





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

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**CHARTER**  
**NRC CORPORATION JOINT STOCK**  
**COMPANY**



Ho Chi Minh City, June 24<sup>th</sup>, 2025

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## INTRODUCTION

- Pursuant to the Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 and documents guiding the implementation of the Enterprise Law;
- Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
- Pursuant to the Model Charter applicable to Public Companies issued together with Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance guiding a number of provisions on corporate governance applicable to public companies in Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

This Charter was approved by the General Meeting of Shareholders of Danh Khoi Group Joint Stock Company according to Resolution of the General Meeting of Shareholders No. 01/2025/NQ-ĐHĐCĐ-DKG dated June 24, 2025.

## CHAPTER I:

### DEFINITION OF TERMS IN THE CHARTER

#### Article 1. Terminology explained

1. In this Charter, the following terms are construed as follows:
  - a) *The Securities Law* is the Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
  - b) *The Law on Enterprises* is the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
  - c) *Decree 155* is Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
  - d) *Vietnam* is the Socialist Republic of Vietnam;
  - e) *Charter capital* is the total par value of shares sold or registered to be purchased upon establishment of a joint stock company and as prescribed in Article 6 of this Charter;
  - f) *Voting capital* is equity capital, under which the owner has the right to vote on matters within the decision-making authority of the General Meeting of Shareholders;

- g) *The date of establishment* is the date on which the Company is first granted the Certificate of Business Registration (Certificate of Business Registration and equivalent documents);
  - h) *The business operators* are the General Director, Deputy General Director, Chief Accountant and other operators as prescribed in the Company Charter;
  - i) *Business managers* are company managers, including the Chairman of the Board of Directors, members of the Board of Directors, and General Director;
  - j) *Insiders* are the Chairman of the Board of Directors, members of the Board of Directors, legal representatives, General Director, Deputy General Director, Financial Director, Chief Accountant and equivalent management positions elected by the General Meeting of Shareholders or appointed by the Board of Directors, members of the Internal Audit Board, persons in charge of corporate governance, and persons authorized to disclose information.
  - k) *Related persons* are individuals and organizations specified in Clause 23, Article 4 of the Law on Enterprises and Clause 46, Article 4 of the Law on Securities ;
  - l) *A shareholder* is an individual or organization that owns at least one share of a joint stock company;
  - m) *A founding shareholder* is a shareholder who owns at least one common share and signs the list of founding shareholders of a joint stock company;
  - n) *Major shareholder* is a shareholder as prescribed in Clause 18, Article 4 of the Law on Securities ;
  - o) *The company* is NRC Corporation Joint Stock Company;
  - p) *Term of operation* is the term of operation of the Company as stipulated in Article 2 of this Charter and the extension period (if any) approved by the Company's General Meeting of Shareholders;
  - q) *The stock exchange* is the Vietnam Stock Exchange and its subsidiaries.
2. In this Charter, references to one or more other provisions or documents include amendments, supplements or replacement documents.
  3. The titles (Chapters, Articles of this Charter) are used for convenience of understanding the content and do not affect the content of this Charter.

4. Words or terms defined in the Enterprise Law or Securities Law and other legal documents, if not inconsistent with the subject or context, shall have the same meaning in this Charter.

## **CHAPTER II:**

### **GENERAL INFORMATION AND LEGAL REPRESENTATIVE OF THE COMPANY**

#### **Article 2. Name, form, headquarters, business location and term of operation of the Company**

1. Company Name

- Vietnamese name: **NRC CORPORATION JOINT STOCK COMPANY**
- English name: **NRC CORPORATION JOINT STOCK COMPANY**
- Abbreviated Company Name: **NRC Corp**

2. The company is a joint stock company with legal status in accordance with current laws of Vietnam.

3. Company registered office:

- Head office address: No. 3 Tran Nhat Duat, Tan Dinh Ward, District 1, Ho Chi Minh City
- Phone: ( 028 ) 36 221 399
- Website: [www.danhkhoi.com.vn](http://www.danhkhoi.com.vn)

Depending on business needs, the Board of Directors may propose to the General Meeting of Shareholders to decide to change the location of the Company's head office in accordance with the provisions of the Charter and current laws.

4. The Company may establish subsidiaries, branches and representative offices in the business area to carry out the Company's operational objectives in accordance with the resolutions of the Board of Directors and within the scope permitted by law.

5. The term of operation of the Company shall commence from the date of establishment and shall be indefinite.

#### **Article 3. Company seal**

1. Seals include seals made at seal engraving establishments or seals in the form of digital signatures according to the provisions of law on electronic transactions.

2. The Board of Directors decides on the type, quantity, form and content of the seals of the Company, subsidiaries, branches and representative offices of the Company.

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

#### **Article 4. Legal representative of the Company**

1. The company has one (01) legal representative who is the Chairman of the Board of Directors.
2. The legal representative of the Company is an individual representing the Company to exercise the rights and obligations arising from the Company's transactions, representing the Company as a person requesting settlement of civil matters, plaintiff, defendant, person with related rights and obligations before the Arbitration, Court and other rights and obligations as prescribed by law.
3. The legal representative of the Company has the following responsibilities:
  - a) Perform assigned rights and obligations honestly, carefully and to the best of our ability to ensure the legitimate interests of the Company;
  - b) Be loyal to the interests of the Company; do not abuse position, title and use information, know-how, business opportunities, and assets of the Company for personal gain or to serve the interests of other organizations or individuals; and
  - c) Timely, fully and accurately notify the Company about the enterprises in which the legal representative and related persons of the legal representative own or have shares or capital contributions in accordance with the provisions of the Law on Enterprises.
4. Each legal representative of the Company has the rights and obligations prescribed by law, the Company's internal regulations and/or by-laws from time to time.
5. The Company shall ensure that there is always at least one (01) legal representative residing in Vietnam. When there is only one (01) legal representative residing in Vietnam, this person, when leaving Vietnam, must authorize in writing another individual residing in Vietnam to exercise the rights and obligations of the legal representative. In this case, the legal representative shall still be responsible for the exercise of the authorized rights and obligations.
6. In case the authorization period under Clause 5 of this Article expires and the legal representative of the Company has not returned to Vietnam and there is no other authorization, the authorized person shall continue to exercise the rights and obligations of the legal representative of the Company within the scope of authorization until the legal representative of the Company returns to work at the Company or until the Board of Directors decides to appoint another person as the legal representative of the Company.
7. In case the Company has only one (01) legal representative and this person is absent from Vietnam for more than thirty (30) days without authorizing another person to exercise the rights

and obligations of the Company's legal representative or dies, goes missing, is being prosecuted for criminal liability, is being detained, is serving a prison sentence, is serving an administrative measure at a compulsory drug rehabilitation facility, a compulsory education facility, has limited or lost civil act capacity, has difficulty in cognition, controlling behavior, is prohibited by the Court from holding a position, practicing a profession or doing certain work, the Board of Directors shall appoint another person to be the Company's legal representative.

8. Courts and other competent authorities have the right to appoint legal representatives to participate in the proceedings in accordance with the provisions of law.

### **CHAPTER III:**

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

##### **Article 5. Company's operating objectives**

1. Company's business lines:

<b>STT</b>	<b>Industry name</b>	<b>Industry code</b>
1.	Agent, broker, auction of goods Details: Agent (except for the exercise of export rights, import rights, and distribution rights for goods in the List of goods that foreign investors and foreign-invested economic organizations are not allowed to exercise export rights, import rights, and distribution rights: Cigarettes and cigars, books, newspapers and magazines, recorded items, precious metals and precious stones, pharmaceuticals, explosives, crude oil and processed oil, rice, cane sugar and beet sugar are excluded from the scope of commitment)	4610
2.	Building a house to live in	4101
3.	Building a house not for living	4102
4.	Railway construction	4211
5.	Road construction	4212
6.	Construction of other public works	4229
7.	Construction of other civil engineering works	4299
8.	Installation of water supply, drainage, heating and air conditioning systems (except for installation of refrigeration equipment (freezing equipment, cold storage, ice machines, air conditioners, water chillers) using R22 refrigerant in the field of seafood processing and no mechanical processing, waste recycling, electroplating at the headquarters).	4322

<b>STT</b>	<b>Industry name</b>	<b>Industry code</b>
9.	Renting of machinery, equipment and other tangible goods without operator	7730
10.	Management consulting activities Details: - General management consulting services: Financial management consulting services (except tax consulting); - Marketing management consulting services; - Human resource management consulting services - Production management consulting services; - Other management consulting services	7020
11.	Architectural activities and related technical consultancy Details: Architectural services	7110
12.	Wholesale of other construction materials and installation equipment (except for the exercise of export rights, import rights, and distribution rights for goods in the List of goods that foreign investors and foreign-invested economic organizations are not allowed to exercise export rights, import rights, and distribution rights: Cigarettes and cigars, books, newspapers and magazines, recorded items, precious metals and precious stones, pharmaceuticals, explosives, crude oil and processed oil, rice, cane sugar and beet sugar are excluded from the scope of commitment)	4663
13.	Wholesale other household items (except for the exercise of export rights, import rights, and distribution rights for goods in the List of goods that foreign investors and foreign-invested economic organizations are not allowed to exercise export rights, import rights, and distribution rights: Cigarettes and cigars, books, newspapers and magazines, recorded items, precious metals and precious stones, pharmaceuticals, explosives, crude oil and processed oil, rice, cane sugar and beet sugar are excluded from the scope of commitment)	4649
14.	Site preparation (Except blasting services)	4312
15.	Market research and public opinion polling (Except for Public Opinion Polling Services (Opinion Polling))	7320
16.	Real estate business, land use rights of owners, users or tenants (Except for investment in construction of cemetery infrastructure to transfer land use rights associated with infrastructure)	6810
17.	Specialized design activities Details: Interior and exterior decoration activities.	7410

STT	Industry name	Industry code
18.	Demolition	4311
19.	Electrical installation	4321
20.	Construction completion	4330
21.	Other specialized construction activities	4390
22.	Construction completion	4330
23.	Wholesale of rice <i>(Not conducted at the registered office)</i>	4631
24.	Wholesale of agricultural and forestry raw materials (excluding wood, bamboo, and rattan) and live animals <i>Details: Wholesale of agricultural products, raw materials for animal feed and aquaculture feed; wholesale of paddy, corn, and various types of cereal grains (Not conducted at the registered office)</i>	4620
25.	Wholesale of food products	4632
26.	Scientific research and technological development in the field of natural sciences	7211
27.	General wholesale trade	4690
28.	Wholesale of beverages	4633
29.	Other specialized wholesale not elsewhere classified	4669
30.	Scientific research and technological development in the field of agricultural sciences <i>Details: Research and technology transfer in the field of medicinal plant cultivation</i>	7214

2. Company's operating objectives:

- Create, build and expand a sustainable human resource development environment in the real estate sector. At the same time, create the premise and cooperate to develop each member's career goals.
- Develop diverse products and services to meet the needs of many customer segments.
- Accompany and create effective business solutions that are mutually beneficial for partners.

