

**SOCIALIST REPUBLIC OF VIETNAM**  
**Independence - Freedom - Happiness**

## **CHARTER**

# **VIET FIRST SECURITIES CORPORATION**



**Ho Chi Minh City, Date**

**Month**

**Year 2025**

## Contents

<b>LEGAL BASIS</b> .....	5
<b>I. DEFINITIONS OF TERMS IN THE CHARTER</b> .....	5
<b>Article 1. Interpretation of Terms</b> .....	5
<b>II. COMPANY NAME, LEGAL FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, OPERATING TERM, AND LEGAL REPRESENTATIVE</b> .....	6
<b>Article 2. Company Name, Legal Form, Head Office, Branches, Representative Offices, Business Locations, and Operating Term</b> .....	6
<b>Article 3. The Company’s Legal Representative</b> .....	7
<b>III. OBJECTIVES, SCOPE, AND PRINCIPLES OF THE COMPANY’S OPERATIONS</b> .....	7
<b>Article 4. The Company’s Objectives</b> .....	7
<b>Article 5. The Company’s Business Scope</b> .....	7
<b>Article 6. Principles of Operation</b> .....	8
<b>Article 7. Rights of the Company</b> .....	8
<b>Article 8. Obligations of the Company</b> .....	8
<b>Article 9. Prohibitions and Restrictions</b> .....	10
<b>IV. CHARTER CAPITAL AND SHARES</b> .....	11
<b>Article 10. Charter Capital and Shares</b> .....	11
<b>Article 11. Shareholder Register</b> .....	12
<b>Article 12. Share Certificates</b> .....	12
<b>Article 13. Other Securities Certificates</b> .....	13
<b>Article 14. Transfer of Shares</b> .....	13
<b>Article 15. Share Recovery and Share Repurchase</b> .....	13
<b>Article 16. Methods of Increasing and Decreasing Charter Capital</b> .....	14
<b>V. RIGHTS AND OBLIGATIONS OF SHAREHOLDERS</b> .....	14
<b>Article 17. Rights of Company Shareholders</b> .....	14
<b>Article 18. Obligations of Company Shareholders</b> .....	16
<b>Article 19. Authorized Representative of Shareholders</b> .....	17
<b>VI. ORGANIZATIONAL STRUCTURE, MANAGEMENT, AND SUPERVISION</b> .....	17
<b>Article 20. Organizational Structure, Management, and Supervision</b> .....	17

Article 21. General Meeting of Shareholders .....	18
Article 22. Rights and Obligations of the General Meeting of Shareholders .....	19
Article 23. Authorization to Attend the General Meeting of Shareholders .....	20
Article 24. Changes to Rights .....	21
Article 25. Convening, Agenda, and Notice of the General Meeting of Shareholders .....	21
Article 26. Conditions for Holding the General Meeting of Shareholders .....	22
Article 27. Procedures for Holding and Voting at the General Meeting of Shareholders .....	22
Article 28. Conditions for Passing Resolutions of the General Meeting of Shareholders .....	24
Article 29. Authority and Procedures for Soliciting Shareholders' Opinions in Writing to Pass Resolutions of the General Meeting of Shareholders .....	25
Article 30. Resolutions and Meeting Minutes of the General Meeting of Shareholders .....	26
Article 31. Request for Annulment of the Resolution of the General Meeting of Shareholders .....	27
<b>VII. BOARD OF DIRECTORS.....</b>	<b>27</b>
Article 32. Nomination and Candidacy for the Board of Directors.....	27
Article 33. Composition and Term of the Board of Directors.....	28
Article 34. Powers and Duties of the Board of Directors.....	29
Article 35. Remuneration, Bonuses, and Other Benefits of Board Members.....	31
Article 36. Chairman of the Board of Directors.....	31
Article 37. Standing Vice Chairman of the Board of Directors.....	32
Article 38. Meetings of the Board of Directors.....	32
Article 39. Corporate Governance Officer .....	33
<b>VIII. AUDIT COMMITTEE UNDER THE BOARD OF DIRECTORS.....</b>	<b>34</b>
Article 40. Nomination and Candidacy of Audit Committee Members.....	34
Article 41. Composition of the Audit Committee .....	34
Article 42. Rights and Duties of the Audit Committee .....	34
Article 43. Meetings of the Audit Committee .....	35
Article 44. Report on Activities of the Independent Board Member in the Audit Committee at the Annual General Meeting of Shareholders.....	35
<b>IX. GENERAL DIRECTOR AND OTHER EXECUTIVES.....</b>	<b>35</b>
Article 45. Organizational Management Structure .....	35
Article 46. Company Executives .....	35
Article 47. Appointment, Dismissal, Duties, and Powers of the General Director.....	36

<b>X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, GENERAL DIRECTOR, AND OTHER EXECUTIVES</b> .....	36
Article 48. Duty of Honesty and Avoidance of Conflicts of Interest.....	37
Article 49. Liability for Damages and Compensation.....	37
<b>XI. RIGHT TO INSPECT COMPANY BOOKS AND RECORDS</b> .....	38
Article 50. Right to Inspect Books and Records.....	38
<b>XII. EMPLOYEES AND TRADE UNION</b> .....	38
Article 51. Employees and Trade Union .....	38
<b>XIII. PROFIT DISTRIBUTION</b> .....	38
Article 52. Profit Distribution .....	38
<b>XIV. BANK ACCOUNTS, FISCAL YEAR, AND ACCOUNTING REGIME</b> .....	39
Article 53. Bank Accounts .....	39
Article 54. Fiscal Year.....	39
Article 55. Accounting Regime.....	39
<b>XV. FINANCIAL STATEMENTS, ANNUAL REPORTS, AND DISCLOSURE RESPONSIBILITIES</b> .....	39
Article 56. Annual, Semi-Annual, and Quarterly Financial Statements.....	39
Article 57. Annual Report .....	40
<b>XVI. COMPANY AUDIT</b> .....	40
Article 58. Audit .....	40
<b>XVII. COMPANY SEAL</b> .....	40
Article 59. Company Seal .....	40
<b>XVIII. COMPANY DISSOLUTION</b> .....	40
Article 60. Company Dissolution .....	40
Article 61. Extension of Operation .....	41
Article 62. Liquidation.....	41
<b>XIX. INTERNAL DISPUTE RESOLUTION</b> .....	41
Article 63. Internal Dispute Resolution.....	41
<b>XX. AMENDMENTS AND SUPPLEMENTS TO THE CHARTER</b> .....	42
Article 64. Company Charter.....	42
<b>XXI. EFFECTIVE DATE</b> .....	42
Article 65. Effective Date .....	42

## LEGAL BASIS

### Pursuant to:

- The Law on Enterprises No. 59/2020/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and its guiding documents;
- The Law on Securities No. 54/2019/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, and its guiding documents;
- Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of certain provisions of the Law on Securities;
- Circular No. 121/TT-BTC dated December 31, 2020, of the Ministry of Finance regulating the activities of securities companies;
- Circular No. 116/2020/TT-BTC dated December 31, 2020, of the Ministry of Finance guiding certain provisions on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of certain provisions of the Law on Securities.

## I. DEFINITIONS OF TERMS IN THE CHARTER

### Article 1. Interpretation of Terms

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

- a) The Company refers to Viet First Securities Corporation;
- b) Charter capital refers to the total par value of shares issued that shareholders have fully paid and is recorded in the Company Charter;
- c) Voting capital refers to the share capital in which the holder has voting rights on matters under the authority of the General Meeting of Shareholders;
- d) The Law on Enterprises refers to the Law on Enterprises No. 59/2020/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- e) The Law on Securities refers to the Law on Securities No. 54/2019/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- f) Vietnam refers to the Socialist Republic of Vietnam;
- g) Date of establishment refers to the date on which the Company is granted its initial Enterprise Registration Certificate;
- h) Company Executives refer to the General Director, Deputy General Directors, Chief Accountant, and other executives appointed by the Board of Directors based on the recommendation of the General Director;
- i) Company Managers refer to individuals managing the company, including the Chairman of the Board of Directors, members of the Board of Directors, and the General Director.
- j) Related person refers to individuals and organizations that have relationships as prescribed by the Law on Securities and the Law on Enterprises;
- k) Shareholder refers to an individual or organization that owns at least one share of the joint-stock company;
- l) Founding shareholder refers to a shareholder who owns at least one ordinary share and signs the list of founding shareholders of the joint-stock company;
- m) Major shareholder refers to a shareholder as defined in Clause 18, Article 4 of the Law on Securities;
- n) Operating term refers to the duration of the Company's operations as specified in Article 2 of this Charter and any extension (if applicable) approved by the General Meeting of Shareholders;

o) Stock exchange refers to the Vietnam Stock Exchange and its subsidiaries.

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

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

## **II. COMPANY NAME, LEGAL FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, OPERATING TERM, AND LEGAL REPRESENTATIVE**

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

1. Company Name:

- Company name in Vietnamese: CÔNG TY CỔ PHẦN CHÚNG KHOÁN NHẤT VIỆT

- Company name in foreign language: VIET FIRST SECURITIES CORPORATION

- Abbreviated name: VFS

2. Legal Form of the Company:

The Company is a joint-stock company with legal entity status, licensed for establishment and operation under the Law on Securities and the prevailing laws of Vietnam.

3. Registered Head Office of the Company:

- Head Office Address: 1<sup>st</sup> Floor, 117-119-121 Nguyen Du Street, Ben Thanh Ward, District 1, Ho Chi Minh City, Vietnam.

- Telephone: 028 6255 6586 - Fax: 028 6255 6580

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

4. Operational Network:

a) The Company may establish branches, transaction offices, and representative offices in business areas to achieve its operational objectives, in accordance with the decisions of the Board of Directors and within the scope of the law.

b) Branches, transaction offices, and representative offices are units under the Company, and the Company shall bear full responsibility for their operations;

c) The Company is only permitted to conduct securities business and provide securities services at its registered head office, branches, and transaction offices approved by the State Securities Commission (SSC);

d) The names of branches, transaction offices, and representative offices must include the Company's name along with the respective designation (branch, transaction office, or representative office) and a distinguishing name;

e) Information regarding the Company's current branches, transaction offices, and representative offices is publicly disclosed on the National Business Registration Portal, in accordance with the Company's Charter and the prevailing laws.

5. Operating Term of the Company:

Unless terminated earlier as stipulated in Article 60 or extended as stipulated in Article 61 of this Charter, the Company's operating term is indefinite from the date of establishment.

### **Article 3. The Company's Legal Representative**

1. The legal representative of the Company is an individual who represents the Company in exercising rights and fulfilling obligations arising from the Company's transactions, and represents the Company as the plaintiff, defendant, or party with related interests and obligations before Arbitration and the Court. The responsibilities of the legal representative shall be performed in accordance with Article 13 of the Law on Enterprises and other rights and obligations as prescribed by prevailing laws.
2. The Company shall have one legal representative. The legal representative of the Company is the General Director.
3. The legal representative of the Company must reside in Vietnam. In case of departure from Vietnam, the legal representative must authorize in writing another individual residing in Vietnam to exercise the rights and obligations of the Company's legal representative. In this case, the legal representative remains responsible for the delegated rights and obligations.
4. If the authorization period expires and the legal representative has not returned to Vietnam and has not issued another authorization, the authorized individual shall continue to exercise the rights and obligations of the Company's legal representative within the scope of the authorization until the legal representative returns to work at the Company or until the Board of Directors appoints another legal representative.
5. If the legal representative is absent from Vietnam for more than 30 days without authorizing another person to exercise the rights and duties of the legal representative, or in case of death, missing status, temporary detention, imprisonment, restriction, or loss of civil capacity, the Board of Directors shall appoint another person as the Company's legal representative.

