



**CHARTER OF**  
**G-AUTOMOBILE JOINT STOCK COMPANY**  
**(Fourth Amendment)**

*Hanoi, April 2023*

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## PREAMBLE

This Charter is adopted pursuant to Resolution No. 01/2023/NQ/DHĐCĐ-GMA of the General Meeting of Shareholders dated April 18, 2023.

### I. DEFINITIONS OF TERMS USED IN THE CHARTER

#### Article 1. Scope of Regulation and Subjects of Application

1. In this Charter, the following terms shall be construed as follows:
  - a. **“Company”** means **G-AUTOMOBILE Joint Stock Company**.
  - b. **“Charter”** means the Charter of G-AUTOMOBILE Joint Stock Company as adopted and amended by the General Meeting of Shareholders.
  - c. **“Law on Enterprises”** means the Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Viet Nam on 17 June 2020.
  - d. **“Law on Securities”** means the Law on Securities No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Viet Nam on 26 November 2019.
  - e. **“Viet Nam”** means the Socialist Republic of Viet Nam.
  - f. **“Enterprise Executives”** mean the General Director, Deputy General Directors, Chief Accountant and other executives as prescribed in the Company’s Charter.
  - g. **“Enterprise Managers”** mean managers of the Company, including the Chairperson of the Board of Directors, members of the Board of Directors, the General Director and other managerial titles as prescribed in the Charter and appointed by the Board of Directors.
  - h. **“Related Persons”** mean individuals and organizations having relationships with each other as prescribed in Clause 46, Article 4 of the Law on Securities.
  - i. **“Shareholder”** means an individual or organization owning at least one (01) share of the Company.
  - j. **“Major Shareholder”** means a shareholder owning five percent (5%) or more of the total voting shares of the Company.
  - k. **“Non-executive Member of the Board of Directors”** means a member of the Board of Directors who is not the General Director, Deputy General Director or Chief Accountant of the Company.
  - l. **“Independent Member of the Board of Directors”** means a member of the Board of Directors satisfying the conditions prescribed in Clause 2, Article 155 of the Law on Enterprises.
2. References in this Charter to any law, regulation or document shall include any amendments, supplements or replacement documents thereof.
3. Headings of Articles are for convenience of reference only and shall not affect the interpretation of this Charter.

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

### **Article 2. Name, form, head office, branches, representative offices, business locations, and operating term of the Company**

1. Name of the Company:
  - a) Company name in Vietnamese: G-AUTOMOBILE JOINT STOCK COMPANY
  - b) Company name in foreign language: G-AUTOMOBILE JOINT STOCK COMPANY
  - c) Abbreviated name: G-AUTOMOBILE., JSC
2. Legal form:

The Company is a joint stock company with legal entity status in accordance with the laws of the Socialist Republic of Vietnam.
3. Head office of the Company:
  - a) Address of head office: No. 11 Pham Hung Street, My Dinh 2 Ward, Nam Tu Liem District, Hanoi City, Vietnam.
  - b) The Company may change its head office address in accordance with resolutions of the General Meeting of Shareholders or the Board of Directors and in compliance with applicable laws.
4. Branches, representative offices and business locations:
  - a) The Company may establish branches, representative offices and other business locations domestically and overseas in accordance with resolutions of the Board of Directors and as permitted by law.
  - b) The establishment, termination, or relocation of branches, representative offices and business locations shall comply with applicable laws and resolutions of competent authorities of the Company.
5. Operating term of the Company: Unless terminated earlier in accordance with law or resolutions of the General Meeting of Shareholders, the operating term of the Company shall be indefinite from the date of establishment.

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

The Company has one (01) legal representative, being the General Director.

The powers and obligations of the legal representative shall be exercised in accordance with the provisions of the Law on Enterprises, this Charter, and the Corporate Governance Regulations promulgated by the Board of Directors in conformity with the provisions of this Charter.

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

### **Article 4. Business lines and business scope of the Company**

1. The Company's business lines include:



No	Business line	Industry code
1.	Manufacture of ball bearings, gears, gearboxes, control parts and transmission components	2814
2.	Manufacture of machinery for mining and construction	2824
3.	Machining; treatment and coating of metals	2592
4.	Warehousing and storage of goods	5210
5.	Wholesale of metals and metal ores Details: Wholesale of metals and metal ores (excluding distribution of goods included in the list of goods for which foreign investors and foreign-invested economic organizations are not permitted to exercise distribution rights)	4662
6.	Wholesale of construction materials and other installation equipment	4663
7.	Repair of machinery and equipment	3312
8.	Installation of industrial machinery and equipment	3320
9.	Installation of electrical systems	4321
10.	Wholesale of automobiles and other motor vehicles	4511
11.	Maintenance and repair of automobiles and other motor vehicles	4520
12.	Wholesale of electronic and telecommunications equipment and components Details: Wholesale of electronic and telecommunications equipment and components (excluding distribution of goods included in the list of goods for which foreign investors and foreign-invested economic organizations are not permitted to exercise distribution rights)	4652
13.	Wholesale of machinery, equipment and other machine spare parts Details: Wholesale of machinery, equipment and other machine spare parts (excluding distribution of goods included in the list of goods for which foreign investors and foreign-invested economic organizations are not permitted to exercise distribution rights)	4659
14.	Road freight transport	4933
15.	Retail sale of passenger cars (with up to 9 seats)	4512
16.	Agents for automobiles and other motor vehicles Excluding auction activities	4513 (Main)
17.	Retail sale of spare parts and accessories for automobiles and other motor vehicles Excluding auction activities	4530
18.	Organization of trade promotion and introduction activities	8230
19.	Other remaining business support service activities not elsewhere classified Details: Export and import of goods (excluding the exercise of export and import rights for goods included in the list of goods for which foreign investors and foreign-invested economic	8299
20.	Other financial service support activities not elsewhere classified Details: Investment consulting activities	6619