**Article 6. Scope of business and operations of the Company**

1. The Company is permitted to conduct business activities in the fields specified in this Charter, has registered, notified changes to the registration content to the business registration authority and has announced on the National Business Registration Information Portal on business

registration. In case the Company conducts business in the field of conditional investment and business, the Company must satisfy all business conditions as prescribed by the Investment Law and relevant specialized laws.

2. The Company may conduct business activities in other fields not prohibited by law, approved by the General Meeting of Shareholders and following procedures in accordance with current laws.

## **CHAPTER IV: CHARTER CAPITAL, SHARES**

### **Article 7. Charter capital, shares, founding shareholders**

1. The Company's charter capital at the time of approval of this Charter is **VND 925,977,620,000** (*In words: Nine hundred twenty-five billion nine hundred seventy-seven million six hundred twenty thousand Dong*).

2. The total charter capital of the Company is divided into **92,597,762 shares** (*In words: Ninety-two million five hundred ninety-seven thousand seven hundred sixty-two shares*) with a par value of VND 10,000/share (Ten thousand VND per share).

3. The company may change its charter capital when approved by the General Meeting of Shareholders and in accordance with the provisions of law.

4. The Company's shares on the date of approval of this Charter are common shares. The rights and obligations of shareholders holding each type of shares are stipulated in Article 14 and Article 15 of this Charter.

5. The Company may issue various types of shares, including common shares and other types of preferred shares, upon approval by the General Meeting of Shareholders and in accordance with the provisions of law.

6. The Company may repurchase no more than thirty percent (30%) of the common shares sold, part or all of the preferred shares sold in the manners prescribed in this Charter and applicable laws.

7. The Company may issue other types of securities as prescribed by law.

8. Common shares used as underlying assets to issue non-voting depositary receipts are implemented in accordance with the provisions of law.

### **Article 8. Stock certificate**

1. Shareholders of the Company are issued stock certificates corresponding to the number of shares and type of shares owned.
2. Shares are securities that confirm the legal rights and interests of the owner to a part of the capital stock of the issuing organization. Shares must have full contents as prescribed in Clause 1, Article 121 of the Law on Enterprises .
3. Within thirty (30) days from the date of submission of a complete application for transfer of ownership of shares as prescribed by the Company or within ninety (90) days, or longer as prescribed by the terms of issuance, from the date of full payment for the purchase of shares as prescribed in the Company's share issuance plan, the owner of the shares shall be issued a share certificate. The owner of shares shall not have to pay the Company the cost of printing the share certificate.
4. In case the shares are lost, damaged or otherwise destroyed, the shareholder shall be reissued shares by the Company upon the shareholder's request and the shareholder shall be responsible for paying all related costs to the Company. The shareholder's request must be made in writing and include the following contents:
  - a) Information about shares that have been lost, damaged or otherwise destroyed;
  - b) Commit to take responsibility for disputes arising from the re-issuance of new shares.

### **Article 9. Other securities certificates**

Bond certificates or other securities certificates issued by the Company shall be signed by the legal representative and sealed by the Company.

### **Article 10. Share transfer**

1. All shares are freely transferable unless otherwise provided by this Charter and the law. Shares listed and registered for trading on the Stock Exchange are transferred in accordance with the provisions of the law on securities and the stock market.
2. Shares that have not been fully paid for cannot be transferred and cannot enjoy related rights such as the right to receive dividends, the right to receive shares issued to increase share capital from equity, the right to purchase newly offered shares and other rights as prescribed by law.

### **Article 11. Inheritance of shares**

Inheritance of shares is carried out in accordance with the provisions of Clause 3 and Clause 4, Article 127 of the Law on Enterprises and civil law. Individuals and organizations receiving

shares that are inherited in accordance with the provisions will only become shareholders in accordance with Clause 6, Article 127 of the Law on Enterprises.

**Article 12. Employee Stock Option Program**

1. The Company shall issue shares under the employee stock option program in accordance with the provisions approved by the General Meeting of Shareholders, provided that the total number of shares issued under the program in every twelve (12) months shall not exceed five percent (5%) of the total outstanding shares of the Company.
2. The General Meeting of Shareholders decides or the General Meeting of Shareholders authorizes the Board of Directors to prescribe the standards, list of employees eligible to participate in the program, principles for determining the number of shares distributed to each subject, implementation time, implementation process and conditions for recalling and transferring this type of shares.
3. The company must meet the conditions and regulations of the law when issuing shares under the employee option program.
4. Issued shares are subject to transfer restrictions for a period decided by the General Meeting of Shareholders in accordance with the provisions of law from the date of completion of the issuance.

**CHAPTER V:**

**ORGANIZATIONAL STRUCTURE, MANAGEMENT AND CONTROL**

**Article 13. Organizational structure, governance and control**

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

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

The Company ensures that the number of independent members of the Board of Directors meets the minimum legal requirements and has an Audit Committee under the Board of Directors. The independent members of the Board of Directors perform the function of supervision and organize the implementation of control over the management and operation of the Company.

**CHAPTER VI:**  
**SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS**

**Article 14. Shareholder rights**

1. Shareholders of the Company are organizations or individuals who own one (01) or more shares of the Company. Shareholders are the owners of the Company, with rights and obligations corresponding to the number of shares and types of shares they own. Shareholders are only responsible for the debts and other financial obligations of the Company within the scope of the capital contributed to the Company.
2. The authorized representative of a shareholder at the Company is an organization that must comply with the following regulations :
  - a) The authorized representative of an organization shareholder at the Company is an individual authorized in writing to exercise the rights and obligations on behalf of that organization in accordance with the provisions of this Charter and relevant laws. The document appointing the authorized representative must be notified to the Company and is only effective for the Company from the date the Company receives the document.
  - b) The document appointing an authorized representative must include the following main contents:
    - Name, business registration number, head office address of shareholder;
    - Number of authorized representatives and corresponding shareholding ratio of each authorized representative;
    - Full name, contact address, nationality, legal document number of each authorized representative;
    - The respective term of authorization of each authorized representative; clearly stating the date of commencement of representation;
    - Information about the relationship with the Company in case the authorized representative is a related person of the Company;
    - Full name and signature of the shareholder's legal representative and of the authorized representative.
  - c) An authorized representative must have the following qualifications and conditions:
    - Not subject to the provisions of Clause 2, Article 17 of the Law on Enterprises;
    - Other standards and conditions as prescribed by the Company Charter from time to time.

- d) An organization that is a shareholder owning at least 10% of the total number of common shares may authorize up to three (03) authorized representatives. In case there are multiple authorized representatives, the organization shareholder must specifically determine the number of shares for each authorized representative. If the organization shareholder does not determine the corresponding number of shares for each authorized representative, the number of shares will be divided equally among all authorized representatives.
  - e) In case a shareholder is an organization that is reorganized, dissolved or bankrupt, the successor organization will receive the rights and perform the obligations of that shareholder when sending the Company a written request to replace the authorized representative, and at the same time sending legal documents as prescribed by law on the merger, division, separation, consolidation or conversion of the type of enterprise of that organization.
3. Common shareholders have the following rights:
- a) Attend and speak at the General Meeting of Shareholders and exercise voting rights, each common share has one (01) vote, directly or through an authorized representative or other form as prescribed by the Company Charter and law;
  - b) Receive dividends at the level decided by the General Meeting of Shareholders;
  - c) Priority to purchase new shares corresponding to the ratio of common shares owned by each shareholder in the Company at the time the Company issues new shares;
  - d) Freely transfer his/her shares to others, except in the cases specified in Clause 3, Article 120 and Clause 1, Article 127 of the Law on Enterprises and other relevant legal provisions;
  - e) Review, look up and extract information about names and contact addresses in the list of shareholders with voting rights; request correction of incorrect information;
  - f) Review, look up, extract or copy the Company Charter, minutes of the General Meeting of Shareholders and Resolutions of the General Meeting of Shareholders;
  - g) When the Company dissolves or goes bankrupt, receive a portion of the remaining assets corresponding to the percentage of shares owned in the Company at the time the Company decides to dissolve or go bankrupt;
  - h) Request the Company to repurchase shares in the cases specified in Article 132 of the Law on Enterprises ;

- i) Be treated equally in terms of rights, obligations and benefits for each share of the same type. In case the Company has preferential shares, the rights and obligations attached to the preferential shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;
  - j) Have full access to periodic and irregular information published by the Company in accordance with the law;
  - k) Protect your legitimate rights and interests;
  - l) Propose to suspend or cancel resolutions and decisions of the General Meeting of Shareholders and the Board of Directors according to the provisions of the Law on Enterprises;
  - m) Other rights as prescribed by law, the Charter and internal regulations of the Company.
4. A shareholder or group of shareholders owning five percent (5%) or more of the total number of common shares has the following rights:
- a) Request the Board of Directors to convene a meeting of the General Meeting of Shareholders in accordance with the provisions of Clause 3, Article 115 and Article 140 of the Law on Enterprises ;
  - b) Review, look up, and extract minutes, resolutions, and decisions of the Board of Directors, semi-annual and annual financial reports, contracts, transactions that must be approved by the Board of Directors, and other documents, except for documents related to the Company's trade secrets and business secrets;
  - c) Propose issues to be included in the agenda of the General Meeting of Shareholders. Proposals must be in writing and sent to the Company at least three (03) working days before the opening date. Proposals must clearly state the names of shareholders, the number of each type of shares of the shareholder, and the issues proposed to be included in the agenda;
  - d) Other rights as prescribed by law and this Charter.
5. Shareholders or groups of shareholders owning 10% or more of the total number of common shares have the right to nominate people to the Board of Directors. Nomination of people to the Board of Directors is carried out as follows:

- a) Ordinary shareholders forming a group to nominate candidates for the Board of Directors must notify the attending shareholders of the group meeting before the opening of the General Meeting of Shareholders;
  - b) Based on the number of members of the Board of Directors, shareholders or groups of shareholders specified in this clause have the right to nominate one or several people as decided by the General Meeting of Shareholders as candidates for the Board of Directors. In case the number of candidates nominated by shareholders or groups of shareholders is lower than the number of candidates they are entitled to nominate as decided by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors and other shareholders.
6. A shareholder or group of shareholders owning at least one percent (1%) of the total number of common shares has the right, on their own behalf or on behalf of the Company, to file a joint liability lawsuit against members of the Board of Directors and the General Director to request the return of benefits or compensation for damages to the Company or others in cases permitted by law.

