company must prepare and submit annual financial statements to the independent auditing firm after the end of the fiscal year.
3. The independent auditing company shall examine, confirm and report on the annual financial statements reflecting the Company's revenues and expenditures, prepare an audit report and present that report to the Board of Directors within three (03) months from the end of the fiscal year.
4. A copy of the audit report is attached to the Company's annual financial statements.
5. The auditor or a representative of the auditing company may be invited to attend the annual General Meeting of Shareholders to express opinions at the General Meeting of Shareholders on issues related to the annual financial statements in case the audit report contains material exceptions.

## **XVI. BUSINESS SEAL**

### **Artical 50. Company seal**

1. Seals include seals made at seal engraving establishments or seals in the form of digital signatures according to the provisions of law on electronic transactions.
2. The Board of Directors decides on the type, quantity, form and content of the seal of the Company, branches and representative offices of the Company (if any).
3. The Board of Directors and General Director use and manage the seal in accordance with current laws.

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

### **Artical 51. Termination of operations**

1. The Company may be dissolved or terminated in the following cases:
  - a. End of the Company's term of operation without a decision to extend;
  - b. A competent court of Vietnam declares the Company bankrupt in accordance with current law;
  - c. Business Registration Certificate revoked ;
  - d. Dissolution before the deadline according to the resolution and decision of the General Meeting of Shareholders.
  - e. Other cases as prescribed by law.
2. The dissolution of the Company before the deadline (including the extended deadline) is decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified or approved by the competent authority (if required) according to regulations.

### **Artical 52. Resolving the impasse between Board members and Shareholders**

Unless otherwise provided in this Charter, Shareholders holding more than half of the outstanding shares entitled to vote in the election of members of the Board of Directors have the right to file a complaint with the court to request dissolution on one or more of the following grounds:

1. The Board of Directors members did not agree in managing the Company's affairs, leading to the failure to obtain the required number of votes as prescribed for the Board of Directors to operate.
2. The Shareholders did not reach a consensus and could not obtain the required number of votes as prescribed to elect members of the Board of Directors.
3. There is internal disagreement and two or more factions of Shareholders are divided so that dissolution would be the most beneficial option for all Shareholders.

#### **Artical 53. Liquidation**

1. When there is a decision to dissolve the Company, the Board of Directors must establish a Liquidation Committee consisting of three (03) members, of which two (02) members are appointed by the General Meeting of Shareholders and one (01) member is appointed by the Board of Directors from an (01) independent auditing company. The Liquidation Committee shall prepare its own operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All expenses related to the liquidation shall be paid by the Company prior to other debts of the Company.
2. The Liquidation Board is responsible for reporting to the Business Registration Office on the date of establishment and the date of commencement of operations. From that time on, the Liquidation Board represents the Company in all matters related to the Company's liquidation before the Court and administrative agencies.
3. Proceeds from liquidation are paid in the following order:
  - a. Liquidation costs;
  - b. Debts of wages, severance pay, social insurance and other benefits of employees according to collective labor agreements and signed labor contracts;
  - c. Tax debt;
  - d. Other debts of the Company;
  - e. The remainder after payment of all debts from items (a) to (d) above will be distributed to the Shareholders. The preference shares have priority to be paid first.

### **XVIII. INTERNAL DISPUTE RESOLUTION**

#### **Artical 54. Internal dispute resolution**

1. In case of disputes or complaints related to the Company's operations, the rights and obligations of Shareholders as prescribed in the Enterprise Law, the Company Charter, other legal regulations or agreements between:
  - a. Shareholders with the Company;
  - b. Shareholders with the Board of Directors, General Director or Company Executives;

The parties concerned shall attempt to resolve such dispute through negotiation and conciliation. Except in the case of a dispute involving the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the resolution of the dispute and shall request each party to present information relating to the dispute within fifteen (15) working days from the date the dispute arises. In the case of a dispute involving the Board of Directors or the Chairman of the Board of Directors, any party may request the appointment of an independent expert to act as a mediator for the dispute resolution process.

2. In case no conciliation decision is reached within six (06) weeks from the start of the conciliation process or if the conciliator's decision is not accepted by the parties, any party may bring the dispute to Arbitration or Court.
3. The parties shall bear their own costs related to the negotiation and conciliation procedures. Payment of court costs shall be made according to the Court's judgment.

## **XIX. SUPPLEMENTS AND AMENDMENTS TO THE CHARTER**

### **Artical 55. Company charter**

1. Supplements and amendments to this Charter must be considered and decided by the General Meeting of Shareholders.
2. In case there are provisions of law related to the Company's operations that have not been mentioned in this Charter or in case there are new provisions of law that are different from the provisions in this Charter, the provisions of such law shall of course be applied to regulate the Company's operations.

## **XX. EFFECTIVE DATE**

### **Artical 56. Effective Date**

1. This charter consists of XX items and 56 articles, unanimously approved by the General Meeting of Shareholders of Global Electrical Technology Corporation on June 25, 2013, amended and supplemented many times, the last supplement being on .../.../2025, and the full validity of this charter is approved.
2. The Charter is made in 10 copies, of equal value and must be kept at the Company's head office.
3. These regulations are the sole and official of the Company.
4. Copies or extracts of the Company Charter are valid when signed by the Chairman of the Board of Directors, or at least one-half (1/2) of the total number of members of the Board of Directors, or the General Director, or a person authorized by the General Director.

Full name and signature of the Company's legal representative

**CEO**

**NGUYEN HUU DUNG**