## **III. OBJECTIVES, SCOPE, AND PRINCIPLES OF THE COMPANY'S OPERATIONS**

### **Article 4. The Company's Objectives**

The Company is established to conduct registered business activities as licensed under the provisions of law; to generate profit; to increase returns for shareholders; to create stable employment for employees; to contribute to the State budget; and to expand and develop the Company into a stronger enterprise.

### **Article 5. The Company's Business Scope**

1. The Company's business operations:
  - a) Securities brokerage;
  - b) Proprietary trading in securities;
  - c) Securities underwriting;
  - d) Securities investment advisory.
2. In addition to the services that the Company is entitled to perform upon obtaining a license for the securities business operations specified in Clause 1 of this Article under Article 86 of the Law on Securities, the Company is also allowed to provide online securities trading services, offer or cooperate with credit institutions to provide margin lending services for securities purchases, offer securities lending services, provide or cooperate with credit institutions to offer advance payment services for securities sales, securities depository services, securities clearing and settlement services, and derivative market services upon approval by the State Securities Commission. The Company may also provide other financial services in compliance with the law after notifying the State Securities Commission in writing. The Company may conduct other business activities as permitted by law and approved by the Board of Directors.

3. The Company may add or remove one or more business operations specified in Clause 1 of this Article upon approval by the General Meeting of Shareholders and the State Securities Commission.

#### **Article 6. Principles of Operation**

1. The highest decision-making authority of the Company is the General Meeting of Shareholders. The General Meeting of Shareholders elects the Board of Directors. The Company is managed and operated by the executive members of the Board of Directors and the General Director (CEO). The CEO is appointed and dismissed by the Board of Directors. Assisting the CEO are the Deputy CEOs.

2. Compliance with the laws on securities, the securities market, and other relevant legal regulations.

3. Conducting business operations fairly and honestly.

4. Establishing operational procedures, internal control processes, risk management processes, and professional ethics rules in accordance with the Company's business operations.

5. Ensuring adequate human resources, capital, and physical facilities necessary for securities business operations in compliance with legal regulations.

6. Maintaining the separation of office spaces, personnel, data systems, and reporting among different business divisions to prevent conflicts of interest between the Company and its clients or among clients. The Company must disclose to clients in advance any potential conflicts of interest that may arise between the Company, its professionals, and its clients.

7. Assigning securities professionals according to the nature of the Company's business operations. Securities professionals engaged in proprietary trading shall not concurrently perform securities brokerage activities.

8. Any price forecast or trading recommendation regarding a specific security published in the media must specify the analytical basis and sources of information.

#### **Article 7. Rights of the Company**

1. The Company shall have all rights prescribed under the Law on Enterprises, provided that such rights do not conflict with the provisions of the Law on Securities.

2. The Company may provide securities-related services and financial services within the scope permitted by law.

3. The Company may collect fees and charges in accordance with the regulations of the Ministry of Finance.

#### **Article 8. Obligations of the Company**

1. General principles:

a) Fully complying with all obligations under the Law on Enterprises;

b) Establishing internal audit, internal control, risk management systems, and mechanisms for monitoring and preventing conflicts of interest within the Company and in transactions with related parties;

c) Adhering to corporate governance principles as prescribed by law and the Company's Charter;

d) Complying with financial safety regulations stipulated by the Ministry of Finance;

e) Purchasing professional liability insurance for the Company's securities business operations or setting up an investor protection fund to compensate investors for losses caused by technical failures or employee negligence;

f) Maintaining complete documentation and accounts that accurately and precisely reflect the transactions of both clients and the Company;



- g) Conducting securities sales or allowing clients to sell securities without ownership, as well as providing securities lending services to clients for sales, in accordance with the regulations of the Ministry of Finance;
- h) Complying with the Ministry of Finance's regulations on the conduct of securities business operations;
- i) Implementing accounting, auditing, statistical, and financial obligations in accordance with relevant legal provisions.
- j) Disclosing information, reporting, and maintaining records in accordance with the Law on Enterprises, the Law on Securities, and their guiding regulations;
- k) Contributing to the payment support fund as required by regulations;
- l) Prioritizing the employment of domestic labor, ensuring the rights and benefits of employees in accordance with the Labor Code, and respecting the right to organize and participate in political and socio-political organizations as prescribed by law.

## 2. Obligations towards Shareholders:

- a) Clearly distinguishing the responsibilities between the General Meeting of Shareholders, the Board of Directors, and the Chairman of the Board of Directors to ensure management compliance with legal regulations;
- b) Establishing a communication system with shareholders to ensure full information disclosure, fair treatment of all shareholders, and the protection of shareholders' legal rights and interests;
- c) Prohibiting the following actions:
  - i. Guaranteeing income or profits for shareholders (except for shareholders holding fixed dividend preferred shares);
  - ii. Illegally withholding benefits or income derived from shareholders' shares;
  - iii. Providing financial support or guarantees to shareholders directly or indirectly, including lending under any form to major shareholders, members of the Board of Directors, the General Director, the Chief Accountant, other senior management positions appointed by the Board of Directors, and related persons of these individuals;
  - iv. Generating income for shareholders by repurchasing their shares in ways that are inconsistent with legal regulations;
  - v. Violating shareholders' rights, including ownership rights, preemptive rights, fair trading rights, the right to information, and other legal rights and interests.

## 3. Obligations towards Clients:

- a) Respecting clients' assets, rights, and other legal interests;
- b) Maintaining separate management of each client's cash and securities, as well as segregating client funds and securities from those of the Company. All client cash transactions must be processed through a bank. The Company shall not misuse client assets entrusted to its management, transaction settlement funds, or client securities deposited with the Company;
- c) Entering into written contracts with clients when providing services and ensuring full and honest disclosure of information when performing services;
- d) Providing investment advice suited to the client's profile based on diligent efforts to gather and understand client information, including financial status, investment objectives, risk tolerance, and return expectations, as well as keeping such information updated in accordance with legal regulations. The Company must ensure that its recommendations and investment advice to clients are appropriate for each individual client;

- e) Taking responsibility for the reliability of the information disclosed to clients. Ensuring that clients make investment decisions based on full disclosure, including the details and risks of the products and services provided;
- f) Exercising prudence and avoiding conflicts of interest with clients. In cases where conflicts of interest are unavoidable, the Company must inform clients in advance and take necessary measures to ensure fair treatment;
- g) Prioritizing the execution of client orders over the Company's own orders;
- h) Establishing a dedicated department responsible for client communication and handling client inquiries and complaints;
- i) Fulfilling its obligations to clients in the best possible manner;
- j) Ensuring the confidentiality of client information:
  - i. The Company is responsible for safeguarding client-related information regarding securities ownership and financial assets, and must refuse any investigation, freezing, withholding, or transfer of client assets without the client's consent;
  - ii. The provisions of this point do not apply in the following cases:
    - When auditors conduct audits of the Company's financial statements;
    - When information is provided upon request by competent state authorities.

## **Article 9. Prohibitions and Restrictions**

### **1. Regulations for the Company:**

- a) The Company must not provide assessments or guarantees to clients regarding specific income or profit levels from their investments, nor guarantee that clients will not incur losses, except in cases of fixed-income securities investments;
- b) The Company must not enter into agreements or offer specific interest rates or profit/loss sharing arrangements to attract clients to participate in transactions;
- c) The Company must not directly or indirectly establish locations outside of the officially approved trading venues designated by the State Securities Commission for the purpose of signing contracts, receiving orders, executing securities transactions, or settling securities transactions with clients;
- d) The Company must not accept orders or process transactions for individuals other than the account holder without written authorization from the client;
- e) The Company must not use clients' names or accounts to register or conduct securities transactions;
- f) The Company must not appropriate or withhold clients' securities, funds, or temporarily hold clients' securities in custody under the Company's name;
- g) The Company must not disclose client information unless the client consents or if required by regulatory authorities;
- h) The Company must not engage in actions that mislead clients and investors about securities prices;
- i) The securities trading account agreement must not contain provisions intended to evade the Company's legal obligations, limit the Company's liability for compensation, transfer risks from the Company to the client, unfairly require clients to indemnify the Company, or impose unfairly disadvantageous terms on clients.

### **2. Regulations for Securities Practitioners:**

- a) Except in cases where an individual is appointed as a representative of contributed capital or assigned to the management board of an organization that owns the Company or an organization in which the Company has invested, a securities practitioner must not:

- i. Simultaneously work for another organization with ownership ties to the Company;
  - ii. Simultaneously work for another securities company or fund management company;
  - iii. Simultaneously serve as the Director (General Director) of a public securities offering organization or a listed organization;
- b) A securities practitioner is only permitted to open a personal securities trading account (if any) at the Company. This regulation does not apply when the Company is not a member of a Stock Exchange;
- c) When performing the Company's operations, securities practitioners act on behalf of the Company in transactions with clients, and the Company is responsible for all activities of securities practitioners. They must not use funds or securities in client accounts unless explicitly authorized in writing by the client for the Company.

### 3. Regulations for Members of the Board of Directors and General Director:

- a) A member of the Company's Board of Directors must not concurrently serve as a member of the Board of Directors, a member of the Members' Council, or the General Director of another securities company;
- b) The General Director and Deputy General Director must not concurrently work for another securities company, fund management company, or other enterprise. They must not serve as a member of the Board of Directors or the Members' Council of another securities company.

## **IV. CHARTER CAPITAL AND SHARES**

### **Article 10. Charter Capital and Shares**

1. The Company's charter capital is VND 1,200,000,000,000 (One Trillion Two Hundred Billion Vietnam Dong).
2. Types of Shares:
  - a) The Company's charter capital is divided into 120,000,000 shares, each with a par value of VND 10,000 per share.
  - b) The types of shares in the Company are:
    - Ordinary Shares: 120,000,000 shares;
    - Preferred Dividend Shares: 0 shares;
    - Redeemable Preferred Shares: 0 shares;
    - Other Preferred Shares: 0 shares.
3. The Company may change its charter capital upon approval by the General Meeting of Shareholders and in accordance with legal regulations.
4. As of the date this Charter is adopted, the Company's shares include ordinary shares and preferred shares (if any). The rights and obligations of shareholders holding each type of share are specified in Articles 17 and 18 of this Charter.
5. The Company may issue other types of preferred shares with the approval of the General Meeting of Shareholders and in compliance with legal regulations.
6. Ordinary shares must be offered first to existing shareholders in proportion to their ownership of the Company's ordinary shares unless otherwise decided by the General Meeting of Shareholders. The Company must notify shareholders of the share offering, specifying the number of shares available for sale and the appropriate registration period (in compliance with prevailing legal regulations) to allow shareholders to register for purchase. Shares that remain unsubscribed by existing shareholders will be allocated at the discretion of the Company's Board of Directors. The Board of Directors may distribute

such shares to shareholders and other investors under conditions no less favorable than those offered to existing shareholders, except in cases where the General Meeting of Shareholders approves otherwise or the shares are sold through the Stock Exchange.

7. The Company may repurchase shares it has issued in accordance with the methods stipulated in this Charter and applicable laws.

8. The Company may issue other types of securities with the approval of the General Meeting of Shareholders and in compliance with securities laws and regulations governing the securities market.

9. Characteristics of Share Types:

a) Ordinary Shares: A joint-stock company must have ordinary shares. Holders of ordinary shares are ordinary shareholders. Each ordinary share carries one (01) voting right;

b) Preferred Dividend Shares: These shares provide a dividend higher than that of ordinary shares or a fixed annual dividend. Annual dividends consist of a fixed dividend and a bonus dividend. The fixed dividend is not dependent on the Company's business performance. The specific fixed dividend rate and the method for determining the bonus dividend must be stated on the preferred dividend share certificate;

c) Redeemable Preferred Shares: These shares allow shareholders to request the Company to buy back their contributed capital under the conditions specified on the share certificate of the redeemable preferred shares;

d) Other Preferred Shares: Issued as decided by the General Meeting of Shareholders.