No	Business line	Industry code
21.	Real estate business, land use rights owned, used or leased by the owner Details: Real estate business (excluding investment in construction of cemetery and graveyard infrastructure for transfer of land use rights attached to infrastructure)	6810
22.	Management consultancy activities	7020
23.	Renting of motor vehicles Excluding auction activities	7710
24.	Renting of machinery, equipment and other tangible assets without operators Details: (excluding aircraft and hot air balloons)	7730
25.	General office administrative services	8211
26.	Photocopying, document preparation and other specialized office support activities	8219
27.	Construction of other civil engineering works	4299

## 2. Objectives of the Company's operations

The objectives of the Company's operations are to maximize profits, increase returns for shareholders, create employment opportunities for employees, contribute to the State budget, and continuously develop the Company in a sustainable and growing manner

### **Article 5. Business scope and operations of the Company**

The Company is permitted to conduct business activities in accordance with the business lines stipulated in this Charter that have been duly registered, notified for changes to business registration contents with the business registration authority, and publicly disclosed on the National Business Registration Portal. With respect to conditional business lines, the Company shall fully satisfy all business conditions in accordance with the provisions of the Law on Investment and relevant specialized laws.

## **IV. CHARTER CAPITAL, SHARES AND FOUNDING SHAREHOLDERS**

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

1. The charter capital of the Company is VND 199,999,990,000 (in words: One hundred ninety-nine billion, nine hundred ninety-nine million, nine hundred ninety thousand Vietnamese dong).
2. The total charter capital of the Company is divided into 19,999,999 shares (in words: Nineteen million, nine hundred ninety-nine thousand, nine hundred ninety-nine shares) with a par value of VND 10,000 per share (in words: Ten thousand Vietnamese dong).
3. The Company may change its charter capital upon approval by the General Meeting of Shareholders and in compliance with the provisions of law.
4. As of the date of adoption of this Charter, the Company's shares comprise ordinary shares. The rights and obligations of shareholders holding each class of shares are stipulated in

Articles 12 and 13 of this Charter.

5. The Company may issue other classes of preference shares upon approval by the General Meeting of Shareholders from time to time and in accordance with the provisions of law. Preference shares may be converted into ordinary shares pursuant to a resolution of the General Meeting of Shareholders.
6. Unless otherwise decided by the General Meeting of Shareholders, ordinary shares shall be offered on a priority basis to existing shareholders in proportion to the number of ordinary shares held by such shareholders.

The procedures for offering shares to existing shareholders shall be carried out in accordance with the laws on securities.

Shareholders shall have the right to transfer their pre-emptive rights to purchase shares to other persons.

Any shares not fully subscribed by shareholders shall be decided by the Board of Directors. The Board of Directors may allocate the rights to purchase such shares to shareholders and/or other persons under terms and conditions determined by the Board of Directors, provided that such terms and conditions are not more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.
7. The Company may repurchase shares issued by the Company in accordance with the methods prescribed in this Charter and applicable laws.
8. The Company may issue other types of securities in accordance with the provisions of law.

#### **Article 7. Share Certificates**

1. Shareholders of the Company shall be issued share certificates corresponding to the number of shares and the class of shares they own.
2. A share certificate is a type of security certifying the lawful rights and interests of its holder in a portion of the share capital of the issuing organization. A share certificate must contain the following information:
  - c) Name, enterprise identification number and address of the head office of the Company;
  - d) Number of shares and class of shares;
  - e) Par value of each share and the total par value of the shares stated on the share certificate;
  - f) Full name, contact address, nationality and legal identification number of an individual shareholder; or name, enterprise identification number or legal identification number, and address of the head office in the case of an organizational shareholder;
  - g) Signature of the legal representative of the Company;
  - h) Registration number in the Company's shareholder register and the date of issuance of the share certificate;
  - i) Other contents as prescribed in Articles 116, 117 and 118 of the Law on Enterprises with respect to preference shares (if any).



3. Within the time limit stipulated in the Company's issuance terms, holders of shares shall be issued share certificates. Shareholders shall not be required to pay the Company any costs for printing share certificates.
4. In case a share certificate is lost, damaged or otherwise destroyed, the shareholder shall be re-issued a share certificate by the Company upon the shareholder's request. Such request must include the following contents:
  - a) Information regarding the share certificate that has been lost, damaged or otherwise destroyed;
  - b) A commitment to bear responsibility for any disputes arising from the re-issuance of a new share certificate.
5. The shareholder register or the list of securities holders of the Company shall be registered and stored at the Vietnam Securities Depository and Clearing Corporation (VSD). Procedures for issuing certificates of ownership of shares that have been centrally deposited at the VSD shall be carried out in accordance with relevant laws.
6. In the event of any change to the contents of the shareholder register relating to any shareholder, such shareholder shall be responsible for notifying the Company (in the case of shareholders whose shares have not been deposited) or the depository member (securities company) where the shareholder opens a securities account and deposits shares, so that the Company and the depository member may update the shareholder's information in the shareholder register or the list of securities holders at the VSD.

#### **Article 8. Other Securities Certificates**

Bond certificates or other securities certificates issued by the Company shall bear the signature of the legal representative and the seal of the Company

#### **Article 9. Transfer of Shares**

1. All shares shall be freely transferable unless otherwise provided in this Charter and by law. Shares listed or registered for trading on a Stock Exchange shall be transferred in accordance with the laws on securities and the securities market.
2. Shares that have not been fully paid shall not be transferable and shall not be entitled to related rights and benefits, including the right to receive dividends, the right to receive shares issued to increase charter capital from owners' equity, the right to purchase newly offered shares, and other rights and benefits in accordance with the provisions of law.