#### **Article 15. Shareholder obligations**

Common shareholders have the following obligations:

1. Pay in full and on time for the number of shares committed to purchase.
2. Capital contributed in common shares shall not be withdrawn from the Company in any form, except in cases where the Company or another person buys back the shares. In case a shareholder withdraws part or all of the contributed capital in violation of the provisions of this clause, that shareholder and the person with related interests in the Company shall be jointly liable for the debts and other property obligations of the Company within the value of the withdrawn shares and any damages incurred.
3. Comply with the Company's Charter and Internal Management Regulations.
4. Comply with resolutions and decisions of the General Meeting of Shareholders and Board of Directors.
5. Keep confidential the information provided by the Company according to the provisions of the Company Charter and the law; only use the information provided to exercise and protect one's legitimate rights and interests; strictly prohibit the dissemination or copying, sending of information provided by the Company to other organizations and individuals.

6. Attend the General Meeting of Shareholders and exercise voting rights through the following forms:
  - a) Attend and vote directly at the meeting;
  - b) Authorize other individuals and organizations to attend and vote at the meeting;
  - c) Attend and vote via online conference, electronic voting or other electronic form;
  - d) Send voting ballots to the meeting via mail, fax, email;
  - e) Send voting ballots by other means as prescribed in the Company Charter.
7. Be personally responsible when performing one of the following acts on behalf of the Company in any form:
  - a) Violation of the law;
  - b) Conduct business and other transactions for personal gain or to serve the interests of other organizations or individuals;
  - c) Pay off outstanding debts before financial risks to the Company.
8. Fulfill other obligations as prescribed by current laws , this Charter and the Company's internal regulations .

**Article 16. General meeting of shareholders**

1. The General Meeting of Shareholders, comprising all shareholders with voting rights, is the highest decision-making body of the Company. The General Meeting of Shareholders meets once a year within four (04) months from the end of the fiscal year. The Board of Directors decides to extend the annual General Meeting of Shareholders if necessary, but not more than six (06) months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The venue of the General Meeting of Shareholders is determined to be the place where the chair attends the meeting and must be in Vietnam.
2. The Board of Directors convenes the Annual General Meeting of Shareholders and selects a suitable location. The Annual General Meeting of Shareholders decides on matters in accordance with the provisions of law and the Company's Charter. In case the Audit Report of the Company's annual financial statements contains material exceptions, contrary audit opinions or rejections, the Company must invite a representative of the approved auditing organization to audit the Company's financial statements to attend the Annual General

Meeting of Shareholders and the representative of the above approved auditing organization is responsible for attending the Annual General Meeting of Shareholders of the Company.

3. The Board of Directors must convene an extraordinary meeting of the General Meeting of Shareholders in the following cases:

- a) The Board of Directors deems it necessary for the benefit of the Company;
- b) The number of remaining Board of Directors members is less than the minimum number of members as prescribed by law;
- c) At the request of a shareholder or group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises ; the request to convene a meeting of the General Meeting of Shareholders of a shareholder or group of shareholders must be expressed in writing, with full content, and meeting the form prescribed by law; or
- d) Other cases as prescribed by law and this Charter.

4. Convening an extraordinary meeting of shareholders:

- a) The Board of Directors must convene a meeting of the General Meeting of Shareholders within thirty (30) days from the date the number of remaining Board of Directors members is as prescribed in Point b, Clause 3 of this Article or from the date of receipt of the request prescribed in Point c, Clause 3 of this Article;

In case the Board of Directors fails to convene a meeting of the General Meeting of Shareholders as prescribed in Point a, Clause 4 of this Article, the Chairman of the Board of Directors and members of the Board of Directors must compensate for any damages incurred by the Company;

- b) In case the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in Point a, Clause 4 of this Article, within the next thirty (30) days, the shareholder or group of shareholders prescribed in Point c, Clause 3 of this Article shall have the right to request the Company representative to convene the General Meeting of Shareholders as prescribed in the Law on Enterprises ;
- c) In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the order and procedures for convening, conducting the meeting and making decisions 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 when attending the General Meeting of Shareholders, including accommodation and travel expenses.

- d) Procedures for organizing a General Meeting of Shareholders as prescribed in Clauses 2, 4, 5, Article 140 of the Law on Enterprises.

#### **Article 17. Rights and obligations of the General Meeting of Shareholders**

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

- a) Through the Company's development orientation;
- b) Decision to amend and supplement the Company Charter;
- c) Decision to reorganize and dissolve the Company;
- d) Decide on the types of shares and the total number of shares of each type that are allowed to be offered for sale; decide on the annual dividend rate for each type of shares;
- e) Elect, dismiss, remove members of the Board of Directors;
- f) Approve the internal governance regulations; Operating regulations of the Board of Directors;
- g) Private offering of shares to strategic partners; offering of shares to existing shareholders or offering of shares under an employee stock option program (ESOP);
- h) Through annual financial reports;
- i) Decision to invest or sell assets with a value of more than fifty percent (50%) of the total asset value recorded in the Company's most recent financial report;
- j) Decision to buy back more than ten percent (10%) of the total number of shares sold of each type;
- k) Review and handle violations by members of the Board of Directors that cause damage to the Company and its shareholders;
- l) Decide on the budget or total remuneration, bonuses and other benefits for the Board of Directors;
- m) Approve the list of approved auditing firms; decide on the approved auditing firm to conduct audits of the Company's operations, and dismiss approved auditors when deemed necessary;
- n) Other rights and obligations as prescribed by law, the Charter, and internal regulations of the Company.

2. The General Meeting of Shareholders discussed and approved the following issues:

- a) The Company's annual business plan;
- b) Audited annual financial statements;
- c) Report of the Board of Directors on the management and performance of the Board of Directors and each member of the Board of Directors; report of the independent member of the Board of Directors on the activities of the Audit Committee, the results of monitoring and evaluating the activities at the Company;
- d) Dividend level for each share of each type;
- e) Number of Board members;
- f) Elect, dismiss, remove members of the Board of Directors;
- g) Decide on the budget or total remuneration, bonuses and other benefits for the Board of Directors;
- h) Approve the list of approved auditing firms; decide on approved auditing firms to conduct audits of the company's operations when deemed necessary;
- i) Supplement and amend the Company Charter;
- j) Types of shares and number of new shares issued for each type of shares;
- k) Division, separation, consolidation, merger or conversion of the Company;
- l) Reorganize and dissolve (liquidate) the Company and appoint a liquidator;
- m) Decision to invest or sell assets worth thirty-five percent (35%) or more of the total asset value recorded in the Company's most recent Financial Statement;
- n) Decision to buy back more than 10% of total sold shares of each type;
- o) The Company signs contracts and transactions with the subjects specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than thirty-five percent (35%) of the total value of the Company's assets recorded in the most recent financial report;
- p) Approve transactions specified in Clause 4, Article 293 of Decree No. 155;
- q) Approve the internal regulations on corporate governance and the Board of Directors' operating regulations;
- r) Private offering of shares to strategic partners; Offering of shares to existing shareholders or offering of shares under an employee stock option program (ESOP);
- s) Other issues as prescribed by law, Charter and internal regulations of the Company.

3. All resolutions and issues included in the agenda must be discussed and voted on at the General Meeting of Shareholders.
4. Unless prohibited by Vietnamese law, the General Meeting of Shareholders may authorize and/or delegate authority to the Board of Directors or the Chairman of the Board of Directors to exercise one or more of its rights and/or duties. The content of the authorization and/or delegation must be clearly and specifically defined.

**Article 18. Authorization to attend the General Meeting of Shareholders**

1. Shareholders and authorized representatives of organizational shareholders may directly attend the meeting or authorize one or more other individuals or organizations to attend the meeting or attend the meeting through one of the forms prescribed in Clause 3, Article 144 of the Law on Enterprises .
2. The authorization for an individual or organization to represent the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be made in writing. The authorization document shall be made in accordance with the provisions of civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of authorized shares, the content of the authorization, the scope of authorization, the duration of authorization, and the signatures of the authorizing party and the authorized party.

Individuals and organizations authorized to attend the General Meeting of Shareholders must submit a written authorization when registering to attend the meeting before entering the meeting room. In case of re-authorization, the meeting attendees must also present the original authorization document of the shareholder or the authorized representative of the shareholder being an organization if it has not previously registered with the Company.

3. The voting ballot of the person authorized to attend the meeting within the scope of authorization remains valid when one of the following cases occurs, except in the case:
  - a) The authorized person has died, has limited civil act capacity or has lost civil act capacity;
  - b) The principal has revoked the appointment of the proxy;
  - c) The principal has revoked the authority of the agent.

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

**Article 19. Change permissions**

1. The change or cancellation of special rights attached to a type of preferred shares shall be effective when approved by shareholders representing sixty-five percent (65%) or more of the total number of votes of all shareholders attending the meeting. A resolution of the General Meeting of Shareholders on the content of an adverse change in the rights and obligations of shareholders owning preferred shares shall only be approved if approved by the number of preferred shareholders of the same type attending the meeting owning seventy-five percent (75%) or more of the total number of preferred shares of that type or approved by the preferred shareholders of the same type owning seventy -five percent (75%) or more of the total number of preferred shares of that type in the case of a resolution being approved by way of written opinion.
2. The organization of a meeting of shareholders holding a type of preferred shares to approve the above-mentioned change of rights is only valid when there are at least two (02) shareholders (or their authorized representatives) and holding at least one-third (1/3) of the par value of the issued shares of that type. In case there is not enough quorum as stated above, the meeting shall be re-organized within the next thirty (30) days and the holders of shares of that type (regardless of the number of people and shares) present in person or through authorized representatives shall be considered to have sufficient number of required delegates. At the meetings of shareholders holding the above-mentioned preferred shares, the holders of shares of that type present in person or through representatives may request a secret ballot. Each share of the same type shall have equal voting rights at the above-mentioned meetings.
3. The procedures for conducting such separate meetings are similar to the provisions in Articles 20, 21 and 22 of this Charter.
4. Unless otherwise provided in the terms of issue of shares, the special rights attached to the classes of shares with preferential rights in respect of some or all matters relating to the distribution of the Company's profits or assets shall not be changed when the Company issues additional shares of the same class.