#### **Article 11. Shareholder Register**

1. The Company must establish and maintain a shareholder register immediately after being granted the Business Registration Certificate and Operating License.

2. The shareholder register must contain key information as prescribed by the Enterprise Law.

3. The shareholder register may be maintained in written form, electronic data files, or both.

4. The shareholder register shall be kept at the Company's headquarters or at the Vietnam Securities Depository and Clearing Corporation.

5. The legal representative is responsible for confirming share registration for shareholders promptly and accurately. Additionally, they must ensure the safekeeping of the shareholder register and maintain its accuracy to prevent any harm to shareholders or third parties resulting from failure to fulfill these obligations.

#### **Article 12. Share Certificates**

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

2. A share certificate is a security that confirms the legal rights and benefits of the holder concerning a portion of the share capital of the issuing entity. Share certificates must bear the Company's seal and the signature of the legal representative, and must clearly state the number and type of shares held by the shareholder, the shareholder's full name, and other information as required by the Enterprise Law. Each registered share certificate represents only one type of share. If there are errors in the content or form of the share certificate issued by the Company, the rights and benefits of the shareholder shall not be affected. The Company's legal representative shall be liable for any damages resulting from such errors.

3. Within seven (07) days from the date of submission of a complete application for share ownership transfer under the Company's regulations or within sixty (60) days from the date of full payment for

shares purchased as prescribed in the Company's share issuance plan (or another period specified in the issuance terms), the shareholder shall be issued a share certificate. Shareholders shall not be required to pay any printing fees or other costs to the Company when acquiring newly issued shares.

4. In case a share certificate is lost, destroyed, or otherwise damaged, the shareholder may request the Company to reissue the share certificate upon payment of all associated costs. The shareholder's request must include the following:

- a) Information regarding the lost, damaged, or destroyed share certificate. If the share certificate is lost, the shareholder must affirm that all reasonable efforts have been made to locate it and commit to returning it to the Company for destruction if recovered;
- b) A commitment to assume liability for any disputes arising from the reissuance of a new share certificate.

5. For share certificates with a total par value exceeding ten million VND, before accepting a request for reissuance, the Company's legal representative may require the shareholder to publish a notice of the lost, destroyed, or damaged share certificate. After fifteen (15) days from the date of such notice, the Company may proceed with the reissuance of the share certificate.

#### **Article 13. Other Securities Certificates**

Bond certificates or other securities certificates issued by the Company (except for offering letters, temporary certificates, and similar documents) shall bear the signature of the legal representative and the Company's seal unless otherwise stipulated in the issuance terms and conditions.

#### **Article 14. Transfer of Shares**

1. All shares shall be freely transferable except in cases where transfer restrictions are imposed under the Enterprise Law, this Charter, or as decided by the General Meeting of Shareholders when approving the issuance plan. Listed shares and shares registered for trading on the Stock Exchange shall be transferred in accordance with the securities laws and market regulations.

2. Shares that have not been fully paid for shall not be transferable and shall not be entitled to any related shareholder rights, including the right to receive dividends, the right to receive bonus shares issued from the owner's equity, the right to subscribe to newly offered shares, and other rights prescribed by law.

#### **Article 15. Share Recovery and Share Repurchase**

1. In cases where a shareholder fails to fully and timely pay for the shares they have subscribed to, the Board of Directors shall notify and have the right to demand that the shareholder pay the remaining amount along with interest on that amount and any costs incurred due to non-payment in accordance with the Company's regulations.

2. The payment notification must specify the new payment deadline (at least seven (07) days from the date of notification), the payment location, and must state that if payment is not made as required, the unpaid shares will be recovered.

3. The Board of Directors shall have the right to recover any unpaid shares if the requirements stated in the notification are not fulfilled.

4. Recovered shares shall be deemed as shares available for offering as prescribed in Clause 3, Article 112 of the Enterprise Law. The Board of Directors may sell or redistribute these shares directly or through authorized agents under terms and conditions it deems appropriate.

5. Shareholders holding recovered shares shall forfeit their shareholder status concerning those shares but shall remain liable for financial obligations related to the registered value of the shares as determined by the Board of Directors from the recovery date until payment is completed. The Board of Directors shall have full discretion to enforce payment of the full share value at the time of recovery.

6. A recovery notice shall be sent to the shareholder before the shares are recovered. The recovery shall remain valid even if there are errors or negligence in the delivery of the notice.

7. The Company may only repurchase its issued shares (including redeemable preferred shares) in accordance with the methods prescribed in this Charter and applicable laws, provided that all legal conditions and repurchase ratios are met. Ordinary shares repurchased by the Company shall be treasury shares, and the Board of Directors may offer them for sale in accordance with this Charter, the Securities Law, and relevant guiding documents.

#### 8. Cases of Share Repurchase

a) Repurchase at the request of a shareholder:

A shareholder shall have the right to request the Company to repurchase their shares if they vote against a resolution of the General Meeting of Shareholders regarding: the reorganization of the Company or changes to shareholder rights and obligations as stipulated in this Charter. A repurchase request must be made in writing and sent to the Company within ten (10) days from the date the General Meeting of Shareholders passes the resolution on these matters.

b) Repurchase at the Company's discretion:

The Company may repurchase issued ordinary shares and dividend-preferred shares. The ratio, method, and procedures for share repurchase shall comply with the securities laws and stock market regulations.

### **Article 16. Methods of Increasing and Decreasing Charter Capital**

1. After commencing official operations, the Company may increase or decrease its Charter Capital as decided by the General Meeting of Shareholders, provided it complies with applicable laws.

2. Methods of Increasing the Company's Charter Capital:

a) Issuing shares to raise capital in accordance with the law;

b) Allocating retained earnings and other lawful capital sources as prescribed by law;

c) Converting convertible bonds into shares;

d) Issuing shares to pay dividends and issuing shares to increase share capital from the owner's equity;

e) Converting debt into contributed capital as agreed between the Company and creditors;

f) Other methods as prescribed by law.

3. The reduction of Charter Capital shall be decided by the General Meeting of Shareholders but must ensure compliance with the statutory capital requirements after the reduction as prescribed by law.

## **V. RIGHTS AND OBLIGATIONS OF SHAREHOLDERS**

### **Article 17. Rights of Company Shareholders**

1. Ordinary shareholders shall have the following rights:

a) Attend and speak at the General Meeting of Shareholders and exercise their voting rights directly, through an authorized representative, or in another manner as prescribed by the Company's Charter and applicable laws. Each ordinary share carries one voting right;

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

- c) Have preemptive rights to purchase newly issued shares in proportion to their ownership of ordinary shares in the Company;
- d) Freely transfer their shares to others, except in cases stipulated in Clause 3, Article 120, Clause 1, Article 127 of the Enterprise Law, and other relevant legal provisions;
- e) Review, access, and extract information regarding names and contact addresses in the list of voting shareholders and request corrections of any inaccurate information;
- f) Review, access, extract, or copy the Company's Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;
- g) Receive a portion of the remaining assets of the Company in proportion to their shareholding ratio upon the Company's dissolution or bankruptcy;
- h) Request the Company to repurchase shares in cases prescribed under Article 132 of the Enterprise Law;
- i) Be treated equally. Each share of the same class grants its holder equal rights, obligations, and benefits. If the Company issues preferred shares, the rights and obligations associated with such shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;
- j) Access complete periodic and extraordinary information disclosures made by the Company in accordance with legal regulations;
- k) Have their lawful rights and interests protected; propose suspension or annulment of resolutions or decisions of the General Meeting of Shareholders or the Board of Directors in accordance with the Enterprise Law;
- l) Exercise other rights as prescribed by law and this Charter.

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

- a) Request the Board of Directors to convene a General Meeting of Shareholders in accordance with Clause 3, Article 115, and Article 140 of the Enterprise Law;
- b) Review, access, and extract minutes, resolutions, and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Audit Committee, contracts, transactions requiring Board of Directors' approval, and other documents, except those concerning the Company's trade secrets and business secrets;
- c) Request the Board of Directors to inspect specific matters related to the management and operation of the Company when deemed necessary. The request must be in writing and must include the following details: full name, contact address, nationality, and legal identification documents for individual shareholders; name, enterprise code or legal documents, and registered address for organizational shareholders; number of shares and registration date of each shareholder, total shares held by the group, and the percentage of ownership in the total shares of the Company; matters to be inspected and purpose of the inspection;
- d) Propose matters to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and submitted to the Company at least three (03) business days before the opening date of the meeting. The proposal must specify the shareholder's name, the number of shares of each type owned, and the proposed matters to be included in the agenda;
- e) Exercise other rights as prescribed by law and this Charter.

3. Nominate or self-nominate candidates for the Board of Directors in accordance with Article 32 of this Charter. The nomination process shall be carried out as follows:

a) Ordinary shareholders forming a group to nominate candidates for the Board of Directors must notify other shareholders attending the meeting before the commencement of the General Meeting of Shareholders;

b) Based on the number of Board of Directors' members, shareholders or groups of shareholders specified in this clause shall have the right to nominate one or multiple candidates for the Board of Directors, as determined by the General Meeting of Shareholders. If the number of candidates nominated by shareholders or groups of shareholders is lower than the number they are entitled to nominate as per the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the incumbent Board of Directors and other shareholders through an alternative nomination mechanism. This nomination mechanism must be clearly disclosed and approved by the General Meeting of Shareholders before the nomination process is conducted.

4. Rights of shareholders holding preferred dividend shares:

a) Receive dividends as prescribed in this Charter;

b) Receive a portion of the remaining assets in proportion to their shareholding ratio after the Company has settled all debts and redeemed preferred redeemable shares upon dissolution or bankruptcy;

c) Enjoy the same rights as ordinary shareholders, except for voting rights, the right to attend the General Meeting of Shareholders, and the right to nominate candidates for the Board of Directors.

5. Rights of shareholders holding preferred redeemable shares:

a) Have their contributed capital refunded by the Company as prescribed in this Charter;

b) Enjoy the same rights as ordinary shareholders, except for voting rights, the right to attend the General Meeting of Shareholders, and the right to nominate candidates for the Board of Directors.

6. Rights of shareholders holding other types of preferred shares shall be determined by the General Meeting of Shareholders.

#### **Article 18. Obligations of Company Shareholders**

Ordinary shareholders shall have the following obligations:

1. Fully and punctually pay for the shares they have committed to purchase.

2. Not withdraw contributed capital in the form of ordinary shares from the Company in any manner, except in cases where the Company or other parties repurchase the shares. If a shareholder withdraws part or all of their contributed share capital in violation of this clause, that shareholder and any related parties within the Company shall be jointly liable for the Company's debts and other financial obligations within the value of the withdrawn shares and any damages incurred.

3. Comply with the Company's Charter and its internal management regulations.

4. Abide by the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

5. Keep confidential the information provided by the Company as prescribed in the Charter and the law; use such information solely to exercise and protect their lawful rights and interests; and strictly refrain from disseminating, copying, or sharing the provided information with other organizations or individuals.

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

a) Attending and voting directly at the meeting;

b) Authorizing an individual or organization to attend and vote at the meeting on their behalf;



- c) Attending and voting via online conferences, electronic voting, or other electronic means;
  - d) Sending voting ballots to the meeting via mail, fax, or email.
7. Bear personal liability when acting on behalf of the Company in any of the following instances:
- a) Violating the law;
  - b) Conducting business and transactions for personal gain or for the benefit of other organizations or individuals;
  - c) Settling debts that are not yet due while the Company faces financial risks.
8. Fulfill other obligations as prescribed by prevailing laws.