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

#### **Article 10. Organizational structure, governance and control**

The organizational structure for management, governance and control of the Company comprises:

1. The General Meeting of Shareholders: comprising all shareholders with voting rights, being the highest decision-making body of the Company.
2. The Board of Directors: being the management body of the Company, having full authority to act on behalf of the Company to decide and exercise the rights and obligations of the



Company, except for the rights and obligations falling within the authority of the General Meeting of Shareholders.

3. The Supervisory Board: being the body that supervises the Board of Directors and the General Director in the management and operation of the Company. The Supervisory Board shall be accountable to the General Meeting of Shareholders for the performance of its assigned rights and duties.
4. The General Director: being the person who manages the day-to-day business operations of the Company, subject to the supervision of the Board of Directors and the Supervisory Board, and being responsible to the Board of Directors and before the law for the performance of the assigned rights and duties.

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

### **Article 11. Rights of shareholders**

1. Ordinary shareholders shall have the following rights:
  - c) To attend and speak at meetings of the General Meeting of Shareholders and to exercise voting rights directly, through an authorized representative, or through other forms as prescribed by this Charter and applicable laws. Each ordinary share carries one voting right;
  - d) To receive dividends at the rate decided by the General Meeting of Shareholders;
  - e) To be given priority to purchase newly issued shares in proportion to each shareholder's shareholding in the Company;
  - f) To freely transfer fully paid shares to other persons, except for cases prescribed in Clause 3 Article 120 and Clause 1 Article 127 of the Law on Enterprises and other relevant laws;
  - g) To review, access and extract information regarding names and contact addresses in the list of shareholders with voting rights; and to request correction of inaccurate personal information;
  - h) To review, access, extract or make copies of the Company's Charter, minutes of meetings of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;
  - i) Upon dissolution or bankruptcy of the Company, to receive a portion of the remaining assets in proportion to the shareholding in the Company;
  - j) To request the Company to repurchase shares in the cases prescribed in Article 132 of the Law on Enterprises;
  - k) To be treated equally. Each share of the same class confers equal rights, obligations and benefits upon its holder. In case the Company has preference shares, the rights and obligations attached to such preference shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;
  - l) To have full access to periodic information and extraordinary information disclosed by the Company in accordance with the provisions of law;
  - m) To have their lawful rights and interests protected; and to request suspension or annulment

of resolutions or decisions of the General Meeting of Shareholders or the Board of Directors in accordance with the Law on Enterprises;

- n) Other rights as prescribed by law and this Charter.
2. Shareholders or groups of shareholders owning five percent (5%) or more of the total number of ordinary shares shall have the following rights:
- a) To request the Board of Directors to convene a meeting of the General Meeting of Shareholders in accordance with Clause 3 Article 115 and Article 140 of the Law on Enterprises;
  - b) To review, access and extract minutes, resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts and transactions subject to approval by the Board of Directors, and other documents, except for documents relating to the Company's trade secrets or business secrets;
  - c) To request the Supervisory Board to examine specific matters relating to the management and operation of the Company when deemed necessary. Such request must be made in writing and include the following information: full name, contact address, nationality and legal identification number of an individual shareholder; or name, enterprise identification number or legal identification number, and head office address of an organizational shareholder; number of shares and the time of share registration of each shareholder, the total number of shares of the shareholder group and the ownership ratio in the total number of shares of the Company; matters to be examined and purposes of the examination;
  - d) To propose matters to be included in the agenda of the General Meeting of Shareholders. Such proposal must be made in writing and sent to the Company at least three (03) working days prior to the opening date of the meeting. The proposal must clearly state the name of the shareholder, the number of each class of shares held by the shareholder, and the matters proposed to be included in the meeting agenda;
  - e) Other rights as prescribed by law and this Charter.
3. Shareholders or groups of shareholders owning ten percent (10%) or more of the total number of ordinary shares shall have the right to nominate candidates to the Board of Directors and the Supervisory Board.

The nomination of candidates to the Board of Directors and the Supervisory Board shall be carried out as follows:

- a) Ordinary shareholders forming a group to nominate candidates to the Board of Directors and the Supervisory Board must notify shareholders attending the meeting of such grouping prior to the opening of the General Meeting of Shareholders;
- b) Based on the number of members of the Board of Directors and the Supervisory Board, shareholders or shareholder groups specified in this Clause shall have the right to nominate one or more candidates as decided by the General Meeting of Shareholders to stand for election to the Board of Directors and the Supervisory Board. In case the number of candidates nominated by shareholders or shareholder groups is lower than the number they



are entitled to nominate pursuant to the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors or the Supervisory Board. The nomination of additional candidates must be clearly disclosed prior to the General Meeting of Shareholders voting for election in accordance with the provisions of law.

## **Article 12. Obligations of Shareholders**

Ordinary shareholders shall have the following obligations:

1. To fully pay and pay on time the number of shares committed to purchase.
2. Not to withdraw the capital contributed in the form of ordinary shares from the Company in any manner, except where the shares are repurchased by the Company or purchased by other persons.  
In the event that a shareholder withdraws part or all of the contributed share capital in violation of this Clause, such shareholder and any related persons in the Company shall be jointly and severally liable for the debts and other property obligations of the Company within the value of the withdrawn shares and for any damages incurred.
3. To comply with the Company's Charter and the Company's Internal Management Regulations.
4. To comply with resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
5. To maintain confidentiality of information provided by the Company in accordance with the Company's Charter and applicable laws; to use such information solely for the purpose of exercising and protecting their lawful rights and interests; and to strictly refrain from disseminating, copying or transmitting information provided by the Company to other organizations or individuals.
6. To attend meetings of the General Meeting of Shareholders and exercise voting rights through the following forms:
  - a) Attending and voting directly at the meeting;
  - b) Authorizing another individual or organization to attend and vote at the meeting;
  - c) Attending and voting via online conferences, electronic voting or other electronic means;
  - d) Sending voting ballots to the meeting by mail, fax or electronic mail;
  - e) Sending voting ballots by other means as prescribed in the Company's Charter.
7. To bear personal liability when acting in the name of the Company in any form to perform any of the following acts:
  - a) Violating the law;
  - b) Conducting business activities and other transactions for personal gain or for the benefit of other organizations or individuals;
  - c) Paying debts that are not yet due in advance, thereby exposing the Company to financial risks.