**Article 20. Convening meetings, meeting agenda and notice of invitation to General Meeting of Shareholders**

1. The Board of Directors convenes the annual and extraordinary General Meetings of Shareholders. The Board of Directors convenes extraordinary General Meetings of Shareholders in the cases specified in Clause 3, Article 16 of this Charter.
2. The person convening the General Meeting of Shareholders must perform the following tasks:
  - a) Prepare a list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than ten (10) days before the date of sending the notice of invitation to the General Meeting of Shareholders. The Company must disclose information on the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days before the last registration date;
  - b) Prepare conference program and content;
  - c) Prepare documents for the congress;
  - d) Draft resolution of the General Meeting of Shareholders according to the expected content of the meeting;
  - e) Determine the time and place of the congress;
  - f) Notify and send notice of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;
  - g) Other work serving the congress.
3. The notice of the General Meeting of Shareholders shall be sent to all shareholders by a method that ensures that it reaches the shareholders' contact addresses, and shall be published on the Company's website and the State Securities Commission and the Stock Exchange where the Company's shares are listed or registered for trading. The person convening the General Meeting of Shareholders shall send the notice of the meeting to all shareholders on the List of Shareholders entitled to attend the meeting at least twenty-one (21) days before the opening date of the meeting from the date on which the notice is validly sent or transmitted. The agenda of the General Meeting of Shareholders and documents related to the issues to be voted on at the meeting shall be sent to the shareholders and/or posted on the Company's website. In the event that the documents are not enclosed with the notice of the

General Meeting of Shareholders, the notice of invitation to the meeting must clearly state the link to all meeting documents for shareholders to access, including:

- a) Meeting agenda, documents used in the meeting;
  - b) List and details of candidates in case of election of members of the Board of Directors;
  - c) Voting ballot;
  - d) Draft resolutions for each issue on the agenda.
4. A shareholder or group of shareholders owning five percent (5%) or more of the total number of common shares has the right to propose an issue to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and must be sent to the Company at least seven (07) working days before the opening date of the meeting. The proposal must clearly state the name of the shareholder, the number of each type of shares of the shareholder, and the issue proposed to be included in the agenda.
5. The convener of the General Meeting of Shareholders has the right to reject the proposal specified in Clause 4 of this Article, respond in writing and state the reasons no later than two (02) working days before the opening date of the General Meeting of Shareholders, if one of the following cases occurs:
- a) The petition was sent in violation of the provisions of Clause 4 of this Article;
  - b) At the time of the proposal, the shareholder or group of shareholders does not hold five percent (5%) or more of common shares as prescribed in Clause 4, Article 14 of this Charter;
  - c) The proposed issue is not within the scope of decision-making authority of the General Meeting of Shareholders;
6. The convener of the General Meeting of Shareholders must accept and include the proposal specified in Clause 4 of this Article in the proposed agenda and content of the meeting, except for the case specified in Clause 5 of this Article; the proposal shall be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

**Article 21. Conditions for holding a General Meeting of Shareholders**

1. The General Meeting of Shareholders is held when the number of shareholders attending the meeting represents more than fifty percent (50%) of the total number of votes.
2. In case the first meeting does not meet the conditions for holding as prescribed in Clause 1 of this Article, the notice of invitation to the second meeting shall be sent within thirty (30)

days from the date of the first meeting. The second General Meeting of Shareholders shall be held when the number of shareholders attending the meeting represents thirty-three percent (33%) or more of the total number of votes.

3. In case the second meeting is not eligible to be held according to the provisions of Clause 2 of this Article, the notice of invitation to the third meeting must be sent within twenty (20) days from the date of the planned second meeting. The third General Meeting of Shareholders shall be held regardless of the total number of votes of the shareholders attending the meeting.

#### **Article 22. Procedures for conducting meetings and voting at the General Meeting of Shareholders**

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

- a) When registering shareholders, the Company shall issue to each shareholder or authorized representative with voting rights a voting card, on which is stated the registration number, full name of the shareholder or full name of the authorized representative and the number of votes of that shareholder. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted by voting in favor, against, and without opinion. At the General Meeting, the cards in favor of the resolution shall be collected first, the cards against the resolution shall be collected later, and finally the total number of votes in favor or against shall be counted to make a decision. The results of the vote counting shall be announced by the Chairman immediately before the closing of the meeting. The General Meeting shall elect those responsible for counting or supervising the counting of votes at the request of the Chairman. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders based on the request of the Chairman of the meeting;
- b) Shareholders, authorized representatives of institutional shareholders or authorized persons arriving after the meeting has opened have the right to register immediately and then have the right to participate and vote at the meeting immediately after registration. The chairperson is not responsible for stopping the meeting to allow late shareholders to register and the validity of the contents voted on previously will not change.

2. The election of the chairman, secretary and counting committee is regulated as follows:
  - a) The Chairman of the Board of Directors shall chair or authorize another member of the Board of Directors to chair the General Meeting of Shareholders convened by the Board of Directors. In case the Chairman is absent or temporarily unable to work, the remaining members of the Board of Directors shall elect one of them to chair the meeting according to the majority principle. In case no one can be elected as the chairperson, the Chairman of the Audit Committee shall direct the General Meeting of Shareholders to elect the meeting chairperson from among the attendees and the person with the highest number of votes shall chair the meeting;
  - b) Except for the case specified in Point a of this Clause, the person who signs the convening of the General Meeting of Shareholders shall direct the General Meeting of Shareholders to elect the meeting chairman and the person with the highest number of votes shall chair the meeting;
  - c) The chairman appoints one or more people to act as meeting secretaries;
  - d) The General Meeting of Shareholders elects one or more people to the vote counting committee at the request of the meeting chairman.
3. The agenda and content of the meeting must be approved by the General Meeting of Shareholders in the opening session. The agenda must clearly and specifically specify the time for each issue in the agenda.
4. The Chairman of the meeting has the right to take necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda and reflecting the wishes of the majority of attendees.
  - a) Seating arrangement at the venue of the General Meeting of Shareholders;
  - b) Ensure the safety of everyone present at meeting locations;
  - c) Facilitate shareholders to attend or continue to attend the meeting. The convener of the General Meeting of Shareholders has the full right to change the above measures and apply all necessary measures. The measures applied may be to issue admission tickets or use other forms of selection.
5. The General Meeting of Shareholders discusses and votes on each issue in the agenda. Voting is conducted by voting for, against and abstention. The vote counting results are announced by the chairman immediately before the closing of the meeting.

6. Shareholders or authorized persons who arrive after the meeting has opened may still register and have the right to vote immediately after registration; in this case, the validity of the previously voted contents remains unchanged.
7. The person convening or chairing the meeting of the General Meeting of Shareholders has the following rights:
  - a) Require all meeting attendees to submit to screening or other reasonable, lawful security measures;
  - b) Request the competent authority to maintain order at the meeting; expel those who do not comply with the chairman's authority, intentionally disrupt order, prevent the normal progress of the meeting or do not comply with security check requirements from the General Meeting of Shareholders.
8. The Chairman has the right to postpone a General Meeting of Shareholders with a sufficient number of registered attendees for no more than three (03) working days from the date the meeting is scheduled to open and may only postpone the meeting or change the meeting location in the following cases:
  - a) The meeting location does not have enough comfortable seating for all attendees;
  - b) The media at the meeting location does not ensure that shareholders attending the meeting can participate, discuss and vote;
  - c) There are people attending the meeting who obstruct, disrupt order, and risk making the meeting not be conducted fairly and legally.
9. In case the chairman postpones or suspends the General Meeting of Shareholders contrary to the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the chairman in conducting the meeting until its conclusion; all resolutions passed at that meeting shall be effective.
10. In case the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company is responsible for ensuring that shareholders attend and vote by electronic voting or other electronic forms as prescribed in Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155.

**Article 23a . Form of passing resolutions of the General Meeting of Shareholders**

5. The General Meeting of Shareholders passes resolutions within its authority by voting at the meeting or by obtaining written opinions.

6. Unless otherwise provided in the Company's Charter, resolutions of the General Meeting of Shareholders on the following matters may be passed by voting at the General Meeting of Shareholders:

- a) Amend and supplement the content of the Company Charter;
- b) Company development orientation;
- c) Types of shares and total number of shares of each type;
- d) Change of industry, profession and business field;
- e) Change the Company's management structure;
- f) Number of Board members;
- g) Elect, dismiss, remove members of the Board of Directors and Audit Committee;
- h) Decision to invest or sell assets with a value of more than fifty percent (50%) of the total asset value recorded in the Company's most recent financial report;
- i) Through annual financial reports;
- j) Reorganization and dissolution of the Company.

**Article 23. Conditions for the Resolution of the General Meeting of Shareholders to be passed**

1. The resolution on the following content shall be passed if approved by shareholders representing sixty-five percent (65%) or more of the total votes of all shareholders attending and voting at the meeting, except for the cases specified in Article 24 of this Charter and Clauses 3, 4 and 6, Article 148 of the Law on Enterprises:
  - a) Types of shares and total number of shares of each type;
  - b) Change of industry, profession and business field;
  - c) Change the Company's management structure;
  - d) Investment project or sale of assets with a value of fifty percent (50%) or more of the total asset value recorded in the Company's most recent financial report;
  - e) Reorganization and dissolution of the Company.
2. Resolutions on the remaining contents shall be passed when approved by shareholders owning more than fifty percent (50%) of the total number of votes of all shareholders attending and voting at the meeting, except for the cases specified in Article 2 of this Charter and Clauses 1, 3, 4 and 6, Article 148 of the Law on Enterprises.

3. Resolutions of the General Meeting of Shareholders passed by one hundred percent (100%) of the total number of voting shares are legal and effective even if the order and procedures for convening the meeting and passing such resolution violate the provisions of the Law on Enterprises and the Company Charter.