#### **Article 19. Authorized Representative of Shareholders**

1. The authorized representative of a shareholder is an individual appointed in writing to act on behalf of the shareholder in exercising rights and fulfilling obligations in accordance with the law and the Company's Charter.
2. The appointment of an authorized representative shall be carried out as follows:
  - a) An organization that is a member of a limited liability company with two or more members and holds at least 35% of the charter capital may authorize up to three (03) representatives;
  - b) An organization that is a shareholder of a joint-stock company and holds at least 10% of the total ordinary shares may authorize up to three (03) representatives.
3. In cases where a shareholder that is an organization appoints multiple authorized representatives, it must specify the number of shares each representative is assigned. If the shareholder fails to specify the corresponding number of shares for each authorized representative, the shares shall be equally divided among the authorized representatives.
4. The appointment, termination, or replacement of an authorized representative must be notified to the Company in writing and shall only take effect for the Company from the date the Company receives the notice. The written authorization must include the essential contents specified in Clause 4, Article 14 of the Law on Enterprises.
5. Responsibilities of the authorized representative:
  - a) The authorized representative shall act on behalf of the shareholder to exercise the rights and fulfill the obligations of the shareholder at the General Meeting of Shareholders in accordance with the law. Any restrictions imposed by the shareholder on the authorized representative's exercise of rights and obligations at the General Meeting of Shareholders shall not be valid against third parties;
  - b) The authorized representative is responsible for attending all General Meetings of Shareholders, exercising the authorized rights and obligations with honesty, diligence, and in the best manner to protect the legitimate interests of the authorizing shareholder;
  - c) The authorized representative shall be liable to the authorizing shareholder for any breach of obligations set forth in this Article. The authorizing shareholder shall be liable to third parties for obligations arising from the rights and duties performed by the authorized representative.

## **VI. ORGANIZATIONAL STRUCTURE, MANAGEMENT, AND SUPERVISION**

### **Article 20. Organizational Structure, Management, and Supervision**

The Company is organized and managed based on the model stipulated in point b, Clause 1, Article 137 of the Law on Enterprises, including:

1. The General Meeting of Shareholders;
2. The Board of Directors and the Audit Committee under the Board of Directors;
3. The Executive Board.

## **Article 21. General Meeting of Shareholders**

1. The General Meeting of Shareholders consists of all shareholders with voting rights and is the highest decision-making body of the Company.
2. The General Meeting of Shareholders convenes annually within four (04) months from the end of the fiscal year. The Board of Directors may extend the annual General Meeting of Shareholders if necessary, but not exceeding six (06) months from the end of the fiscal year.
3. In addition to the annual meeting, the General Meeting of Shareholders may convene extraordinary meetings. The meeting venue is determined as the location where the chairperson of the meeting is present and must be within the territory of Vietnam.
4. The Board of Directors convenes the annual General Meeting of Shareholders and selects a suitable venue. The annual General Meeting of Shareholders decides on matters as stipulated by law and the Company's Charter, particularly the approval of the audited annual financial statements. If the audit report on the Company's annual financial statements contains material exceptions, adverse opinions, or disclaimers, the Company must invite representatives of the approved auditing firm that conducted the audit of the Company's financial statements to attend the annual General Meeting of Shareholders. The representative of the approved auditing firm is responsible for attending the annual General Meeting of Shareholders.
5. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:
  - a) When the Board of Directors deems it necessary for the interests of the Company;
  - b) When the number of remaining members of the Board of Directors is less than the minimum required by law;
  - c) Upon request of a shareholder or a group of shareholders as stipulated in Clause 2, Article 115 of the Law on Enterprises; the request for convening the General Meeting of Shareholders must be made in writing, clearly stating the reason and purpose of the meeting, and must bear the signatures of the relevant shareholders or be compiled from multiple copies containing the signatures of all relevant shareholders;
  - d) Other cases as prescribed by law and this Charter.
6. Convening an extraordinary General Meeting of Shareholders
  - a) The Board of Directors must convene the General Meeting of Shareholders within 30 days from the date the number of remaining Board members is as stipulated in Point b, Clause 5 of this Article or from the date of receiving the request as stipulated in Points c and d, Clause 5 of this Article;
  - b) If the Board of Directors fails to convene the General Meeting of Shareholders as required in Point a, Clause 6 of this Article, the shareholder or group of shareholders stipulated in Point c, Clause 5 of this Article shall have the right to request the Company's representative to convene the General Meeting of Shareholders in accordance with the Law on Enterprises. In this case, the shareholder or group of shareholders convening the meeting may request the Business Registration Authority to oversee the procedures for convening, conducting the meeting, and passing resolutions of the General Meeting of Shareholders. 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 attending the meeting, such as accommodation and travel expenses;
  - c) The procedures for organizing the General Meeting of Shareholders shall comply with Clause 5, Article 140 of the Law on Enterprises.

## **Article 22. Rights and Obligations of the General Meeting of Shareholders**

1. The General Meeting of Shareholders shall have the following rights and obligations:
  - a) Approving the Company's development strategy;
  - b) Determining the types of shares and the total number of shares of each type to be offered; deciding the annual dividend rate for each type of share;
  - c) Electing, dismissing, and removing members of the Board of Directors;
  - d) Deciding on investments or the sale of assets valued at 35% or more of the Company's total assets as recorded in the latest financial statement;
  - e) Amending and supplementing the Company's Charter;
  - f) Approving the annual financial statements;
  - g) Deciding to repurchase more than 10% of the total shares of each type already sold;
  - h) Reviewing and addressing violations by members of the Board of Directors that cause damage to the Company and its shareholders;
  - i) Deciding on the reorganization or dissolution of the Company;
  - j) Determining the budget or total remuneration, bonuses, and other benefits for the Board of Directors;
  - k) Approving the Internal Corporate Governance Regulations and the Regulations on the Operation of the Board of Directors;
  - l) Approving the list of approved audit firms; selecting an approved audit firm to inspect the Company's operations and dismissing an approved auditor when deemed necessary;
  - m) Exercising other rights and obligations as prescribed by law.
2. The General Meeting of Shareholders shall discuss and approve the following matters:
  - a) The Company's annual business plan;
  - b) Audited annual financial statements;
  - c) The Board of Directors' report on governance and the performance of the Board of Directors and each of its members;
  - d) The report on supervision and internal audit activities of the Audit Committee under the Board of Directors;
  - e) The report on the activities of independent Board members in the Audit Committee;
  - f) The dividend rate for each type of share;
  - g) The number of members of the Board of Directors;
  - h) Election, dismissal, and removal of members of the Board of Directors;
  - i) Determination of the budget or total remuneration, bonuses, and other benefits for the Board of Directors;
  - j) Approval of the list of approved audit firms and selection of an approved audit firm to inspect the Company's operations when deemed necessary;
  - k) Amendments and supplements to the Company's Charter;
  - l) Types and number of new shares to be issued for each type of share and the transfer of shares by founding shareholders within the first three years from the date of establishment;
  - m) Division, separation, consolidation, merger, or conversion of the Company;
  - n) Reorganization and dissolution (liquidation) of the Company and appointment of a liquidator;
  - o) Decisions on investments or sales of assets valued at 35% or more of the Company's total assets as recorded in the latest financial statement;
  - p) Decisions to repurchase more than 10% of the total shares of each type already sold;

- q) The Company's execution of contracts or transactions with entities specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the Company's total assets as recorded in the latest financial statement;
  - r) Approval of transactions stipulated in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government, detailing the implementation of certain provisions of the Securities Law;
  - s) Approval of internal regulations on corporate governance and regulations on the operation of the Board of Directors;
  - t) Other matters as prescribed by law and this Charter.
3. All resolutions and matters included in the meeting agenda must be discussed and voted on at the General Meeting of Shareholders.

### **Article 23. Authorization to Attend the General Meeting of Shareholders**

1. Shareholders and authorized representatives of institutional shareholders may directly attend the meeting or authorize one or more individuals or organizations to attend the meeting or attend the meeting through one of the methods stipulated in Clause 3, Article 144 of the Law on Enterprises.
2. Authorization for an individual or organization to represent a shareholder at the General Meeting of Shareholders as stipulated in Clause 1 of this Article must be made in writing. The authorization document must be prepared in accordance with civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the scope and content of authorization, the duration of authorization, and the signatures of both the authorizing and authorized parties, or it must follow the Company's template and include the required signatures as follows:
  - a) If the authorizing shareholder is an individual, the authorization document must be signed by the shareholder and the authorized representative attending the meeting;
  - b) If the authorizing shareholder is an institutional entity, the authorization document must be signed by the authorized representative, the legal representative of the shareholder, and the authorized representative attending the meeting;
  - c) In other cases, the authorization document must be signed by the legal representative of the shareholder and the authorized representative attending the meeting.
3. The authorized representative attending the General Meeting of Shareholders must submit the authorization document upon registration for the meeting. In case of re-authorization, the attending representative must also present the original authorization document from the shareholder or the authorized representative of an institutional shareholder (if not previously registered with the Company).
4. The voting ballot of an authorized representative shall remain valid within the scope of authorization even in the following cases, except when:
  - a) The authorizing shareholder has died, has limited legal capacity, or has lost legal capacity;
  - b) The authorizing shareholder has revoked the authorization appointment;
  - c) The authorizing shareholder has revoked the authority of the authorized representative.This provision does not apply if the Company receives notice of any of the above events at least 24 hours before the commencement of the General Meeting of Shareholders.

#### **Article 24. Changes to Rights**

1. Changes or cancellations of special rights attached to a class of preferred shares shall take effect when approved by shareholders representing at least 65% of the total voting rights of all attending shareholders. A resolution of the General Meeting of Shareholders on matters that adversely change the rights and obligations of holders of preferred shares shall only be passed if approved by shareholders holding at least 75% of the total shares of that class of preferred shares attending the meeting or if approved in writing by shareholders holding at least 75% of the total shares of that class of preferred shares in case of a written ballot resolution.
2. A meeting of shareholders holding a class of preferred shares to approve the changes to rights as mentioned above shall only be valid if attended by at least two shareholders (or their authorized representatives) holding at least one-third of the nominal value of the issued shares of that class. If the required number of attendees is not met, the meeting shall be reconvened within the next 30 days, and all holders of shares of that class (regardless of the number of attendees and shares held) who are present in person or through authorized representatives shall be deemed to constitute a quorum. At such meetings, shareholders holding shares of that class who are present in person or by proxy may request a secret ballot. Each share of the same class carries equal voting rights at these meetings.
3. The procedures for conducting such separate meetings shall follow the provisions of Articles 26, 27, and 28 of this Charter.
4. Unless otherwise specified in the share issuance terms, special rights attached to classes of shares that have preferential rights concerning some or all matters related to the distribution of profits or the Company's assets shall not be changed when the Company issues additional shares of the same class.