- d) To fulfill other obligations as prescribed by applicable laws.

### **Article 13. General Meeting of Shareholders**

- 1. The General Meeting of Shareholders shall convene an annual meeting once each year within four (04) months from the end of the financial year. The Board of Directors may decide to extend the time for convening the annual General Meeting of Shareholders where necessary, but such extension shall not exceed six (06) months from the end of the financial year.

In addition to the annual meeting, the General Meeting of Shareholders may convene extraordinary meetings.

The venue of the General Meeting of Shareholders shall be determined as the place where the Chairperson attends the meeting and must be located within the territory of Vietnam.

- 2. The Board of Directors shall convene the annual General Meeting of Shareholders and select an appropriate venue.

The annual General Meeting of Shareholders shall decide on matters within its authority in accordance with the provisions of law and the Company's Charter. In case the Company's audited annual financial statements contain material qualifications, adverse audit opinions or disclaimers of opinion, the Company must invite a representative of the approved auditing organization that conducted the audit of the Company's financial statements to attend the annual General Meeting of Shareholders.

- 3. The annual General Meeting of Shareholders shall discuss and approve the following matters:

- a) The Company's annual business plan;
- b) Annual financial statements;
- c) Report of the Board of Directors on corporate governance and the operational results of the Board of Directors and each member of the Board of Directors;
- d) Report of the Supervisory Board on the Company's business results and on the operational results of the Board of Directors and the General Director;
- e) Self-assessment report on the performance of the Supervisory Board and the Controllers;
- f) Dividend rate for each share of each class;
- g) Other matters within its authority.

- 4. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the following cases:

- a) When the Board of Directors deems it necessary in the interests of the Company;
- b) When the remaining number of members of the Board of Directors or the Supervisory Board is less than the minimum number as prescribed by law;
- c) At the request of a shareholder or a group of shareholders as prescribed in Clause 2 Article 115 of the Law on Enterprises; such request for convening a General Meeting of Shareholders must be made in writing, clearly stating the reasons and purposes of the

meeting, and bearing sufficient signatures of the relevant shareholders, or be made in multiple documents collectively containing sufficient signatures of the relevant shareholders;

- d) At the request of the Supervisory Board;
  - e) Other cases as prescribed by law and this Charter.
5. Convening an extraordinary General Meeting of Shareholders:
- a) The Board of Directors must convene a General Meeting of Shareholders within thirty (30) days from the date on which the remaining number of members of the Board of Directors, independent members of the Board of Directors or members of the Supervisory Board falls under the circumstance prescribed in Point b Clause 4 of this Article, or from the date of receipt of a request as prescribed in Points c and d Clause 4 of this Article;
  - b) In case the Board of Directors fails to convene a General Meeting of Shareholders in accordance with Point a Clause 5 of this Article, the Supervisory Board shall, within the next thirty (30) days, replace the Board of Directors in convening the General Meeting of Shareholders in accordance with Clause 3 Article 140 of the Law on Enterprises;
  - c) In case the Supervisory Board fails to convene a General Meeting of Shareholders in accordance with Point b Clause 5 of this Article, the shareholder or group of shareholders prescribed in Point c Clause 4 of this Article shall have the right to request a representative of the Company to convene the General Meeting of Shareholders in accordance with the Law on Enterprises. In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the business registration authority to supervise the procedures for convening, conducting the meeting and adopting resolutions of the General Meeting of Shareholders. All costs for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. Such costs shall not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses;
  - d) Procedures for organizing meetings of the General Meeting of Shareholders shall be carried out in accordance with Article 18 of this Charter.
6. Forms of adoption of resolutions of the General Meeting of Shareholders:
7. All matters, decisions and resolutions within the decision-making authority of the General Meeting of Shareholders as prescribed by the Company's Charter and applicable laws may be adopted by the General Meeting of Shareholders either through voting at meetings or by collecting written opinions.

#### **Article 14. Rights and obligations of the General Meeting of Shareholders**

- 1. The General Meeting of Shareholders shall have the following rights and obligations:
  - a) To approve the development orientation of the Company;
  - b) To decide on the classes of shares and the total number of shares of each class authorized for offering; and to decide on the annual dividend rate for each class of shares;



- c) To elect, dismiss or remove members of the Board of Directors and members of the Supervisory Board;
  - d) To decide on investments in, or disposal of, assets with a value of thirty-five percent (35%) or more of the total asset value as recorded in the most recent consolidated financial statements of the Company;
  - e) To decide on amendments to and supplements of the Company's Charter;
  - f) To approve the annual financial statements;
  - g) To decide on the repurchase of more than ten percent (10%) of the total number of issued shares of each class;
  - h) To review and handle violations by members of the Board of Directors and members of the Supervisory Board that cause damage to the Company and its shareholders;
  - i) To decide on the reorganization or dissolution of the Company;
  - j) To decide on the budget or total remuneration, bonuses and other benefits for the Board of Directors and the Supervisory Board;
  - k) To approve the Internal Corporate Governance Regulations and the Operating Regulations of the Board of Directors and the Supervisory Board;
  - l) To approve the list of approved auditing firms; to decide on the approved auditing firm to conduct audits of the Company's operations; and to dismiss approved auditors when deemed necessary;
  - m) Other rights and obligations as prescribed by law.
2. The General Meeting of Shareholders shall discuss and approve the following matters:
- a) The Company's annual business plan;
  - b) Audited annual financial statements;
  - c) Reports of the Board of Directors on corporate governance and the operational results of the Board of Directors and each member of the Board of Directors;
  - d) Reports of the Supervisory Board on the Company's business results and on the operational results of the Board of Directors and the General Director;
  - e) Self-assessment reports on the performance of the Supervisory Board and members of the Supervisory Board;
  - f) Dividend rates for each share of each class;
  - g) The number of members of the Board of Directors and the Supervisory Board;
  - h) Election, dismissal or removal of members of the Board of Directors and members of the Supervisory Board;
  - i) Decisions on the budget or total remuneration, bonuses and other benefits for the Board of Directors and the Supervisory Board;
  - j) Approval of the list of approved auditing firms; and decisions on approved auditing firms to