**Article 24. Authority and procedures for obtaining shareholders' opinions in writing**

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

1. In addition to the resolutions of the General Meeting of Shareholders on issues that can be passed by voting at the General Meeting of Shareholders as prescribed in Clause 2, Article 23(a) of the Company's Charter, the Board of Directors has the right to obtain written opinions of shareholders to pass resolutions of the General Meeting of Shareholders when deemed necessary for the benefit of the Company, including but not limited to the following issues:
  - a) Amend and supplement the contents of the Company Charter;
  - b) Decision to invest or sell assets with a value of more than fifty percent (50%) to less than sixty-five percent (65%) of the total asset value or more recorded in the Company's most recent financial report.
  - c) Number of Board members ;
  - d) Elect, dismiss, remove members of the Board of Directors ;
  - e) Other issues under the authority of the General Meeting of Shareholders as prescribed in the Company Charter .
2. The Board of Directors must prepare the voting ballot, draft resolution of the General Meeting of Shareholders, documents explaining the draft resolution and send them to all shareholders with voting rights at least ten (10) days before the deadline for returning the voting ballot. The preparation of the list of shareholders to send the voting ballot shall be carried out in accordance with the provisions of Clause 1 and Clause 2, Article 141 of the Law on Enterprises. The requirements and method of sending the voting ballot and accompanying documents shall be carried out in accordance with the provisions of Clause 3, Article 20 of this Charter.
3. The opinion form must have the following main contents:

- a) Name, head office address, business registration number;
- b) Purpose of consultation;
- c) Full name, contact address, nationality, legal document number of the individual for individual shareholders; name, enterprise code or legal document number of the organization, head office address for organizational shareholders or full name, contact address, nationality, legal document number of the individual for the representative of the organizational shareholder; number of shares of each type and number of votes of the shareholder;
- d) Issues requiring consultation to pass decisions;
- e) Voting options include approval, disapproval and no opinion on each issue being voted on;
- f) Deadline for returning completed opinion forms to the Company;
- g) Full name and signature of the Chairman of the Board of Directors.

4. Shareholders may send completed ballots to the Company by mail, fax or email according to the following provisions:

- a) In case of sending by mail, the answered ballot must be signed by the individual shareholder, the authorized representative or the legal representative of the shareholder being an organization. The ballot sent to the Company must be contained in a sealed envelope and no one is allowed to open it before the vote counting;
- b) In case of sending by fax or email, the opinion form sent to the Company must be kept confidential until the time of vote counting;
- c) Voting forms sent to the Company after the deadline specified in the voting form or opened in the case of mailing and disclosed in the case of faxing or emailing are invalid.

Voting forms not returned are considered as non-voting forms.

5. The Board of Directors shall count the votes and prepare a vote counting record under the witness of the Audit Committee or of shareholders who do not hold management positions in the Company. The vote counting record must contain the following main contents:
- a) Name, head office address, business registration number;
  - b) Purpose and issues to be consulted to pass the resolution;

- c) Number of shareholders with total number of votes participated in voting, in which distinguishing between valid and invalid votes and method of sending votes, with appendix of list of shareholders participating in voting;
- d) Total number of votes for, against and abstentions on each issue;
- e) The issue passed and the corresponding passing percentage;
- f) Full name and signature of the Chairman of the Board of Directors, the vote counter and the vote counting supervisor.

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

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

**Article 25. Resolution, Minutes of Shareholders' Meeting**

- 1. Minutes of the General Meeting of Shareholders must be recorded and may be audio-recorded or recorded and stored in other electronic forms. Minutes must be prepared in Vietnamese, may be prepared in a foreign language, and have the following main contents:
  - a) Name, head office address, business registration number;
  - b) Time and place of the General Meeting of Shareholders;
  - c) Meeting agenda and content;
  - d) Full name of the chairman and secretary;
  - e) Summarize the meeting proceedings and opinions expressed at the General Meeting of Shareholders on each issue in the meeting agenda;

- f) Number of shareholders and total number of votes of shareholders attending the meeting, appendix of list of shareholders registered, shareholder representatives attending the meeting with corresponding number of shares and votes;
  - g) Total number of votes for each voting issue, clearly stating the voting method, total number of valid, invalid, approving, disapproving and abstaining votes; corresponding ratio to the total number of votes of shareholders attending the meeting;
  - h) Issues passed and corresponding percentage of votes passed;
  - i) Full name and signature of the chairman and secretary. In case the chairman and secretary refuse to sign the meeting minutes, the minutes shall be valid if signed by all other members of the Board of Directors attending the meeting and contain all the contents as prescribed in this clause. The meeting minutes shall clearly state the refusal of the chairman and secretary to sign the meeting minutes.
2. Minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The chairman and secretary of the meeting or other person signing the minutes of the meeting must be jointly responsible for the truthfulness and accuracy of the contents of the minutes.
3. Minutes made in Vietnamese and foreign languages have the same legal effect. In case of any difference in content between the minutes in Vietnamese and in foreign languages, the content in the minutes in Vietnamese shall prevail.
4. Minutes of the General Meeting of Shareholders must be sent to all shareholders within fifteen (15) days from the end of the meeting by mail or posted on the Company's website.
5. Resolutions, Minutes of the General Meeting of Shareholders, appendix of list of shareholders registered to attend the meeting with shareholders' signatures, authorization letter to attend the meeting, all documents attached to the Minutes and related documents attached to the meeting invitation must be disclosed in accordance with the law on information disclosure on the stock market and must be kept at the Company's head office.

#### **Article 26. Request to cancel the Resolution of the General Meeting of Shareholders**

1. Within ninety (90) days from the date of receipt of the resolution or minutes of the General Meeting of Shareholders or the minutes of the results of the vote counting for the General Meeting of Shareholders, the shareholder or group of shareholders specified in Clause 2, Article 115 of the Law on Enterprises has the right to request the Court or Arbitration to review and

cancel the resolution or part of the content of the resolution of the General Meeting of Shareholders in the following cases:

- a) The order and procedures for convening meetings and making decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the Company Charter, except for the case specified in Clause 3, Article 23 of this Charter.
  - b) The content of the resolution violates the law or this Charter.
2. In case a resolution of the General Meeting of Shareholders is requested to be annulled as prescribed in Clause 1 of this Article, such resolution shall remain in effect until the decision to annul such resolution by the Court or Arbitration takes effect, except in cases where emergency measures are promptly applied according to the decision of a competent authority.

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

### **Article 27. Composition and term of office of Board of Directors members**

1. The number of members of the Board of Directors is five (05) to eleven (11) members, the specific number is decided by the General Meeting of Shareholders.
2. The term of office of a member of the Board of Directors shall not exceed five (05) years and may be re-elected for an unlimited number of terms. One (01) individual may only be elected as an independent member of the Company's Board of Directors for no more than two (02) consecutive terms. In the event that all members of the Board of Directors end their terms at the same time, such members shall continue to be members of the Board of Directors until a new member is elected to replace them and take over the work.
3. The structure of the Board of Directors is as follows: The structure of the Board of Directors of the Company must ensure that at least one-third (1/3) of the total number of Board members are non-executive members. The Company limits the number of Board members who concurrently hold executive positions of the Company to ensure the independence of the Board of Directors.
4. A member of the Board of Directors need not be a shareholder of the Company.
5. The number, standards and conditions of members of the Board of Directors and independent members of the Board of Directors are prescribed in Clause 1 and Clause 2, Article 155 of the Law on Enterprises; Articles 275 and 276 of Resolution 155 and the Company's internal regulations.

6. A member of the Board of Directors shall no longer be eligible to be a member of the Board of Directors if he/she is dismissed, removed or replaced by the General Meeting of Shareholders in the following cases:
  - a. Cases of dismissal of members of the Board of Directors:
    - i. Not meeting the standards and conditions as prescribed in Clause 5 of this Article of this Charter;
    - ii. Have a resignation letter and it is accepted;
    - iii. Death, disappearance, temporary detention, serving a prison sentence, serving an administrative measure at a compulsory rehabilitation facility or compulsory education facility, escaping from the place of residence, having difficulty in cognition or controlling behavior, being banned by the Court from holding a position, practicing a profession or doing certain work; or
    - iv. According to the decision of the General Meeting of Shareholders;
  - b. Cases of dismissal of Board of Directors members:
    - i. Not participating in the activities of the Board of Directors for six (06) consecutive months, except in cases of force majeure;
    - ii. Has a mental disorder and another member of the Board of Directors has expert evidence that he or she is no longer legally competent;
    - iii. Failure to complete assigned work or tasks;
    - iv. Violation of the Company's internal regulations and legal regulations;
    - v. Providing materially false personal information when submitting to the Company as a candidate for the Board of Directors; or
    - vi. According to the regulations of the General Meeting of Shareholders.
7. In case a member of the Board of Directors is dismissed, removed, or replaced according to the provisions of this Article, the General Meeting of Shareholders shall be responsible for electing additional members of the Board of Directors at the nearest General Meeting of Shareholders.
8. The appointment of members of the Board of Directors must be announced in accordance with the provisions of law on information disclosure on the stock market.
9. In addition to the rights and obligations prescribed by Vietnamese law, the Charter and internal regulations of the Company, members of the Board of Directors must attend meetings

of the General Meeting of Shareholders. In case of force majeure and inability to attend, members of the Board of Directors must notify the Board of Directors in writing.

**Article 28. Powers and obligations of the Board of Directors**

1. The Board of Directors is the Company's management body, with full authority to decide and exercise the Company's rights and obligations on behalf of the Company, except for the rights and obligations under the authority of the General Meeting of Shareholders.
2. The Board of Directors has the following powers and obligations:
  - a) Decide on the Company's business strategy, medium-term development plan and annual business plan;
  - b) Decide on market development, marketing and technology strategies;
  - c) Propose the type of shares and the total number of shares of each type that can be offered for sale;
  - d) Decision to sell unsold shares within the number of shares allowed to be offered for each type; Decision to raise additional capital in other forms;
  - e) Decide on the selling price of the company's shares and bonds;
  - f) Decision to repurchase shares as prescribed in Clause 1 and Clause 2, Article 133 of the Law on Enterprises;
  - g) Decide on the organizational structure and internal management regulations of the Company, decide on the establishment of subsidiaries, branches, representative offices and capital contribution and purchase of shares of other enterprises;
  - h) Proposing the reorganization and dissolution of the Company; Requesting the bankruptcy of the Company;
  - i) Decide on investment plans and investment projects within the authority and limits prescribed by law;
  - j) Through investment or sale of assets with a value of fifty percent (50%) or less of the total asset value recorded in the Company's most recent financial statement;
  - k) Approving contracts for purchase, sale, borrowing, lending and other contracts and transactions with a value of thirty-five percent (35%) or more of the total asset value recorded in the Company's most recent financial report, except for contracts and transactions under the decision-making authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138, Clauses 1 and 3, Article 167 of the Law

on Enterprises; Approving contracts and transactions prescribed in Clauses 1 and 2, Article 167 of the Law on Enterprises;