#### **Article 25. Convening, Agenda, and Notice of the General Meeting of Shareholders**

1. The Board of Directors shall convene the annual and extraordinary General Meetings of Shareholders. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the cases specified in Clause 5, Article 21 of this Charter.
2. The convener of the General Meeting of Shareholders shall perform the following tasks:
  - a) Prepare the list of shareholders eligible to participate and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be compiled no more than 10 days before the notice of the General Meeting of Shareholders is sent. The Company must disclose information about the compilation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the last registration date;
  - b) Prepare the agenda and contents of the meeting;
  - c) Prepare documents for the meeting;
  - d) Draft the resolutions of the General Meeting of Shareholders based on the expected meeting contents;
  - e) Determine the time and venue for the meeting;
  - f) Notify and send the notice of the General Meeting of Shareholders to all shareholders entitled to attend;
  - g) Perform other tasks necessary for the meeting.
3. The notice of the General Meeting of Shareholders shall be sent to all shareholders via a method ensuring delivery to the shareholder's registered contact address. It shall also be published on the

Company's website and the State Securities Commission's website and the Stock Exchange as required by law. The convener of the General Meeting of Shareholders must send the notice of the meeting to all shareholders in the list of shareholders entitled to attend at least 21 days before the meeting date (calculated from the date the notice is duly sent or delivered). The agenda of the General Meeting of Shareholders and documents related to issues to be voted on at the meeting shall be sent to shareholders and/or published on the Company's website. If the documents are not enclosed with the meeting notice, the notice must specify the link to access all meeting documents, including:

- a) The meeting agenda and materials used in the meeting;
  - b) The list and detailed information of candidates in case of Board of Directors elections;
  - c) Voting ballots;
  - d) Draft resolutions for each agenda item.
4. Shareholders or groups of shareholders as prescribed in Clause 2, Article 17 of this Charter have the right to propose matters for inclusion in the agenda of the General Meeting of Shareholders. Proposals must be in writing and sent to the Company no later than three (03) working days before the meeting date. The proposal must clearly state the name of the shareholder, the number of each class of shares owned by the shareholder, and the proposed matters to be included in the agenda.
5. The convener of the General Meeting of Shareholders has the right to reject proposals specified in Clause 4 of this Article if:
- a) The proposal was not submitted in accordance with Clause 4 of this Article;
  - b) At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of the total ordinary shares as required by Clause 2, Article 17 of this Charter;
  - c) The proposed matter does not fall within the 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 proposals stipulated in Clause 4 of this Article in the proposed agenda and content of the meeting, except in cases specified in Clause 5 of this Article. The proposal shall be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

#### **Article 26. Conditions for Holding the General Meeting of Shareholders**

1. The General Meeting of Shareholders shall be conducted when attending shareholders represent more than 50% of the total voting shares.
2. If the first meeting does not satisfy the quorum requirements under Clause 1 of this Article, a second meeting notice shall be sent within 30 days from the scheduled date of the first meeting. The second General Meeting of Shareholders shall be conducted when attending shareholders represent at least 33% of the total voting shares.
3. If the second meeting does not meet the quorum requirements under Clause 2 of this Article, a third meeting notice must be sent within 20 days from the scheduled date of the second meeting. The third General Meeting of Shareholders shall be conducted regardless of the total voting shares represented by attending shareholders.

#### **Article 27. Procedures for Holding and Voting at the General Meeting of Shareholders**

1. Shareholders shall be deemed to have attended and voted at the General Meeting of Shareholders in the following cases:
  - a) Attending and voting directly at the meeting;

- b) Authorizing another person to attend and vote at the meeting;
  - c) Attending and voting via online conference, electronic voting, or other electronic means;
  - d) Sending a voting ballot to the meeting via mail, fax, or email.
2. Before the opening of the meeting, the Company must carry out shareholder registration procedures and continue registration until all shareholders eligible to attend have completed registration, following the process below:
- a) When registering shareholders, the Company shall issue each shareholder or their authorized representative a voting card, which includes the registration number, name of the shareholder, name of the authorized representative, and the number of votes held by the shareholder. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted by indicating agreement, disagreement, or abstention. At the General Meeting, ballots in favor of resolutions shall be collected first, followed by ballots against, and finally, the total number of affirmative and negative votes shall be counted to determine the decision. The vote counting results shall be announced by the Chairman before the meeting is adjourned. The General Meeting shall elect persons responsible for vote counting or supervising the vote counting process as proposed by the Chairperson. The number of vote-counting committee members shall be determined by the General Meeting of Shareholders based on the Chairperson's proposal.
  - b) Shareholders, authorized representatives of institutional shareholders, or proxy holders arriving after the meeting has started shall have the right to register immediately and participate in voting after registration. The Chairperson shall not be responsible for pausing the meeting to allow late-arriving shareholders to register, and the validity of matters already voted on before their arrival shall remain unchanged.
3. The election of the chairperson, secretary, and vote-counting committee shall be conducted as follows:
- a) The Chairman of the Board of Directors shall act as the chairperson or authorize another member of the Board of Directors to chair the General Meeting of Shareholders convened by the Board of Directors. If the Chairman is absent or temporarily unable to perform their duties, the remaining members of the Board of Directors shall elect one among them to chair the meeting based on a majority vote.
  - b) Except as provided in point a of this clause, the person signing the notice convening the General Meeting of Shareholders shall preside over the meeting for the shareholders to elect a chairperson, with the candidate receiving the highest number of votes serving as the chairperson.
  - c) The chairperson shall appoint one or more persons to act as the meeting secretary.
  - d) The General Meeting of Shareholders shall elect one or more persons to the vote-counting committee based on the chairperson's proposal.
4. The agenda and content of the meeting must be approved by the General Meeting of Shareholders during the opening session. The agenda must clearly define and specify the time allocated for each item.
5. The chairperson of the meeting has the right to take necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda, and in a way that reflects the will of the majority of attendees.
- a) Arranging seating at the meeting venue;
  - b) Ensuring the safety of all attendees;
  - c) Facilitating shareholders' participation (or continued participation) in the meeting. The convener

of the General Meeting of Shareholders has full authority to modify these measures and apply any necessary measures, including issuing entry passes or implementing alternative selection methods.

6. The General Meeting of Shareholders shall discuss and vote on each item in the agenda. Voting shall be conducted by indicating approval, disapproval, or abstention. The vote-counting results shall be announced by the chairperson before the meeting is adjourned.
7. Shareholders or their authorized representatives arriving after the meeting has started shall still be allowed to register and have the right to vote immediately after registration; in such cases, the validity of resolutions passed before their arrival shall remain unchanged.
8. The convener or chairperson of the General Meeting of Shareholders has the following rights:
  - a) Requiring all attendees to undergo security checks or other lawful and reasonable security measures;
  - b) Requesting competent authorities to maintain order at the meeting and expelling individuals who do not comply with the chairperson's authority, intentionally disrupt order, hinder the normal progress of the meeting, or fail to comply with security check requirements.
9. The chairperson has the right to postpone the General Meeting of Shareholders, which has met the required quorum, for no more than three working days from the scheduled opening date. The meeting may only be postponed or the venue changed under the following circumstances:
  - a) The meeting venue does not have adequate seating for all attendees;
  - b) The communication facilities at the venue do not ensure that shareholders can participate, discuss, and vote;
  - c) Attendees obstruct, disrupt order, or pose a risk that prevents the meeting from being conducted fairly and lawfully.
10. If the chairperson postpones or suspends the General Meeting of Shareholders in violation of Clause 9 of this Article, the General Meeting of Shareholders shall elect another attendee to replace the chairperson and continue presiding over the meeting until its conclusion. All resolutions passed during the meeting shall remain legally effective.
11. If the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, it must ensure that shareholders can attend and vote via electronic voting or other electronic means in accordance with Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/ND-CP dated December 31, 2020, detailing the implementation of certain provisions of the Securities Law.

#### **Article 28. Conditions for Passing Resolutions of the General Meeting of Shareholders**

1. A resolution concerning the following matters shall be passed if approved by shareholders representing at least 65% of the total voting shares of all shareholders attending and voting at the meeting, except as provided in Clauses 2 and 3 of this Article and Clause 6, Article 148 of the Law on Enterprises:
  - a) Types of shares and the total number of each type of shares;
  - b) Changes in the business lines and industries of the Company;
  - c) Changes in the Company's management structure;
  - d) Investment projects or asset sales valued at 35% or more of the total assets recorded in the Company's latest financial statement;
  - e) Reorganization or dissolution of the Company.



2. The election of members of the Board of Directors shall be conducted by cumulative voting as stipulated in Clause 3, Article 148 of the Law on Enterprises.
3. If a resolution is passed through written voting, it shall be approved if shareholders owning more than 50% of the total voting shares of all shareholders eligible to vote consent to it.
4. Resolutions shall be passed if approved by shareholders representing more than 50% of the total voting shares of all shareholders attending and voting at the meeting, except as stipulated in Clauses 1, 2, and 3 of this Article and Clause 6, Article 148 of the Law on Enterprises.
5. Resolutions of the General Meeting of Shareholders passed with 100% of the total voting shares shall be legally valid and effective, even if the procedures for convening the meeting and passing the resolution violate the provisions of the Law on Enterprises and the Company's Charter.
6. Resolutions of the General Meeting of Shareholders must be notified to shareholders entitled to attend the General Meeting of Shareholders within 15 days from the date of approval; if the company has an electronic information portal, the resolution may be published on the company's website instead of being sent directly.

#### **Article 29. Authority and Procedures for Soliciting Shareholders' Opinions in Writing to Pass Resolutions of the General Meeting of Shareholders**

The General Meeting of Shareholders may pass all matters within its authority through written consultation of shareholders. The authority and procedures for soliciting shareholders' opinions in writing to pass resolutions of the General Meeting of Shareholders shall be carried out as follows:

1. The Board of Directors has the authority to seek shareholders' opinions in writing to pass resolutions of the General Meeting of Shareholders when it deems it necessary for the benefit of the Company.
2. The Board of Directors must prepare opinion solicitation forms, draft resolutions of the General Meeting of Shareholders, explanatory documents on the draft resolution, and send them to all shareholders entitled to vote no later than 10 days before the deadline for returning the opinion solicitation forms. The requirements and methods for sending opinion solicitation forms and accompanying documents shall comply with Clause 3, Article 25 of this Charter.
3. The opinion solicitation form must include the following key contents:
  - a) Name, head office address, enterprise code;
  - b) Purpose of the opinion solicitation;
  - c) Full name, contact address, nationality, and legal identification document number for individual shareholders; name, enterprise code or legal identification document number, and head office address for institutional shareholders; or full name, contact address, nationality, and legal identification document number of the representative of an institutional shareholder; number of shares of each type and the shareholder's voting rights;
  - d) Issues requiring shareholder opinions for decision-making;
  - e) Voting options, including approval, disapproval, and abstention for each issue;
  - f) Deadline for returning the completed opinion solicitation form to the Company;
  - g) Full name and signature of the Chairman of the Board of Directors.
4. Shareholders may send their completed opinion solicitation forms to the Company by mail, fax, or email under the following conditions:
  - a) If sent by mail, the opinion solicitation form must bear the signature of the individual shareholder, the authorized representative, or the legal representative of an institutional shareholder. The form

must be enclosed in a sealed envelope and must not be opened before the vote-counting process begins.

b) If sent by fax or email, the opinion solicitation form must remain confidential until the vote-counting process begins.

c) Opinion solicitation forms received after the deadline specified in the form, those that have been opened prematurely (if sent by mail), or those that have been disclosed (if sent by fax or email) shall be considered invalid. Forms not returned shall be considered as abstentions.

5. The Board of Directors shall count the votes and prepare a vote-counting minutes in the presence of shareholders who do not hold management positions in the Company. The vote-counting minutes must contain the following key details:
  - a) Name, head office address, enterprise code;
  - b) Purpose and matters subject to shareholder consultation for resolution approval;
  - c) Number of shareholders and total voting shares participating in the voting, distinguishing between valid and invalid votes and the voting method used, along with an annex listing the shareholders who participated in the voting;
  - d) Total votes in favor, against, and abstentions for each matter;
  - e) Matters approved and the corresponding voting percentages;
  - f) Full names and signatures of the Chairman of the Board of Directors, the vote counter, and the vote-counting supervisor.

Members of the Board of Directors, the vote counter, and the vote-counting supervisor shall be jointly responsible for the truthfulness and accuracy of the vote-counting minutes and shall be jointly liable for any damages arising from resolutions passed due to dishonest or inaccurate vote counting.

6. The vote-counting minutes and the resolution must be sent to shareholders within 15 days from the date of vote counting completion. The vote-counting minutes and resolution may be published on the Company's website within 24 hours from the time of vote counting completion instead of being sent directly.
7. The returned opinion solicitation forms, vote-counting minutes, approved resolutions, and all related documents accompanying the opinion solicitation forms must be kept at the Company's head office.
8. A resolution shall be deemed passed through written shareholder consultation if approved by shareholders representing more than 50% of the total voting shares of all shareholders entitled to vote and shall have the same validity as a resolution passed at a General Meeting of Shareholders.