conduct audits of the Company's operations when deemed necessary;

- k) Amendments to and supplements of the Company's Charter;
- l) Classes of shares and the number of newly issued shares of each class, and the transfer of shares by founding shareholders within the first three (03) years from the date of establishment;
- m) Division, separation, consolidation, merger or conversion of the Company;
- n) Reorganization and dissolution (liquidation) of the Company and appointment of liquidators;
- o) Decisions on investments in, or disposal of, assets with a value of thirty-five percent (35%) or more of the total asset value as recorded in the most recent financial statements of the Company;
- p) Decisions on the repurchase of more than ten percent (10%) of the total number of issued shares of each class;
- q) Approval of the Company entering into contracts or transactions with persons 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 asset value of the Company as recorded in the most recent consolidated financial statements;
- r) Approval of transactions specified in Clause 4 Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of certain articles of the Law on Securities;
- s) Approval of the Internal Corporate Governance Regulations, the Operating Regulations of the Board of Directors, and the Operating Regulations of the Supervisory Board;
- t) Other matters as prescribed by law and this Charter;
- u) All resolutions and matters included in the meeting agenda must be discussed and voted on at the meeting of the General Meeting of Shareholders.

#### **Article 15. Authorization to attend meetings of the General Meeting of Shareholders**

1. A shareholder or an authorized representative of an organizational shareholder may attend the meeting in person or authorize one or more other individuals or organizations to attend the meeting, or attend the meeting through one of the following forms:
  - a) Attending and voting directly at the meeting;
  - b) Authorizing another individual or organization to attend and vote at the meeting;
  - c) Attending and voting via online conferences, electronic voting or other electronic means;
  - d) Sending voting ballots to the meeting by mail, fax or electronic mail;
  - e) Sending voting ballots by other means as prescribed by the Company.
2. The authorization for an individual or organization to represent a shareholder to attend the General Meeting of Shareholders in accordance with Clause 1 of this Article must be made in writing.

The authorization document shall be made in accordance with civil law regulations and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the contents of the authorization, the scope of authorization, the term of authorization, and the signatures of both the authorizing party and the authorized party.

3. The authorized person attending the General Meeting of Shareholders must submit the authorization document upon registration for attendance, or such authorization document must be sent to the Company no later than twenty-four (24) hours before the General Meeting of Shareholders is convened.
4. The voting ballots of an authorized person attending the meeting within the scope of authorization shall remain valid in any of the following cases, except where:
  - a) The authorizing party has died, has limited civil act capacity or has lost civil act capacity;
  - b) The authorizing party has revoked the authorization;
  - c) The authorizing party has revoked the authority of the authorized person.
5. This Clause shall not apply in cases where the Company receives notice of any of the above events before the opening time of the General Meeting of Shareholders or before the meeting is reconvened.

#### **Article 16. Variation of Rights**

1. Any variation or cancellation of special rights attached to a class of preference shares shall take effect when approved by shareholders representing at least sixty-five percent (65%) of the total voting rights of all shareholders attending the meeting. A resolution of the General Meeting of Shareholders on matters that adversely affect the rights and obligations of holders of preference shares shall only be adopted if it is approved by preference shareholders of the same class attending the meeting and holding at least seventy-five percent (75%) of the total number of preference shares of that class, or by preference shareholders of the same class holding at least seventy-five percent (75%) of the total number of preference shares of that class in the case where the resolution is adopted by collecting written opinions.
2. A meeting of shareholders holding a class of preference shares to approve the variation of rights as mentioned above shall be valid only if there are at least two (02) shareholders (or their authorized representatives) holding at least one-third (1/3) of the total par value of the issued shares of that class.

In case such quorum is not met, the meeting shall be reconvened within the following thirty (30) days, and shareholders holding shares of that class who are present in person or through authorized representatives, regardless of the number of persons and number of shares held, shall be deemed to constitute a valid quorum.

At such meetings of holders of preference shares, shareholders holding shares of that class who are present in person or through representatives may request voting by secret ballot. Each share of the same class shall carry equal voting rights at such meetings.

3. The procedures for conducting such separate meetings shall be carried out in a manner



similar to those prescribed in Articles 18, 19 and 20 of this Charter.

4. Unless otherwise provided in the terms of issuance of shares, the special rights attached to classes of shares with preferential rights in respect of some or all matters relating to the distribution of profits or assets of the Company shall not be varied when the Company issues additional shares of the same class.