- l) Elect, dismiss, remove the Chairman of the Board of Directors; appoint, dismiss, sign contracts, terminate contracts with the General Director and other business executives as prescribed by the Company Charter; decide on salaries, remuneration, bonuses and other benefits of those business executives; appoint authorized representatives at other companies, decide on remuneration and other benefits of those people;
- m) Supervise and direct the General Director and other Business Executives in the daily business operations of the Company;
- n) Approve the agenda and content of documents for the General Meeting of Shareholders, convene the General Meeting of Shareholders or collect opinions for the General Meeting of Shareholders to pass resolutions;
- o) Submit audited annual financial statements to the General Meeting of Shareholders;
- p) Propose the level of dividends to be paid, decide on the time limit and procedures for paying dividends or handling losses arising during the business process;
- q) Issue the Internal Governance Regulations and the Board of Directors' Operating Regulations after being approved by the General Meeting of Shareholders, and publish them on the Company's website; Decide on the Operating Regulations of the Audit Committee under the Board of Directors; Regulations on information disclosure of the Company;
- r) Responsible to shareholders for the Company's operations;
- s) Treat all shareholders equally and respect the interests of those with interests related to the Company;
- t) Ensure that the Company's operations comply with the provisions of law, the Company's Charter and internal regulations;
- u) Monitor and prevent conflicts of interest of Board members, General Director and other business executives, including misuse of Company assets and abuse of related party transactions;
- v) Appointment of Corporate Governance Officer;

- w) Organize training and coaching on corporate governance and necessary skills for members of the Board of Directors, General Director and other business executives of the Company; and
  - x) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other provisions of law, the Charter and internal regulations of the Company.
3. The Board of Directors must report to the General Meeting of Shareholders on the results of the Board of Directors' operations as prescribed in Article 280 of Decree 155.
4. Unless prohibited by Vietnamese law, the Board of Directors may authorize and/or delegate authority to the Chairman of the Board of Directors or the General Director to exercise certain rights and obligations of the Board of Directors. The content of authorization and/or delegation of authority must be clearly and specifically defined.

**Article 29. Nominate and run for Board of Directors**

1. In case the Board of Directors candidates have been identified, the Company must disclose information related to the candidates at least ten (10) days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. The Board of Directors candidates must have a written commitment to the honesty and accuracy of the disclosed personal information and must commit to performing their duties honestly, carefully and in the best interests of the Company if elected as a member of the Board of Directors. Information related to the Board of Directors candidates to be disclosed includes:
- a) Full name, date of birth;
  - b) Professional qualifications;
  - c) Work process;
  - d) Other management positions (including positions on the Board of Directors of other companies);
  - e) Interests related to the Company and its related parties;
  - f) Other information (if any) as prescribed in the Company Charter.

Public companies must be responsible for disclosing information about companies in which candidates hold positions as members of the Board of Directors, other management positions and interests related to the company of candidates for the Board of Directors.

2. Shareholders or groups of shareholders owning ten percent (10%) or more of the total number of common shares have the right to nominate candidates for the Board of Directors.
3. In case the number of candidates for the Board of Directors through nomination and candidacy is still not enough as required in Clause 5, Article 115 of the Law on Enterprises , the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with the provisions of the Company Charter, the Internal Regulations on Corporate Governance and the Operating Regulations of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the provisions of law.

**Article 30. Chairman and members of the Board of Directors**

1. The Chairman of the Board of Directors and members of the Board of Directors are elected, dismissed, and removed from among the members of the Board of Directors by the Board of Directors.
2. The Chairman of the Board of Directors may not concurrently hold the position of General Director of the Company.
3. The Chairman of the Board of Directors has the following rights and obligations:
  - a) Develop programs and plans of activities of the Board of Directors;
  - b) Prepare agenda, content, and documents for meetings; convene, chair, and preside over Board of Directors meetings;
  - c) Organize the adoption of resolutions and decisions of the Board of Directors;
  - d) Monitor the implementation of resolutions and decisions of the Board of Directors;
  - e) Chair the General Meeting of Shareholders; and
  - f) Other rights and obligations as prescribed by the Law on Enterprises and the Company Charter, the Company's internal regulations and resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
4. In case the Chairman of the Board of Directors and members of the Board of Directors submit a resignation or are dismissed or removed from office, the Board of Directors must elect a replacement within ten (10) days from the date of receipt of the resignation or dismissal or removal.

5. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize in writing one of the members of the Board of Directors to exercise the rights and obligations of the Chairman of the Board of Directors, with the authorization period not exceeding six (06) months, and the Chairman of the Board of Directors must supervise and be responsible for the work performed by the authorized person. In case there is no authorized person or the Chairman of the Board of Directors dies, goes missing, is detained, is serving a prison sentence, is serving an administrative penalty at a compulsory drug rehabilitation facility, a compulsory education facility, escapes from his/her place of residence, has limited or lost civil capacity, has difficulty in cognition, controlling his/her behavior, is prohibited by the Court from holding a position, practicing a profession or doing certain work, the remaining members shall elect one of the members to hold the position of Chairman of the Board of Directors according to the principle of majority approval of the remaining members until a new decision of the Board of Directors is made.

**Article 31. Board of Directors Meetings and Minutes**

1. The Chairman of the Board of Directors is elected at the first meeting of the Board of Directors within seven (07) working days from the date of completion of the election of Board members.
2. The Board of Directors must meet at least once a quarter (01) and may hold extraordinary meetings.
3. The Chairman of the Board of Directors convenes a meeting of the Board of Directors in the following cases:
  - a) At the request of an independent member of the Board of Directors;
  - b) At the request of the General Director or at least five (05) other managers;
  - c) At the request of at least two (02) members of the Board of Directors;
4. The proposal for the provisions of Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed and decisions under the authority of the Board of Directors.
5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within seven (07) working days from the date of receipt of the request specified in Clause 3 of this Article. In case the Board of Directors meeting is not convened as requested, the Chairman of the Board of Directors shall be responsible for any damages caused to the Company; The

person requesting has the right to replace the Chairman of the Board of Directors in convening a meeting of the Board of Directors.

6. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within seven (07) working days from the date of receipt of the request from the subjects specified in Clause 3 of this Article. The meeting invitation must specify the time and location of the meeting, the agenda, the issues to be discussed and decided. The meeting invitation must be accompanied by documents used at the meeting and the members' voting ballots.

Notice of Board of Directors' meeting may be sent by invitation, telephone, fax, electronic means or other methods as prescribed in the Company's Charter and guaranteed to reach the contact address of each member of the Board of Directors registered with the Company.

7. A meeting of the Board of Directors shall be held when three-quarters (3/4) or more of the total number of members attend the meeting. In case the meeting convened in accordance with the provisions of this clause does not have enough members to attend the meeting as prescribed, it shall be convened for the second time within seven (07) days from the date of the first scheduled meeting. In this case, the meeting shall be held if more than half of the members of the Board of Directors attend the meeting. In case the second meeting of the Board of Directors is not eligible to be held, the third meeting of the Board of Directors shall be convened within five (05) days from the date of the second scheduled meeting.
8. A member of the Board of Directors is considered to attend and vote at the meeting in the following cases:
  - a) Attend and vote directly at the meeting;
  - b) Authorize another person to attend the meeting and vote as prescribed in Clause 11 of this Article;
  - c) Attend and vote via online conference, electronic voting or other electronic form;
  - d) Send voting ballots to the meeting by mail, fax, email; or
  - e) Send votes by other means as prescribed by the Board of Directors.
9. In case of sending the ballot to the meeting by mail, the ballot must be contained in a sealed envelope and must be delivered to the Chairman of the Board of Directors at least one (01) hour before the opening. The ballot may only be opened in the presence of all attendees.
10. Members must attend all Board of Directors meetings. Members may authorize others to attend meetings and vote if approved by a majority of Board of Directors members.

11. Board of Directors meetings must be recorded in minutes and may be recorded, transcribed and stored in other electronic forms. Minutes must be prepared in Vietnamese and may be prepared in a foreign language, including the following main contents:
  - a) Name, head office address, business registration number;
  - b) Time and place of meeting;
  - c) Purpose, agenda and content of the meeting;
  - d) Full name of each member attending the meeting or authorized person attending the meeting and meeting method; full name of members not attending the meeting and reason;
  - e) Issues discussed and voted on at the meeting;
  - f) Summarize the opinions of each member attending the meeting in chronological order;
  - g) Voting results, clearly stating the members who approve, disapprove and have no opinion;
  - h) The matter passed and the corresponding passing percentage; and
  - i) Full name and signature of the chairman and the person taking the minutes, except for the case specified in Clause 12 of this Article.
12. In case the chairman or the minutes taker refuses to sign the meeting minutes, but if all other members of the Board of Directors attending the meeting sign them and they contain all the contents as prescribed in points a, b, c, d, e, f, g, h, Clause 11 of this Article, these minutes shall be valid.
13. The chairman, the minute taker and the signatories of the minutes shall be responsible for the truthfulness and accuracy of the content of the Board of Directors meeting minutes.
14. Minutes drawn up in Vietnamese and in a foreign language have the same legal effect. In case of any difference in content between the minutes in Vietnamese and in a foreign language, the content in the minutes in Vietnamese shall prevail.
15. Except in cases where the Board of Directors adopts a decision by obtaining written opinions, the Resolution and decision of the Board of Directors shall be adopted if the majority of members attending the meeting agree; in case of equal votes, the final decision shall belong to the side with the opinion of the Chairman of the Board of Directors.
16. Shareholders of the Company have the right to request the Court to suspend or cancel the Board of Directors' Resolution passed contrary to the provisions of law, resolutions of the General

Meeting of Shareholders, or the Charter, causing damage to the Company. In this case, members who agree to pass such resolution or decision must jointly and individually bear responsibility for such resolution or decision and shall be exempted from liability.

17. Minutes of meetings, resolutions of the Board of Directors and documents used in the meetings must be kept at the Company's head office.
18. Minutes and resolutions of the Board of Directors' meetings may be prepared in the form of data messages in accordance with the provisions of the Law on Electronic Transactions No. 20/2023/QH15. Minutes of the Board of Directors prepared in the form of electronic messages are as valid and valuable as Minutes prepared in the form of documents when and only when there are full digital signatures of the Chairman, the person taking the minutes and the members of the Board of Directors attending the meeting .