### **Article 30. Resolutions and Meeting Minutes of the General Meeting of Shareholders**

1. The General Meeting of Shareholders must be recorded in minutes and may also be recorded by audio or stored in other electronic formats. The minutes must be prepared in Vietnamese and may be prepared in a foreign language, containing the following key details:
  - a) Name, head office address, enterprise code;
  - b) Date, time, and venue of the General Meeting of Shareholders;
  - c) Meeting agenda and content;
  - d) Full names of the chairperson and secretary;
  - e) Summary of the meeting proceedings and shareholder opinions on each agenda item;
  - f) Number of shareholders and total voting shares of shareholders attending the meeting, along with an annex listing registered shareholders, shareholder representatives attending the meeting,

- and their corresponding shares and voting rights;
- g) Total votes cast for each voting matter, specifying the voting method, total valid and invalid votes, votes in favor, against, and abstentions, along with the corresponding percentage of total votes of attending shareholders;
- h) Matters approved and the corresponding voting percentages;
- i) Full names and signatures of the chairperson and secretary. If the chairperson or secretary refuses to sign the minutes, the minutes shall remain valid if signed by all other attending Board members and fully comply with this Clause. The minutes must specify the refusal of the chairperson or secretary to sign.
2. The meeting minutes of the General Meeting of Shareholders must be completed and approved before the meeting adjourns. The chairperson and secretary or any other signatory of the minutes shall be jointly responsible for the accuracy and truthfulness of the minutes' content.
  3. The minutes prepared in both Vietnamese and a foreign language shall have equal legal validity. In case of discrepancies between the Vietnamese and foreign-language versions, the Vietnamese version shall prevail.
  4. Resolutions of the General Meeting of Shareholders shall take effect from the date of approval or from the effective date specified in the resolution.
  5. The resolution, meeting minutes of the General Meeting of Shareholders, annex listing registered shareholders with their signatures, authorization documents for meeting attendance, all documents attached to the minutes (if any), and related documents accompanying the meeting invitation must be disclosed in accordance with legal regulations on securities market information disclosure and must be kept at the Company's head office.

#### **Article 31. Request for Annulment of the Resolution of the General Meeting of Shareholders**

1. Within 90 days from the date of receiving the resolution, the meeting minutes of the General Meeting of Shareholders, or the minutes of the voting results from the written opinion solicitation of the General Meeting of Shareholders, a shareholder or group of shareholders as stipulated in Clause 2, Article 115 of the Law on Enterprises has the right to request a court or arbitration to review and annul the resolution or part of the resolution of the General Meeting of Shareholders in the following cases:
  - a) The process and procedures for convening the meeting and making decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the Company's Charter, except for cases stipulated in Clause 5, Article 28 of this Charter;
  - b) The content of the resolution violates the law or this Charter.
2. In case a shareholder or group of shareholders requests the annulment of the resolution of the General Meeting of Shareholders as stipulated in Clause 1 of this Article, such resolutions shall remain in effect until a different decision is made by a court or arbitration, except in cases where an emergency injunctive measure is applied by a competent authority.

## **VII. BOARD OF DIRECTORS**

#### **Article 32. Nomination and Candidacy for the Board of Directors**

1. If candidates for the Board of Directors have been determined, the Company must disclose relevant information about the candidates at least 10 days before the opening of the General Meeting of Shareholders on the Company's website to allow shareholders to review the candidates before voting. Candidates for the Board of Directors must provide a written commitment to the accuracy

and truthfulness of their disclosed personal information and commit to performing their duties honestly, prudently, and in the best interest of the Company if elected as members of the Board of Directors. The disclosed information about the candidates shall include:

- a) Full name, date of birth;
  - b) Professional qualifications;
  - c) Work experience;
  - d) Other management positions (including positions in the Board of Directors of other companies);
  - e) Interests related to the Company and its related parties;
  - f) Other relevant information (if any) as required by the Company's Charter;
  - g) The Company is responsible for disclosing information about the companies where the candidate holds positions in the Board of Directors, other management positions, and interests related to the candidate's companies (if any).
2. Shareholders or groups of shareholders holding from 10% to less than 20% of the total common shares have the right to nominate one (1) person to the Board of Directors; shareholders or groups of shareholders holding from 20% to less than 30% of the total common shares have the right to nominate two (2) persons to the Board of Directors; shareholders or groups of shareholders holding from 30% to less than 50% of the total common shares have the right to nominate three (3) persons to the Board of Directors; shareholders or groups of shareholders holding from 50% to less than 65% of the total common shares have the right to nominate four (4) persons to the Board of Directors; shareholders or groups of shareholders holding 65% or more of the total common shares have the right to nominate a number of persons sufficient to fill all positions in the Board of Directors.
  3. If the number of candidates for the Board of Directors through nomination and candidacy is still insufficient according to regulations, the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with the Company's Charter, the Internal Corporate Governance Regulations, and the Board of Directors' Operational Regulations. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors as prescribed by law.
  4. Members of the Board of Directors must meet the standards and conditions stipulated in Clauses 1 and 2, Article 155 of the Law on Enterprises and the Company's Charter.

### **Article 33. Composition and Term of the Board of Directors**

1. The Board of Directors shall consist of between 3 and 11 members.
2. The term of the Board of Directors is 5 years. The term of a member of the Board of Directors follows the term of the Board of Directors and shall not exceed 5 years but may be re-elected for an unlimited number of terms. An individual may not be elected as an independent member of the Board of Directors of a company for more than two consecutive terms. If all members of the Board of Directors simultaneously complete their term, they shall continue to serve as members of the Board of Directors until new members are elected and take over their duties.
3. The composition of the Board of Directors shall be as follows: The Board of Directors of a public company must ensure that at least one-third (1/3) of the total number of Board members are non-executive members. The Company shall minimize the number

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

The total number of independent members of the Board of Directors must comply with the following regulations:

- a) At least one (1) independent member if the Board consists of 3 to 5 members;
  - b) At least two (2) independent members if the Board consists of 6 to 8 members;
  - c) At least three (3) independent members if the Board consists of 9 to 11 members.
4. A member of the Board of Directors shall no longer hold office in the following cases:
- a) Failing to meet the qualifications and conditions stipulated in Article 155 of the Law on Enterprises;
  - b) Resigning and having their resignation approved;
  - c) Other cases as stipulated in the Company's Charter;
  - d) Failing to participate in Board activities for six (6) consecutive months, except in force majeure circumstances;
  - e) If deemed necessary, the General Meeting of Shareholders may decide to replace, dismiss, or remove a member of the Board of Directors beyond the cases mentioned above.
5. The Board of Directors must convene the General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:
- a) The number of members of the Board of Directors is reduced by more than one-third compared to the number stipulated in the Company's Charter. In this case, the Board of Directors must convene the General Meeting of Shareholders within 60 days from the date when the number of members is reduced by more than one-third;
  - b) Except for the case stipulated in Point a of this Clause, the General Meeting of Shareholders shall elect new members to replace members of the Board of Directors who have been dismissed or removed at the nearest meeting.
6. The appointment of members of the Board of Directors must be disclosed in accordance with the legal regulations on information disclosure in the securities market.
7. Members of the Board of Directors are not required to be shareholders of the Company.

#### **Article 34. Powers and Duties of the Board of Directors**

1. The Board of Directors is the governing body of the Company. All business activities and affairs of the Company shall be managed or directed by the Board of Directors. The Board of Directors has full authority to act on behalf of the Company to make decisions and exercise the rights and obligations of the Company, except for the rights and obligations under the authority of the General Meeting of Shareholders.

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

- a) Decide on the Company's strategy, medium-term development plans, and annual business plans;
- b) Propose the types of shares and the total number of shares authorized for issuance for each type;
- c) Decide on the sale of unsold shares within the number of shares authorized for issuance for each type; decide on raising additional capital through other forms;
- d) Determine the selling price of the Company's shares and bonds;
- e) Decide on the repurchase of shares as stipulated in Clauses 1 and 2, Article 133 of the Law on

Enterprises;

f) Decide on investment plans and projects within its authority and limits prescribed by law;  
g) Determine solutions for market development, marketing, and technology;  
h) Approve purchase, sale, loan, lending contracts, and other transactions with a value of 35% or more of the total assets recorded in the Company's latest financial statements, as well as cases where a different ratio or value is prescribed under the Company's authority delegation regulations from time to time, except for contracts and transactions under the authority of the General Meeting of Shareholders as stipulated in Point d, Clause 2, Article 138, and Clauses 1 and 3, Article 167 of the Law on Enterprises;

i) Elect, dismiss, and remove the Chairman and Vice Chairman of the Board of Directors; appoint, dismiss, sign contracts with, and terminate contracts with the General Director and other key managers as stipulated in the Company's Charter; decide on salaries, remuneration, bonuses, and other benefits for such managers; appoint authorized representatives to the Members' Council or the General Meeting of Shareholders of other companies and determine their remuneration and benefits;  
j) Supervise and direct the General Director and other managers in the daily operation of the Company's business;

k) Decide on the organizational structure and internal management regulations of the Company, and decide on the establishment of subsidiaries, branches, representative offices, transaction offices, and capital contributions or share acquisitions in other enterprises;

l) Approve the agenda, content, and materials for the General Meeting of Shareholders, convene the General Meeting of Shareholders, or collect opinions from the General Meeting of Shareholders to pass resolutions;

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

n) Propose dividend payment rates, decide on the timing and procedures for dividend payments, or address losses incurred during business operations;

o) Propose reorganization, dissolution of the Company, or request bankruptcy proceedings for the Company;

p) Decide on the issuance of the Board of Directors' Operating Regulations and the Internal Corporate Governance Regulations after approval by the General Meeting of Shareholders; decide on the issuance of the Operating Regulations of the Audit Committee under the Board of Directors and the Company's Information Disclosure Regulations;

q) Exercise other rights and obligations as stipulated by the Law on Enterprises, the Law on Securities, other legal regulations, and the Company's Charter.

3. The Board of Directors may authorize the Chairman of the Board of Directors to exercise part of the powers and functions of the Board of Directors during the period when the Board of Directors does not hold meetings. The authorization content must be clearly and specifically defined. For critical matters related to the Company's vital interests, authorization to the Chairman of the Board of Directors for decision-making is not permitted.

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

### **Article 35. Remuneration, Bonuses, and Other Benefits of Board of Directors' Members**

1. The Company is entitled to pay remuneration and bonuses to members of the Board of Directors based on performance and business efficiency.
2. Members of the Board of Directors are entitled to work remuneration and bonuses. Work remuneration is calculated based on the number of working days required to fulfill the duties of a Board member and the remuneration per day. The Board of Directors estimates the remuneration for each member based on the principle of unanimity. The total remuneration and bonuses of the Board of Directors shall be determined by the General Meeting of Shareholders at the annual meeting.
3. The remuneration of each member of the Board of Directors is accounted for as a business expense of the Company in accordance with the legal regulations on corporate income tax, is presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.
4. A member of the Board of Directors holding an executive position, including the Chairman, Vice Chairman, or a Board member working in subcommittees of the Board or performing tasks beyond the usual scope of a Board member, may receive additional remuneration in the form of a lump-sum payment, salary, commission, profit percentage, or other forms as decided by the Board of Directors.
5. Members of the Board of Directors are entitled to reimbursement of all travel, accommodation, and other reasonable expenses incurred in fulfilling their duties as Board members, including expenses related to attending meetings of the General Meeting of Shareholders, the Board of Directors, or its subcommittees.
6. Members of the Board of Directors may be covered by liability insurance purchased by the Company upon approval by the General Meeting of Shareholders. This insurance does not cover liabilities of Board members related to violations of the law and the Company's Charter.