**Article 17. Convening meetings, meeting agenda and notice of invitation to the General Meeting of Shareholders**

1. The Board of Directors shall convene annual and extraordinary meetings of the General Meeting of Shareholders. The Board of Directors shall convene extraordinary meetings of the General Meeting of Shareholders in the cases prescribed in Article 13 of this Charter.
2. The convener of the General Meeting of Shareholders shall perform the following tasks:
  - a) To prepare the list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than ten (10) days prior to the date of sending the notice of invitation to the General Meeting of Shareholders. The Company shall disclose information on the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days prior to the record date;
  - b) To prepare the agenda and contents of the meeting;
  - c) To prepare documents for the meeting;
  - d) To draft resolutions of the General Meeting of Shareholders in accordance with the proposed contents of the meeting;
  - e) To determine the time and venue of the meeting;
  - f) To notify and send notices of invitation to the General Meeting of Shareholders to all shareholders entitled to attend the meeting;
  - g) Other tasks in service of the meeting.
3. Notices of invitation to the General Meeting of Shareholders shall be sent to all shareholders by post, electronic mail (email), text message, fax and/or other means of communication to ensure delivery to the shareholders' contact addresses. The notice of invitation shall also be disclosed on the Company's website and on the websites of the State Securities Commission and the Stock Exchange where the Company's shares are listed or registered for trading.

The notice of invitation to the General Meeting of Shareholders must be sent at least twenty-one (21) days prior to the meeting date, calculated from the date on which the notice is duly sent or dispatched.

The agenda of the General Meeting of Shareholders and documents relating to matters to be voted on at the meeting shall be sent to shareholders and/or posted on the Company's website.

In case such documents are not enclosed with the notice of invitation, the notice must clearly state the link to the full set of meeting documents so that shareholders may access them,

including:

- a) The meeting agenda and documents to be used at the meeting;
  - b) The list and detailed information of candidates in the case of election of members of the Board of Directors or the Supervisory Board;
  - c) Voting ballots;
  - d) Draft resolutions for each matter included in the meeting agenda.
4. Shareholders or groups of shareholders as prescribed in Clause 2 Article 11 of this Charter shall have the right to propose matters to be included in the agenda of the General Meeting of Shareholders.

Such proposals must be made in writing and sent to the Company no later than five (05) working days prior to the opening date of the meeting. The proposal must clearly state the name of the shareholder, the number of shares of each class held by the shareholder, and the matters proposed to be included in the meeting agenda.

5. The convener of the General Meeting of Shareholders shall have the right to refuse proposals prescribed in Clause 4 of this Article in any of the following cases:
- a) The proposal is not submitted in accordance with Clause 4 of this Article;
  - b) At the time of submission of the proposal, the shareholder or group of shareholders does not hold at least five percent (5%) of the total number of ordinary shares as prescribed in Clause 2 Article 11 of this Charter;
  - c) The proposed matter does not fall within the decision-making authority of the General Meeting of Shareholders;
  - d) Other cases as prescribed by law and this Charter.
6. The convener of the General Meeting of Shareholders must accept and include proposals prescribed in Clause 4 of this Article in the proposed agenda and contents of the meeting, except for the cases prescribed in Clause 5 of this Article. Such proposals shall be officially added to the agenda and contents of the meeting if approved by the General Meeting of Shareholders.

#### **Article 18. Conditions for conducting meetings of the General Meeting of Shareholders**

- 1. A meeting of the General Meeting of Shareholders shall be conducted when the attending shareholders represent more than fifty percent (50%) of the total voting rights.
- 2. In case the first meeting does not meet the conditions for conduct 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 scheduled date of the first meeting.

The second meeting of the General Meeting of Shareholders shall be conducted when the attending shareholders represent at least thirty-three percent (33%) of the total voting rights.

- 3. In case the second meeting does not meet the conditions for conduct as prescribed in Clause 2 of this Article, the notice of invitation to the third meeting must be sent within thirty (30)



days from the scheduled date of the second meeting.

The third meeting of the General Meeting of Shareholders shall be conducted regardless of the total number of voting rights represented by the attending shareholders.

**Article 19. Procedures for conducting meetings and voting at the General Meeting of Shareholders**

1. Prior to the opening of the meeting, the Company shall carry out shareholder registration procedures and shall continue such registration until all shareholders entitled to attend the meeting have completed registration, in accordance with the following order:
  - a) Upon shareholder registration, the Company shall issue to each shareholder or authorized representative with voting rights a voting card indicating the registration number, full name of the shareholder, full name of the authorized representative (if any), and the number of voting rights of such shareholder.

The General Meeting of Shareholders shall discuss and vote on each matter included in the meeting agenda. Voting shall be conducted in the form of votes in favor, votes against, or abstentions.

At the meeting, voting cards in favor of resolutions shall be collected first, followed by voting cards against resolutions; thereafter, the total number of votes in favor or against shall be counted to determine the result.

Shareholders who do not participate in voting shall be deemed to have abstained. The vote-counting results shall be announced by the Chairperson immediately before the closing of the meeting.

The General Meeting of Shareholders shall elect persons responsible for vote counting or supervision of vote counting upon the proposal of the Chairperson. The number of members of the vote-counting committee shall be decided by the General Meeting of Shareholders based on the proposal of the Chairperson of the meeting;

- b) Shareholders, authorized representatives of organizational shareholders, or authorized persons who arrive after the meeting has commenced shall have the right to register immediately and thereafter to participate in and vote at the General Meeting of Shareholders immediately after registration.

The Chairperson shall not be responsible for suspending the meeting to allow late-arriving shareholders to register, and the validity of matters already voted on prior thereto shall remain unchanged.

2. The election of the Chairperson, Secretary and vote-counting committee shall be conducted as follows:
  - a) The Chairperson of the Board of Directors shall act as the Chairperson of the meeting or may authorize another member of the Board of Directors to act as the Chairperson of the General Meeting of Shareholders convened by the Board of Directors. In case the Chairperson is absent or temporarily incapable of performing his/her duties, the remaining members of the Board of Directors shall elect one among themselves to act as the Chairperson of the meeting

by majority vote.