**Article 32. Remuneration, bonuses and other benefits of Board members**

1. The Company has the right to pay remuneration and bonuses to members of the Board of Directors based on business results and efficiency.
2. Board members are entitled to remuneration and bonuses. The remuneration is calculated based on the number of working days required to complete the duties of the Board members and the daily remuneration. The Board of Directors estimates the remuneration for each member based on the principle of consensus. The total remuneration and bonuses of the Board of Directors are decided by the General Meeting of Shareholders at the annual meeting.
3. The remuneration of each member of the Board of Directors is included in the Company's business expenses according to the provisions of the law on corporate income tax, shown as a separate item in the Company's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.
4. A member of the Board of Directors holding an executive position or a member of the Board of Directors serving on a subcommittee of the Board of Directors or performing other duties beyond the scope of the normal duties of a member of the Board of Directors may be paid additional remuneration in the form of a lump sum, salary, commission, percentage of profits or in other forms as decided by the Board of Directors.
5. Board members are entitled to be reimbursed for all travel, accommodation, meals and other reasonable expenses incurred by them in performing their Board member responsibilities,

including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors or subcommittees of the Board of Directors.

6. The Board of Directors may purchase liability insurance from the Company upon approval by the General Meeting of Shareholders. This insurance does not cover the Board of Directors' liabilities related to violations of the law and the Company's Charter.

### **Article 33. Subcommittees of the Board of Directors**

1. The Board of Directors may establish a subcommittee to be responsible for development policies, personnel, remuneration, internal audit, and risk management. The number of members of the subcommittee shall be decided by the Board of Directors, with a minimum of three (03) members, including members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members of the Board of Directors should make up the majority of the subcommittee and one of these members shall be appointed as Head of the subcommittee according to the decision of the Board of Directors. The activities of the subcommittee must comply with the regulations of the Board of Directors. The resolution of the subcommittee shall only be effective when the majority of members attend and vote for it at the subcommittee meeting.
2. The implementation of decisions of the Board of Directors or of subcommittees under the Board of Directors must comply with current legal regulations and provisions in the Company Charter and Internal Regulations on corporate governance.

### **Article 34. Corporate governance officer**

1. The Board of Directors of the Company must appoint at least one (01) person in charge of corporate governance to support corporate governance at the enterprise. The person in charge of corporate governance may concurrently hold the position of Company Secretary as prescribed in Clause 5, Article 156 of the Law on Enterprises .
2. The person in charge of corporate governance must meet the conditions and standards specified in the Company's internal regulations, and must not concurrently work for an approved auditing organization that is auditing the Company's financial statements.
3. The person in charge of corporate governance has the following rights and obligations:
  - a) Advise the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and related work between the Company and shareholders;

- b) Prepare Board of Directors meetings and General Meeting of Shareholders as required by the Board of Directors;
- c) Advice on meeting procedures;
- d) Attend meetings;
- e) Consulting on procedures for preparing resolutions of the Board of Directors in accordance with legal regulations;
- f) Provide financial information, copies of Board of Directors meeting minutes and other information to Board members;
- g) Monitor and report to the Board of Directors on the Company's information disclosure activities;
- h) Act as a point of contact with stakeholders;
- i) Keep information confidential according to the provisions of law and the Company Charter;
- j) Other rights and obligations as prescribed by law and the Company Charter.

## **CHAPTER VIII:**

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

#### **Article 35. Audit Committee Composition**

1. The Audit Committee shall consist of two (02) or more members. The Chairman of the Audit Committee shall be an independent member of the Board of Directors. The other members of the Audit Committee shall be non-executive members of the Board of Directors.
2. Audit Committee members must have knowledge of accounting and auditing, have general understanding of the law and operations of the Company and must not fall into the following cases:
  - a) Work in the accounting and finance department of the Company;
  - b) Be a member or employee of an auditing organization approved to audit the company's financial statements for the previous 3 consecutive years.
3. The Chairman of the Audit Committee must have a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, or business administration.

#### **Article 36. Rights and obligations of the Audit Committee**

The Audit Committee has the rights and obligations as prescribed in Article 161 of the Law on Enterprises, the Company Charter and the following rights and obligations:

1. Have the right to access documents related to the Company's operations, discuss with other members of the Board of Directors, the General Director, Chief Accountant and other managers to collect information for the Audit Committee's operations.
2. Has the right to request representatives of approved auditing organizations to attend and answer questions related to audited financial statements at meetings of the Audit Committee.
3. Use outside legal, accounting or other advice as needed.
4. Develop and submit to the Board of Directors policies on risk detection and management; propose to the Board of Directors solutions to handle risks arising in the Company's operations.
5. Prepare a written report to the Board of Directors when discovering that a member of the Board of Directors, the General Director and other managers do not fully perform their responsibilities as prescribed in the Law on Enterprises and the Company Charter.
6. Develop the Audit Committee's operating regulations and submit them to the Board of Directors for approval.
7. Other rights and obligations as prescribed by law, the Company Charter and the Company's internal regulations.

**Article 37. Nomination and candidacy for Audit Committee members**

1. Independent members of the Board of Directors and non-executive members of the Board of Directors are entitled to run for election or be nominated to the Audit Committee.
2. The appointment of the Chairman of the Audit Committee and other members of the Audit Committee must be approved by the Board of Directors at a meeting of the Board of Directors.

**Article 38. Audit Committee Meeting**

1. The Audit Committee must meet at least two (02) times a year. Minutes of the meeting must be detailed, clear and fully retained. The person taking the minutes and the Audit Committee members attending the meeting must sign the minutes of the meeting.
2. The Audit Committee shall pass decisions by voting at meetings, collecting written opinions or other forms as prescribed by the Company Charter or the Audit Committee's Operating Regulations. Each member of the Audit Committee shall have one (01) vote. The decision of the Audit Committee shall be passed if approved by the majority of members attending the

meeting; In case of equal votes, the final decision shall belong to the side with the opinion of the Chairman of the Audit Committee.

**Article 39. Report on the activities of the independent members of the Board of Directors in the Audit Committee at the Annual General Meeting of Shareholders**

1. The independent Board member in the Audit Committee is responsible for reporting on its activities at the Annual General Meeting of Shareholders.
2. The performance report of the independent member of the Board of Directors in the Audit Committee at the annual General Meeting of Shareholders must ensure the following contents:
  - a) Remuneration, operating expenses and other benefits of the Audit Committee and each member of the Audit Committee as prescribed in the Law on Enterprises and the Company Charter;
  - b) Summary of Audit Committee meetings and conclusions and recommendations of the Audit Committee;
  - c) Results of monitoring of financial reports, operations and financial status of the Company;
  - d) Report on the assessment of transactions between the Company, subsidiaries, other companies in which the Company controls more than fifty percent (50%) or more of the charter capital with members of the Board of Directors, General Directors, other executives of the enterprise and related persons of that entity; transactions between the Company and companies in which members of the Board of Directors, General Directors, other executives of the enterprise are founding members or business managers within the three (03) most recent years prior to the time of the transaction;
  - e) Assessment results of the Company's internal control and risk management system;
  - f) Results of supervision of the Board of Directors, General Director and other executives of the enterprise;
  - g) Results of the assessment of the coordination of activities between the Audit Committee, the Board of Directors, the General Director and shareholders; and
  - h) Other content.

## **CHAPTER IX:**

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

#### **Article 40. Management organization**

The Company has a General Director, Deputy General Directors, Chief Accountant and other management positions appointed or hired by the Board of Directors. The appointment, dismissal or removal of the above positions must be approved by resolution or decision of the Board of Directors.

#### **Article 41. Appointment, dismissal, duties and powers of the General Director**

1. The Board of Directors appoints one (01) member of the Board of Directors or hires another person as General Director.
2. The General Director is the person who runs the daily business operations of the Company; is supervised by the Board of Directors; is responsible to the Board of Directors and before the law for the implementation of assigned rights and obligations.
3. The term of office of the General Director shall not exceed five (05) years and may be reappointed for an unlimited number of terms. The General Director must meet the standards and conditions prescribed by law and the Company Charter.
4. The General Director has the following rights and obligations:
  - a) Decide on matters related to the Company's daily business that are not under the authority of the Board of Directors;
  - b) Organize the implementation of resolutions and decisions of the Board of Directors;
  - c) Organize the implementation of the Company's business plan and investment plan;
  - d) Proposing organizational structure plan and internal management regulations of the Company;
  - e) Appoint, dismiss, and remove management positions in the Company, except for positions under the authority of the Board of Directors;
  - f) Decide on salaries and other benefits for employees in the Company, including managers under the appointment authority of the General Director;
  - g) Proposing plans to pay dividends or handle business losses; and
  - h) Other rights and obligations as prescribed by law, the Company's Charter, internal regulations and/or rules of the Company, signed contracts and resolutions and decisions of the Board of Directors.

5. The Board of Directors may dismiss the General Director when the majority of the Board members with voting rights present at the meeting agree and appoint a new General Director to replace him.

#### **Article 42. Business Operator**

1. The Company's executives must meet the standards and conditions prescribed by law and the Company's internal regulations.
2. Upon the proposal of the General Director and with the approval of the Board of Directors, the Company may recruit other executives with the number and qualifications appropriate to the Company's management structure and regulations as prescribed by the Board of Directors. Business executives must be responsible for supporting the Company in achieving its operational and organizational goals.
3. The General Director and the Executive Director shall be paid salaries, bonuses and other benefits as decided by the Board of Directors.
4. The salary of the Executive is included in the Company's business expenses according to the provisions of the law on corporate income tax, shown as a separate item in the Company's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.

### **CHAPTER X:**

#### **RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, GENERAL DIRECTOR AND OTHER MANAGERS**

Members of the Board of Directors, the General Director and other Executives are responsible for performing their duties, including those as members of subcommittees of the Board of Directors, honestly and carefully for the benefit of the Company.

#### **Article 43. Responsibility to be honest and avoid conflicts of interest**

1. Members of the Board of Directors, General Director and Business Executives must publicly disclose related interests in accordance with the provisions of the Law on Enterprises and related legal documents.
2. Members of the Board of Directors, General Director, Business Executives and their related persons may only use information obtained through their positions to serve the interests of the Company.

3. Members of the Board of Directors, the General Director and other managers are obliged to notify the Board of Directors in writing of transactions between the Company, its subsidiaries, other companies in which the public company controls more than fifty percent (50%) of the charter capital with that entity itself or with related persons of that entity in accordance with the provisions of law. For the above transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with the provisions of the securities law on information disclosure.
4. A member of the Board of Directors is not allowed to vote on transactions that benefit that member or a related person of that member according to the provisions of the Law on Enterprises and the Company Charter.
5. Members of the Board of Directors, General Directors, Business Executives and related persons of these subjects are not allowed to use or disclose to others inside information to carry out related transactions.
6. Transactions between the Company and one or more members of the Board of Directors, General Director, Business Executives and individuals and organizations related to these subjects are not invalid in the following cases:
  - a) For transactions with a value of less than thirty-five percent (35%) of the total asset value recorded in the Company's most recent financial report, the important contents of the contract or transaction as well as the relationships and interests of the members of the Board of Directors, the General Director, and the Business Executive have been reported to the Board of Directors and approved by the Board of Directors by a majority vote of the Board members with no related interests;
  - b) For transactions with a value greater than thirty-five percent (35%) or transactions resulting in a transaction value arising within twelve (12) months from the date of the first transaction with a value of thirty-five percent (35%) or more of the total asset value recorded in the Company's most recent financial report, the important contents of this transaction as well as the relationships and interests of the members of the Board of Directors, General Director, and Business Executives have been announced to shareholders and approved by the General Meeting of Shareholders by votes of shareholders with no related interests (except for Contracts, loan transactions, lending,

and asset sales between the Company and shareholders owning fifty-one percent (51%) or more of the total number of voting shares or related persons of such shareholders).