### **Article 36. Chairman of the Board of Directors**

1. The Chairman of the Board of Directors shall be elected, dismissed, or removed by the Board of Directors from among its members.
2. The Chairman of the Board of Directors may not concurrently hold the position of General Director.
3. The Chairman of the Board of Directors has the following rights and duties:
  - a) Develop the program and activity plan of the Board of Directors;
  - b) Prepare the agenda, content, and materials for meetings; convene, chair, and preside over meetings of the Board of Directors;
  - c) Organize the adoption of resolutions and decisions of the Board of Directors;
  - d) Supervise the implementation of resolutions and decisions of the Board of Directors;
  - e) Preside over meetings of the General Meeting of Shareholders;
  - f) Exercise other rights and duties as stipulated by the Law on Enterprises and the Company's Charter.
4. In the event that the Chairman of the Board of Directors resigns, is dismissed, or removed, the Board of Directors must elect a replacement within 10 days from the date of resignation, dismissal, or removal.
5. If the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize in writing the Vice Chairman or another member to perform the rights and duties of the Chairman under the principles stipulated in the Company's Charter. If no authorization is given or in cases where the Chairman of the Board of Directors has died, is missing, is detained, is serving a prison sentence, is subject to administrative measures at a compulsory rehabilitation or education facility, has fled from residence, has limited or lost legal capacity, has difficulties in perception and behavior

control, or is prohibited by the court from holding a position, practicing a profession, or performing certain work, the remaining members shall elect one member as the Chairman of the Board of Directors based on the principle of majority approval among the remaining members until a new decision is made by the Board of Directors.

#### **Article 37. Standing Vice Chairman of the Board of Directors**

1. The Standing Vice Chairman of the Board of Directors shall be elected, dismissed, or removed by the Board of Directors from among its members.
2. The Chairman of the Board of Directors may authorize the Standing Vice Chairman to perform the duties of the Chairman of the Board of Directors:
  - a) Performing regular tasks:
    - i. Preparing the agenda, content, and materials for meetings;
    - ii. Supervising the implementation of resolutions and decisions of the Board of Directors;
    - iii. Other rights and duties as prescribed by the Law on Enterprises and the Company's Charter.
  - b) Performing duties under written authorization when the Chairman of the Board of Directors is absent:
    - i. Developing the Board of Directors' activity programs and plans;
    - ii. Convening, chairing, and presiding over Board of Directors meetings;
    - iii. Organizing the adoption of resolutions and decisions of the Board of Directors;
    - iv. Presiding over meetings of the General Meeting of Shareholders.

#### **Article 38. Meetings of the Board of Directors**

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within seven 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 who receives the highest number of votes or the highest voting percentage. In case multiple members receive the same highest number of votes or voting percentage, the members shall elect one among them by majority vote to convene the Board of Directors meeting.
2. The Board of Directors must meet at least once per quarter and may hold extraordinary meetings.
3. The Chairman of the Board of Directors shall convene a Board of Directors meeting in the following cases:
  - a) At the request of the Audit Committee or an independent Board member;
  - b) At the request of the General Director or at least five other managers;
  - c) At the request of at least two members of the Board of Directors;
  - d) Other cases (if any).
4. A request as stipulated in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed, and matters to be decided within the authority of the Board of Directors.
5. The Chairman of the Board of Directors must convene a Board of Directors meeting within seven working days from the date of receiving a request as stipulated in Clause 3 of this Article. If the Chairman fails to convene the meeting as requested, the Chairman shall be responsible for any damages incurred by the Company, and the requesting party shall have the right to convene the Board of Directors meeting in place of the Chairman.
6. The Chairman of the Board of Directors or the convener of the Board meeting must send a meeting invitation at least three working days before the meeting date. The meeting invitation must specify the time, venue, agenda, and matters to be discussed and decided. The invitation must be accompanied by meeting materials and voting ballots for the members. The meeting invitation may be sent via an



invitation letter, telephone, fax, electronic means, or other methods as prescribed by the Company's Charter, ensuring it reaches the registered contact address of each Board member.

7. The Chairman of the Board of Directors or the convener shall send the meeting invitation and accompanying documents to the Board members.

8. A Board meeting shall be conducted when at least three-fourths of the total Board members are present. If the meeting convened under this provision does not meet the required number of attendees, a second meeting shall be convened within seven days from the date of the initially scheduled meeting. In this case, the meeting shall be conducted if more than half of the Board members are present.

9. A Board member shall be deemed to attend and vote at the meeting in the following cases:

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

10. If a voting ballot is sent to the meeting by mail, it must be enclosed in a sealed envelope and delivered to the Chairman of the Board of Directors at least one hour before the meeting starts. The ballot shall only be opened in the presence of all attendees.

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

12. Resolutions and decisions of the Board of Directors shall be passed if approved by the majority of attending members. In the event of a tie, the final decision shall be based on the opinion of the Chairman of the Board of Directors.

### **Article 39. Corporate Governance Officer**

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

2. The Corporate Governance Officer must not concurrently work for an approved auditing organization that is auditing the Company's financial statements.

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

- a) Advising the Board of Directors on organizing the General Meeting of Shareholders and matters related to the Company's interactions with shareholders;
- b) Preparing meetings of the Board of Directors and the General Meeting of Shareholders as requested by the Board of Directors;
- c) Providing advice on meeting procedures;
- d) Attending meetings;
- e) Advising on procedures for drafting resolutions of the Board of Directors in compliance with legal regulations;
- f) Providing financial information, copies of Board meeting minutes, and other relevant information to Board members;
- g) Monitoring and reporting to the Board of Directors on the Company's information disclosure activities;
- h) Acting as the focal point of communication with stakeholders;

- i) Maintaining confidentiality of information as required by law and the Company's Charter;
- j) Other rights and duties as prescribed by law and the Company's Charter.

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

### **Article 40. Nomination and Candidacy of Audit Committee Members**

1. The Chairman and other members of the Audit Committee shall be nominated by the Board of Directors and must not be executives of the Company.
2. The appointment of the Chairman and other members of the Audit Committee must be approved by the Board of Directors in a Board meeting.

### **Article 41. Composition of the Audit Committee**

1. The Audit Committee shall have at least two members. The Chairman of the Audit Committee must be an independent member of the Board of Directors. Other members of the Audit Committee must be non-executive members of the Board of Directors.
2. Members of the Audit Committee must have knowledge of accounting and auditing, a general understanding of the law and the Company's operations, and must not fall under the following circumstances:
  - a) Working in the accounting or finance department of the Company;
  - b) Being a member or employee of an approved auditing organization that has audited the Company's financial statements within the past three consecutive years.
3. The Chairman of the Audit Committee must hold a university degree or higher in one of the following fields: economics, finance, accounting, auditing, law, or business administration.

### **Article 42. Rights and Obligations of the Audit Committee**

1. Assisting in corporate governance.
2. Reviewing financial statements and monitoring information disclosure.
3. Supervising the maintenance of the internal control system and risk management.
4. Reviewing transactions with related parties.
5. Overseeing internal audit activities.
6. Supervising the services provided by the independent auditing firm.
7. Requesting any employee of the Company to provide necessary information for the Audit Committee to perform its duties.
8. Having direct and unrestricted access to representatives of the independent auditing firm to fulfill its functions and duties.
9. Holding meetings with any relevant personnel of the Company without the presence of the Executive Board, provided that such meetings do not disrupt the normal business operations of the Company.
10. Seeking external legal advice or other independent professional opinions when deemed necessary by the Audit Committee. The Company shall cover these costs, provided that the consulting entity, scope of consultation, and consulting fees are approved by the Board of Directors before execution.
11. Recommending the Board of Directors on amendments, additions, and improvements to the organizational structure and management of the Company.
12. Attending and participating in discussions at General Meetings of Shareholders, Board of Directors meetings, and other Company meetings.

#### **Article 43. Meetings of the Audit Committee**

1. The Audit Committee must meet at least twice a year. Meeting minutes must be detailed, clear, and fully recorded. The minute-taker and all attending Audit Committee members must sign the meeting minutes.

2. The Audit Committee makes decisions through voting at meetings, written opinions, or other methods as stipulated in the Audit Committee's Regulations. Each Audit Committee member has one vote. Unless otherwise specified in the Audit Committee's Regulations with a higher voting threshold, decisions of the Audit Committee shall be approved if the majority of attending members agree. In case of a tie, the final decision shall be based on the opinion of the Chairman of the Audit Committee.

#### **Article 44. Report on Activities of the Independent Board Member in the Audit Committee at the Annual General Meeting of Shareholders**

1. Independent Board members in the Audit Committee are responsible for reporting their activities at the Annual General Meeting of Shareholders.

2. The activity report of the independent Board members in the Audit Committee at the Annual General Meeting of Shareholders must include the following:

a) Remuneration, operational expenses, and other benefits of the Audit Committee and each Audit Committee member as stipulated by the Law on Enterprises and the Company's Charter;

b) A summary of Audit Committee meetings, conclusions, and recommendations of the Audit Committee;

c) Evaluation of financial statements, business operations, and financial status of the Company;

d) Assessment of transactions between the Company, its subsidiaries, and companies in which the public company holds more than 50% of charter capital, with Board members, the General Director (Director), other executives, and their related persons; as well as transactions between the Company and entities where Board members, the General Director (Director), or other executives are founding members or managers within the past three years before the transaction;

e) Evaluation of the Company's internal control system and risk management;

f) Supervision results of the Board of Directors, the General Director (Director), and other executives of the Company;

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

### **IX. GENERAL DIRECTOR GENERAL DIRECTORS AND OTHER EXECUTIVES**

#### **Article 45. Organizational Management Structure**

The Company's management system must ensure that the executive apparatus is accountable to the Board of Directors and operates under the supervision and direction of the Board of Directors in the daily business activities of the Company. The Company's executives include the General Director, Deputy General Directors, and Chief Accountant, all of whom are appointed by the Board of Directors. The appointment, dismissal, and removal of the aforementioned positions must be approved through resolutions and decisions of the Board of Directors.

#### **Article 46. Company Executives**

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

2. At the proposal of the General Director and with the approval of the Board of Directors, the Company may recruit other executives in a number and with qualifications appropriate to the Company's structure and management regulations as determined by the Board of Directors. Company executives are responsible for supporting the Company in achieving its operational and organizational goals.

3. The General Director is entitled to salary and bonuses. The salary and bonuses of the General Director are determined by the Board of Directors.

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

#### **Article 47. Appointment, Dismissal, Duties, and Powers of the General Director**

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

2. The General Director manages the Company's daily business operations, operates under the supervision of the Board of Directors, and is accountable to the Board of Directors and the law for the execution of assigned powers and duties.

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

4. The General Director has the following powers and duties:

- a) Deciding on matters related to the Company's daily business operations that do not fall under the authority of the Board of Directors;
- b) Implementing resolutions and decisions of the Board of Directors;
- c) Executing the Company's business plans and investment strategies;
- d) Proposing organizational structure plans and internal management regulations for the Company;
- e) Appointing, dismissing, and removing management positions within the Company, except for positions under the authority of the Board of Directors;
- f) Determining salaries and other benefits for employees within the Company, including managers under the General Director's appointment authority;
- g) Recruiting employees;
- h) Proposing plans for dividend distribution or handling business losses;
- i) Exercising other rights and performing other duties as prescribed by law, the Company's Charter, and resolutions or decisions of the Board of Directors.

5. The Board of Directors may dismiss the General Director if the majority of voting members of the Board of Directors attending the meeting approve and appoint a new General Director as a replacement.

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

Members of the Board of Directors, the General Director, and other executives are responsible for carrying out their duties, including those as members of the Committees of the Board of Directors, with honesty and diligence in the best interests of the Company.