In case no Chairperson can be elected, the Head of the Supervisory Board shall preside over the election by the General Meeting of Shareholders of a Chairperson from among the attendees, and the person receiving the highest number of votes shall act as the Chairperson of the meeting;

- b) Except for the case prescribed in Point a of this Clause, the person signing the notice convening the General Meeting of Shareholders shall preside over the election by the General Meeting of Shareholders of a Chairperson of the meeting, and the person receiving the highest number of votes shall act as the Chairperson of the meeting;
  - c) The Chairperson shall appoint one or more persons to act as the Secretary(ies) of the meeting;
  - d) The General Meeting of Shareholders shall elect one or more persons to the vote-counting committee upon the proposal of the Chairperson of the meeting.
3. The agenda and contents of the meeting must be approved by the General Meeting of Shareholders at the opening session. The agenda must clearly and specifically determine the time allocated to each matter included therein.
4. The Chairperson of the meeting shall have 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 will of the majority of attendees, including:
- a) Arranging seating at the venue of the General Meeting of Shareholders;
  - b) Ensuring safety for all persons present at the meeting venue;
  - c) Facilitating shareholders' participation (or continued participation) in the meeting. The convener of the General Meeting of Shareholders shall have full authority to change the above measures and apply all necessary measures, which may include issuing entry passes or using other selection methods.
5. Shareholders or authorized persons who arrive after the meeting has commenced shall still be entitled to register and to participate in voting immediately after registration; in such case, the validity of matters already voted on prior thereto shall remain unchanged.
6. The convener or the Chairperson of the General Meeting of Shareholders shall have the following rights:
- a) To require all attendees to be subject to inspection or other lawful and reasonable security measures;
  - b) To request competent authorities to maintain order at the meeting; and to expel from the General Meeting of Shareholders those who fail to comply with the Chairperson's authority, deliberately disrupt order, obstruct the normal conduct of the meeting, or fail to comply with security inspection requirements.
7. The Chairperson shall have the right to adjourn a duly convened General Meeting of Shareholders for a maximum period not exceeding three (03) working days from the



scheduled opening date of the meeting, and may only adjourn the meeting or change the meeting venue in the following cases:

- a) The meeting venue does not have sufficient convenient seating for all attendees;
  - b) The information and communication facilities at the meeting venue do not ensure shareholders' ability to attend, discuss and vote at the meeting;
  - c) There are attendees obstructing or disrupting order, posing a risk that the meeting cannot be conducted in a fair and lawful manner.
8. In case the Chairperson adjourns or suspends the General Meeting of Shareholders in violation of the provisions of Clause 7 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the Chairperson and preside over the meeting until its conclusion; all resolutions adopted at such meeting shall remain valid and effective.
9. Where the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company shall be responsible for ensuring that shareholders may attend and vote by electronic voting or other electronic means in accordance with Article 144 of the Law on Enterprises. Specifically:
- a) The Board of Directors shall decide to organize the General Meeting of Shareholders in an online format, another electronic format, or a combination of online and in-person formats, in accordance with the Company's technological capabilities at the time of the meeting, instead of holding an in-person General Meeting of Shareholders, in circumstances such as war, terrorism, riots, national emergencies, public disorder, strikes, epidemics, fires, floods, earthquakes, natural disasters, social distancing measures, travel restrictions, similar events, and/or other cases as decided by the Board of Directors;
  - b) The application of modern information technology for organizing the General Meeting of Shareholders must ensure that shareholders are able to attend, express opinions and vote at the General Meeting of Shareholders through online meetings, electronic voting or other electronic means in accordance with Article 144 of the Law on Enterprises and the Company's Charter. The order, procedures and other regulations relating to online General Meetings of Shareholders shall be stipulated in the Internal Corporate Governance Regulations and/or other internal regulations of the Company.

#### **Article 20. Conditions for adoption of resolutions of the General Meeting of Shareholders**

1. Resolutions on the following matters shall be adopted if approved by shareholders representing at least sixty-five percent (65%) of the total voting rights of all shareholders attending and voting at the meeting, except for the cases prescribed in Clauses 3, 4 and 6 Article 148 of the Law on Enterprises:
  - a) Classes of shares and the total number of shares of each class;
  - b) Changes to business lines and business sectors;
  - c) Changes to the organizational and management structure of the Company;
  - d) Investment projects or disposal of assets with a value of thirty-five percent (35%) or more of

the total asset value as recorded in the most recent consolidated financial statements of the Company;

- e) Reorganization or dissolution of the Company.
- 2. Other resolutions shall be adopted if approved by shareholders owning more than fifty percent (50%) of the total voting rights of all shareholders attending and voting at the meeting, except for the cases prescribed in Clause 1 and Clause 3 of this Article and Clauses 3, 4 and 6 Article 148 of the Law on Enterprises.
- 3. Voting for the election of members of the Board of Directors and the Supervisory Board shall be conducted by cumulative voting, whereby each shareholder shall have a total number of votes equal to the number of shares owned multiplied by the number of members to be elected to the Board of Directors or the Supervisory Board, and shareholders shall have the right to allocate all or part of their total votes to one or more candidates. Elected members of the Board of Directors and the Supervisory Board shall be determined based on the number of votes received, counted from highest to lowest, starting with the candidate receiving the highest number of votes until the required number of members as prescribed in the Company's Charter is met.

In case two (02) or more candidates receive an equal number of votes for the final position of the Board of Directors or the Supervisory Board, a re-election shall be conducted among such candidates, or selection shall be made in accordance with the criteria prescribed in the election regulations or the Company's Charter.

- 4. Resolutions of the General Meeting of Shareholders adopted with one hundred percent (100%) of the total voting shares shall be lawful and effective even if the procedures and formalities for convening the meeting and adopting such resolutions violate the provisions of the Law on Enterprises and the Company's Charter.