**Article 44. Transactions with shareholders, business managers and related persons of these entities**

1. The Company shall not provide loans or guarantees to individual shareholders and related persons of such individual shareholders.
2. The company is not allowed to provide loans or guarantees to shareholders who are organizations and related persons of such shareholders who are individuals, except in the following cases:
  - a) Public company is a credit institution;
  - b) A shareholder is a subsidiary in case the subsidiary is a company without shares or capital contributions held by the State and has contributed capital or purchased shares of a public company before July 1, 2015.
3. A public company shall not provide loans or guarantees to related persons of institutional shareholders, except in the following cases:
  - a) Public company is a credit institution;
  - b) Public companies and organizations that are related parties of shareholders are companies in the same group or companies operating in a group of companies, including parent companies - subsidiaries, economic groups and this transaction must be approved by the General Meeting of Shareholders or the Board of Directors according to the provisions of the Company Charter;
  - c) Where the law provides otherwise.
4. A public company may only conduct the following transactions after approval by the General Meeting of Shareholders:
  - a) Providing loans or guarantees to members of the Board of Directors, members of the Board of Supervisors, General Director (Director), other managers who are not shareholders and related individuals and organizations of these subjects;  
In case of granting loans or guarantees to related organizations of members of the Board of Directors, members of the Board of Supervisors, General Director (Director), other managers where the public company and such organization are companies in the same

group or companies operating in a group of companies, including parent company - subsidiary, economic group, the General Meeting of Shareholders or the Board of Directors shall approve according to the provisions of the Company Charter;

- b) Transactions with a value of 35% or more or transactions resulting in a total transaction value arising within 12 months from the date of the first transaction having a value of 35% or more of the total asset value recorded in the most recent financial statement or another smaller ratio or value as prescribed in the Company Charter between a public company and one of the following entities:
    - Members of the Board of Directors, members of the Board of Supervisors, General Director (Director), other managers and related persons of these subjects;
    - Shareholders, authorized representatives of shareholders owning more than 10% of the total common equity of the company and their related persons;
    - Enterprises related to the subjects specified in Clause 2, Article 164 of the Law on Enterprises;
  - c) Contracts , loan transactions, and asset sales with a value greater than 10% of the total asset value recorded in the most recent financial report between the company and shareholders owning 51% or more of the total number of voting shares or related persons of such shareholders.
5. The Board of Directors approves contracts and transactions at Point c, Clause 4 of this Article with a value of less than 35% of the total asset value recorded in the most recent financial report or another smaller ratio or value as prescribed in the Company Charter.

**Article 45. Liability for damages and compensation**

1. Members of the Board of Directors, General Directors and Business Executives who violate their obligations and responsibilities of honesty and prudence and fail to fulfill their obligations shall be responsible for damages caused by their violations.
2. The Company shall indemnify any person who has been, is or may become a party to any claim, lawsuit or prosecution (including civil and administrative cases other than those initiated by the Company) if such person has been or is a member of the Board of Directors, General Director, Business Executive, employee or representative authorized by the Company who has been or is performing duties as authorized by the Company, acting honestly and prudently for

the benefit of the Company on the basis of compliance with the law and there is no evidence confirming that such person has breached his/her responsibilities.

3. Compensation costs include judgment costs, fines, and actual payments (including attorneys' fees) incurred in resolving these cases within the framework of the law. The Company may purchase insurance for these people to avoid the above compensation liabilities.

## **CHAPTER XI:**

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

#### **Article 46. Right to search books and records**

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

Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, annual financial statements, accounting books and other documents as prescribed by law at the head office or another place provided that shareholders and the Business Registration Authority are notified of the location where these documents are stored.

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

## **CHAPTER XII:**

### **EMPLOYEES AND TRADE UNIONS**

#### **Article 47. Employees and unions**

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

## **CHAPTER XIII:**

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

#### **Article 48. Fiscal year**

The Company's fiscal year begins on the first day of January (01) of each year and ends on the thirty-first day (31) of December (12) of the same year.

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

1. The accounting regime used by the Company is the corporate accounting regime or a specific accounting regime issued and approved by a competent authority.
2. The Company shall prepare accounting books in Vietnamese and maintain accounting records in accordance with the provisions of the law on accounting and related laws. These records must be accurate, up-to-date, systematic and sufficient to demonstrate and explain the Company's transactions.
3. The Company uses Vietnamese Dong as its accounting currency. In case the Company has economic transactions arising mainly in a foreign currency, it may freely choose that foreign

currency as its accounting currency, be responsible for that choice before the law and notify the direct tax authority.

**Article 50. Bank account**

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

**CHAPTER XIV:  
PROFIT DISTRIBUTION**

**Article 51. Profit Distribution**

1. The General Meeting of Shareholders decides on the level of dividend payment and the form of annual dividend payment from the Company's retained earnings.
2. The Company does not pay interest on dividends or payments relating to a class of shares.
3. The Board of Directors may propose to the General Meeting of Shareholders to approve the payment of all or part of dividends in shares and the Board of Directors is the body implementing this decision.
4. In case dividends or other amounts related to a type of shares are paid in cash, the Company must pay in Vietnamese Dong. Payments can be made directly or through banks based on the bank account details provided by the shareholder. In case the Company has transferred money according to the bank details provided by the shareholder but the shareholder does not receive the money, the Company is not responsible for the amount the Company has transferred to this shareholder. Payment of dividends for shares listed/registered for trading on the Stock Exchange can be made through a securities company or the Vietnam Securities Depository and Clearing Corporation.
5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall adopt a resolution or decision to determine a specific date to close the list of shareholders. Based on that date, those who register as shareholders or holders of other securities are entitled to receive dividends in cash or shares, receive notices or other documents.

6. Other issues related to profit distribution are carried out in accordance with the provisions of law.

**CHAPTER XV:  
FINANCIAL REPORTS, ANNUAL REPORTS AND INFORMATION DISCLOSURE  
RESPONSIBILITIES**

**Article 52. Annual, semi-annual and quarterly financial reports**

1. The Company must prepare annual financial statements and the annual financial statements must be audited in accordance with the provisions of law. The Company shall publish the audited annual financial statements in accordance with the provisions of law on information disclosure on the stock market and submit them to the competent state agency.
2. The annual financial report must include all reports, appendices, and explanations in accordance with the law on corporate accounting. The annual financial report must honestly and objectively reflect the Company's operations.
3. The Company must prepare and publish audited semi-annual financial statements and quarterly financial statements in accordance with the law on information disclosure on the stock market and submit them to competent state agencies.

**Article 53. Annual Report**

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

**CHAPTER XVI:  
COMPANY AUDIT**

**Article 54. Auditing**

1. The General Meeting of Shareholders shall appoint an independent auditing company or approve a list of independent auditing companies and authorize the Board of Directors to decide on one of these units to audit the Company's financial statements for the following fiscal year based on the terms and conditions agreed with the Board of Directors.
2. The audit report is attached to the Company's annual financial statements.
3. The independent auditor performing the audit of the Company's financial statements is entitled to attend the General Meeting of Shareholders and is entitled to receive notices and other

information related to the General Meeting of Shareholders and to express opinions at the meeting on issues related to the audit of the Company's financial statements.

**CHAPTER XVIII:  
RESOLUTION OF INTERNAL DISPUTES**

**Article 55. Internal dispute resolution**

1. In case of disputes or complaints related to the Company's operations, the rights and obligations of shareholders as prescribed in the Law on Enterprises, the Company Charter, other legal provisions or agreements between:

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

The parties concerned shall attempt to resolve such dispute through negotiation and conciliation. Except in the case of a dispute involving the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the resolution of the dispute and shall request each party to present information relating to the dispute within thirty (30) working days from the date the dispute arises. In the case of a dispute involving the Board of Directors or the Chairman of the Board of Directors, any party may request the appointment of an independent expert to act as a mediator for the dispute resolution process.

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

3. The parties shall bear their own costs related to the negotiation and conciliation procedures. Payment of court costs shall be made according to the Court's judgment.

**CHAPTER XVII:  
DISSOLUTION OF THE COMPANY**

**Article 56. Dissolution of the company**

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

- a) According to the resolution and decision of the General Meeting of Shareholders;
- b) Having the Certificate of Business Registration revoked, except in cases where the Law on Tax Administration provides otherwise;

- c) Other cases as prescribed by law.
- 2. The dissolution of the Company before the deadline (including the extended deadline) is decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified or approved by the competent authority (if required) as prescribed.

**Article 57. Liquidation**

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

**CHAPTER XIX:**

**SUPPLEMENTS AND AMENDMENTS TO THE CHARTER**

**Article 58. Company charter**

- 1. Amendments and supplements to this Charter must be considered and decided by the General Meeting of Shareholders , except for amendments to the Company's charter capital

information during the year which will be updated in the appendices to the Charter amendments approved by the Board of Directors .

2. In case the law has provisions related to the Company's operations that are not mentioned in this Charter or in case there are new legal provisions that are different from the provisions in this Charter, those provisions shall be applied to regulate the Company's operations.

**CHAPTER XX:  
EFFECTIVE DATE**

**Article 59. Effective Date**

1. This charter consists of twenty (20) chapters and fifty-nine (59) articles, unanimously approved by the General Meeting of Shareholders of NRC Corporation Joint Stock Company on June 24 2025 , and the full text of this Charter is approved.
2. The Charter must be kept at the Company's head office.
3. This charter is the sole and official charter of the Company.
4. Copies or extracts of the Company Charter are valid when signed by the Chairman of the Board of Directors or the Legal Representative or at least half of the total number of members of the Board of Directors or certified by a competent state agency.

**LEGAL REPRESENTATIVE  
CHAIRMAN OF THE BOARD OF DIRECTORS**

*Signed*

**LE THONG NHAT**