#### **Article 48. Duty of Honesty and Avoidance of Conflicts of Interest**

1. Members of the Board of Directors, the General Director, and other executives must disclose any related interests in accordance with the provisions of the Law on Enterprises and other relevant legal regulations.
2. Members of the Board of Directors, the General Director, other executives, and related persons of these members may only use the information obtained through their positions for the benefit of the Company.
3. Members of the Board of Directors, the General Director, and other executives must notify the Board of Directors in writing of any transactions between the Company, its subsidiaries, or other entities in which the public company holds more than 50% of the charter capital and themselves or their related persons, in accordance with legal regulations. For such transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with securities laws on information disclosure.
4. Members of the Board of Directors are not allowed to vote on transactions that provide benefits to themselves or their related persons, in accordance with the Law on Enterprises and the Company's Charter.
5. Members of the Board of Directors, the General Director, other executives, and their related persons may not use or disclose internal information to others for conducting related transactions.
6. Transactions between the Company and one or more members of the Board of Directors, the General Director, other executives, and individuals or organizations related to them shall not be deemed invalid under the following circumstances:
  - a) For transactions valued at 35% or less of the total assets recorded in the most recent financial statement, essential contract or transaction details, as well as the relationships and interests of the Board members, General Director, and other executives, have been reported to and approved by the Board of Directors by a majority vote of non-interested members of the Board of Directors;
  - b) For transactions valued above 35% or transactions leading to cumulative transactions within 12 months from the first transaction reaching 35% or more of the total assets recorded in the most recent financial statement, essential details of such transactions, as well as the relationships and interests of the Board members, General Director, and other executives, have been disclosed to shareholders and approved by the General Meeting of Shareholders through the votes of non-interested shareholders.

#### **Article 49. Liability for Damages and Compensation**

1. Members of the Board of Directors, the General Director, and other executives who violate their duties of honesty and diligence or fail to fulfill their obligations shall be held responsible for any damages caused by their violations.
2. The Company shall compensate individuals who have been, are, or may become parties to complaints, lawsuits, or prosecutions (including civil and administrative cases, excluding lawsuits initiated by the Company) if such individuals have acted as members of the Board of Directors, the General Director, other executives, employees, or authorized representatives of the Company and have performed their duties in good faith, with diligence, in the best interests of the Company, in compliance with the law, and if no evidence exists confirming that they violated their responsibilities.
3. Compensation costs include judgments, fines, and actual payable amounts (including legal fees) incurred in resolving such cases within the legal framework. The Company may purchase insurance for these individuals to mitigate the compensation liabilities mentioned above.

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

### **Article 50. Right to Inspect Books and Records**

1. Common shareholders have the right to inspect books and records, specifically as follows:
  - a) Common shareholders have the right to review, inspect, and extract information regarding the names and contact addresses in the list of shareholders entitled to vote; request corrections to any inaccurate personal information; review, inspect, extract, or copy the Company's Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders.
  - b) Shareholders or groups of shareholders holding at least 5% of the total common shares have the right to review, inspect, and extract the minutes and resolutions or decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Audit Committee, contracts, and transactions that must be approved by the Board of Directors, as well as other documents, except for those related to the Company's trade secrets and business secrets.
2. If an authorized representative of a shareholder or group of shareholders requests to inspect books and records, they must provide a power of attorney from the shareholder or group of shareholders they represent or a notarized copy of such power of attorney.
3. Members of the Board of Directors, members of the Audit Committee, the General Director, and other executives have the right to inspect the Company's shareholder register, list of shareholders, books, and other records for purposes related to their positions, provided that such information is kept confidential.
4. The Company must keep this Charter and any amendments or supplements, the Enterprise Registration Certificate, 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, reports of the Audit Committee, annual financial statements, accounting books, and other documents as prescribed by law at the headquarters or another location, provided that shareholders and the Business Registration Authority are notified of the storage location.
5. The Company's Charter must be published on the Company's website.

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

### **Article 51. Employees and Trade Union**

1. The General Director must prepare a plan for approval by the Board of Directors regarding matters related to the recruitment, termination, salaries, social insurance, benefits, rewards, and discipline of employees and executives.
2. The General Director must prepare a plan for approval by the Board of Directors regarding the Company's relationship with trade union organizations in accordance with best management standards, practices, and policies, as stipulated in this Charter, the Company's regulations, and applicable laws.

## **XIII. PROFIT DISTRIBUTION**

### **Article 52. Profit Distribution**

1. The General Meeting of Shareholders shall decide on the dividend payout ratio and the form of annual dividend distribution from the Company's retained earnings.
2. The Company shall not pay interest on dividend payments or any payments related to a class of shares.

3. The Board of Directors may propose that the General Meeting of Shareholders approve the payment of all or part of the dividends in shares, and the Board of Directors shall execute this decision.
4. If dividends or other payments related to a class of shares are paid in cash, the Company must pay in Vietnamese dong. Payment may be made directly or through banks based on the detailed bank account information provided by the shareholder. If the Company has transferred the payment according to the correct bank details provided by the shareholder but the shareholder does not receive the funds, the Company shall not be liable for the transferred amount. Dividend payments for listed or registered securities at the Stock Exchange may be conducted through securities companies or the Vietnam Securities Depository and Clearing Corporation.
5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall issue resolutions or decisions to determine a specific record date for finalizing the list of shareholders entitled to receive cash or stock dividends, notifications, or other documents.
6. Other matters related to profit distribution shall be carried out in accordance with the law.

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

##### **Article 53. Bank Accounts**

1. The Company shall open accounts at Vietnamese banks or branches of foreign banks licensed to operate in Vietnam.
2. Subject to prior approval from the competent authority, if necessary, the Company may open bank accounts abroad in accordance with legal regulations.
3. The Company shall conduct all payments and accounting transactions through VND or foreign currency accounts at the banks where the Company holds accounts.

##### **Article 54. Fiscal Year**

The Company's fiscal year begins on January 1 each year and ends on December 31 of the same year. The first fiscal year begins on the date the Enterprise Registration Certificate is issued and ends on December 31 of the first year.

##### **Article 55. Accounting Regime**

1. The Company shall adopt the corporate accounting regime or a specific accounting regime issued and approved by the competent authority.
2. The Company shall maintain accounting books in Vietnamese and store accounting records in compliance with the accounting laws and relevant regulations. These records must be accurate, up-to-date, systematic, and sufficient to prove and explain the Company's transactions.
3. The currency unit used in the Company's accounting is the Vietnamese dong (VND). If the Company's principal economic transactions are conducted in a foreign currency, it may choose that foreign currency as its accounting unit, bear responsibility for such selection under the law, and notify the direct tax authority.

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

##### **Article 56. Annual, Semi-Annual, and Quarterly Financial Statements**

1. The Company must prepare annual financial statements, which must be audited as required by law. The audited annual financial statements must be disclosed in accordance with the legal regulations on information disclosure in the securities market and submitted to the competent state authority.

2. The annual financial statements must include all required reports, appendices, and explanatory notes in compliance with corporate accounting laws. The statements must provide an accurate and objective reflection of the Company's operations.

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

#### **Article 57. Annual Report**

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

### **XVI. COMPANY AUDIT**

#### **Article 58. Audit**

1. The General Meeting of Shareholders shall appoint an independent auditing firm or approve a list of independent auditing firms and authorize the Board of Directors to select one from the list to audit the Company's financial statements for the next fiscal year based on the terms and conditions agreed upon with the Board of Directors.

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

3. The independent auditor conducting the audit of the Company's financial statements is entitled to attend General Meetings of Shareholders, receive notices and other information related to such meetings, and provide opinions at the meetings on matters concerning the audit of the Company's financial statements.

### **XVII. COMPANY SEAL**

#### **Article 59. Company Seal**

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

2. The Board of Directors shall determine the type, quantity, form, and content of the seal used by the Company, its branches, and representative offices (if any).

3. The Board of Directors and the General Director shall use and manage the seal in accordance with the prevailing laws.

### **XVIII. COMPANY DISSOLUTION**

#### **Article 60. Company Dissolution**

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

a) Upon the expiration of the operational term stated in the Company's Charter without an extension decision;

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

c) Upon revocation of the Enterprise Registration Certificate, except as otherwise provided by the Law on Tax Administration;

d) In other cases as prescribed by law.

2. Early dissolution of the Company (including any extended term) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified to or approved by the competent authority (if required) as prescribed by law.



## **Article 61. Extension of Operation**

1. The Board of Directors shall convene a General Meeting of Shareholders at least seven months before the expiration of the operational term for shareholders to vote on extending the Company's operation at the Board of Directors' proposal.
2. The operational term shall be extended if shareholders representing at least 65% of the total voting shares of all shareholders attending the General Meeting of Shareholders approve the extension.

## **Article 62. Liquidation**

1. At least six months before the expiration of the Company's operational term or upon the decision to dissolve the Company, the Board of Directors must establish a Liquidation Committee consisting of three members, including two members appointed by the General Meeting of Shareholders and one member appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its operating regulations. Members of the Liquidation Committee may be selected from the Company's employees or independent experts. All liquidation-related costs shall be prioritized for payment before the Company's other debts.
2. The Liquidation Committee shall notify the Business Registration Authority of its establishment and the commencement of liquidation activities. From that point, the Liquidation Committee shall represent the Company in all matters related to the liquidation before the Court and administrative authorities.
3. Proceeds from the liquidation shall be distributed in the following order:
  - a) Liquidation expenses;
  - b) Outstanding salaries, severance allowances, social insurance, and other employee benefits under collective labor agreements and signed labor contracts;
  - c) Tax liabilities;
  - d) Other debts of the Company;
  - e) The remaining assets, after settling all debts from (a) to (d), shall be distributed among shareholders. Preferred shares shall be given priority in payment.

## **XIX. INTERNAL DISPUTE RESOLUTION**

### **Article 63. Internal Dispute Resolution**

1. In the event of a dispute or complaint related to the Company's operations or the rights and obligations of shareholders under the Law on Enterprises, the Company's Charter, other legal regulations, or agreements between:
  - a) A shareholder and the Company;
  - b) A shareholder and the Board of Directors, the General Director, or other executives;The parties involved shall attempt to resolve the dispute through negotiation and mediation. Unless the dispute involves the Board of Directors or the Chairman of the Board, the Chairman of the Board shall oversee the dispute resolution process and request the parties to submit relevant information within seven business days from the date the dispute arises. If the dispute involves the Board of Directors or the Chairman of the Board, any party may request the Chairman to appoint an independent expert as a mediator for the resolution process.
2. If no mediation agreement is reached within six weeks from the start of the mediation process or if the mediator's decision is not accepted by the parties, any party may refer the dispute to Arbitration or Court.

3. Each party shall bear its own costs related to the negotiation and mediation process. Court fees shall be borne as determined by the Court's ruling.

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

### **Article 64. Company Charter**

1. Any amendments or supplements to this Charter must be reviewed and decided by the General Meeting of Shareholders.
2. In cases where laws related to the Company's operations are not covered in this Charter or where new legal provisions differ from those stipulated in this Charter, such legal provisions shall apply to govern the Company's activities.

## **XXI. EFFECTIVE DATE**

### **Article 65. Effective Date**

1. This Charter consists of 21 sections and 65 articles and has been unanimously approved by the General Meeting of Shareholders of Viet First Securities Corporation on [day] [month], 2025, and is fully effective as of the same date.
2. This Charter is made in three copies, each of equal legal value, and shall be kept at the Company's headquarters.
3. This Charter is the sole and official governing document of the Company.
4. Copies or extracts of this Charter shall be valid only when signed by the Legal Representative, the Chairman of the Board of Directors, or at least half of the total number of Board members.

**LEGAL REPRESENTATIVE**

**TRAN ANH THANG**