#### **Article 21. Authority and procedures for collecting written opinions of shareholders to adopt resolutions of the General Meeting of Shareholders**

The authority and procedures for collecting written opinions of shareholders to adopt resolutions of the General Meeting of Shareholders shall be carried out in accordance with the following provisions:

- 1. All matters, decisions and resolutions falling within the decision-making authority of the General Meeting of Shareholders as prescribed by the Company's Charter and applicable laws may be adopted by the General Meeting of Shareholders either through voting at a meeting or by collecting written opinions. The Board of Directors shall decide on the form of adoption based on actual conditions, the matters concerned and the interests of the Company.
- 2. The Board of Directors shall prepare voting ballots, draft resolutions of the General Meeting of Shareholders, explanatory documents for the draft resolutions, and send them to all shareholders with voting rights no later than ten (10) days prior to the deadline for returning the voting ballots. The requirements and methods for sending voting ballots and accompanying documents shall be carried out in accordance with Clause 3 Article 17 of this



Charter.

3. The voting ballot must contain the following principal contents:
  - a) Name, address of the head office and enterprise identification number;
  - b) Purpose of collecting opinions;
  - c) Full name, contact address, nationality and legal identification number of an individual shareholder; or name, enterprise identification number or legal identification number, and address of the head office of an organizational shareholder; or full name, contact address, nationality and legal identification number of the representative of an organizational shareholder; number of shares of each class and the number of voting rights of the shareholder;
  - d) Matters on which opinions are to be collected for adoption of decisions;
  - e) Voting options including votes in favor, votes against, and abstentions for each matter subject to opinion collection;
  - f) Deadline for returning the completed voting ballot to the Company;
  - g) Full name and signature of the Chairperson of the Board of Directors.
4. Shareholders may return completed voting ballots to the Company by mail, fax or electronic mail in accordance with the following provisions:
  - a) In case of return by mail, the completed voting ballot must bear the signature of the individual shareholder, or of the authorized representative or legal representative of an organizational shareholder.

Voting ballots returned to the Company must be enclosed in sealed envelopes and shall not be opened by any person prior to vote counting;
  - b) In case of return by fax or electronic mail, voting ballots returned to the Company must be kept confidential until the time of vote counting;
  - c) Voting ballots returned to the Company after the deadline specified in the voting ballot, or opened prematurely in the case of return by mail, or disclosed prematurely in the case of return by fax or electronic mail, shall be invalid. Voting ballots not returned shall be deemed ballots not participating in voting.
5. The Board of Directors shall conduct vote counting and prepare vote-counting minutes in the presence of the Supervisory Board or shareholders who do not hold managerial positions in the Company.

The vote-counting minutes must contain the following principal contents:

  - a) Name, address of the head office and enterprise identification number;
  - b) Purpose and matters subject to opinion collection for adoption of resolutions;
  - c) Number of shareholders and total voting rights participating in voting, clearly distinguishing valid votes and invalid votes and the methods of ballot submission, together with an appendix listing shareholders participating in voting;

- d) Total number of votes in favor, votes against and abstentions for each matter;
- e) Matters adopted and the corresponding approval ratios;
- f) Full names and signatures of the Chairperson of the Board of Directors, the vote counters and the vote-counting supervisors.

Members of the Board of Directors, vote counters and vote-counting supervisors shall be jointly and severally liable for the truthfulness and accuracy of the vote-counting minutes, and jointly and severally liable for any damages arising from resolutions adopted due to untruthful or inaccurate vote counting.

- 6. The vote-counting minutes and resolutions of the General Meeting of Shareholders must be posted on the Company's website within twenty-four (24) hours from the completion of vote counting.
- 7. Completed voting ballots, vote-counting minutes, adopted resolutions and relevant documents enclosed with the voting ballots shall be retained at the Company's head office.
- 8. A resolution adopted by collecting written opinions of shareholders shall be valid if approved by shareholders owning more than fifty percent (50%) of the total voting rights of all shareholders with voting rights, and shall have the same validity as a resolution adopted at a meeting of the General Meeting of Shareholders.

#### **Article 22. Resolutions and Minutes of Meetings of the General Meeting of Shareholders**

- 1. Meetings of the General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or recorded and stored in other electronic forms. The minutes shall be prepared in Vietnamese and may additionally be prepared in a foreign language, and shall contain the following principal contents:
  - a) Name, address of the head office and enterprise identification number;
  - b) Time and venue of the General Meeting of Shareholders;
  - c) Agenda and contents of the meeting;
  - d) Full names of the Chairperson and the Secretary;
  - e) Summary of the developments of the meeting and opinions expressed at the General Meeting of Shareholders on each matter included in the meeting agenda;
  - f) Number of shareholders and total voting rights of shareholders attending the meeting, together with an appendix listing registered shareholders and their representatives attending the meeting, indicating the corresponding number of shares and voting rights;
  - g) Total number of votes on each matter put to a vote, clearly stating the voting method, total number of valid votes, invalid votes, votes in favor, votes against and abstentions, and the corresponding ratios over the total voting rights of shareholders attending the meeting;
  - h) Matters approved and the corresponding approval ratios;
  - i) Full names and signatures of the Chairperson and the Secretary. In case the Chairperson or the Secretary refuses to sign the meeting minutes, such minutes shall remain valid if signed



by all other members of the Board of Directors attending the meeting and containing all contents prescribed in this Clause. The minutes must clearly state the refusal of the Chairperson or the Secretary to sign the minutes.

2. The minutes of the General Meeting of Shareholders must be completed and approved before the conclusion of the meeting. The Chairperson and the Secretary of the meeting, or other persons signing the minutes, shall be jointly and severally liable for the truthfulness and accuracy of the contents of the minutes.
3. The minutes shall be prepared in Vietnamese and may be prepared in a foreign language. In case the minutes are additionally prepared in a foreign language, both the Vietnamese version and the foreign language version shall have equal legal validity. In case of any discrepancy between the Vietnamese version and the foreign language version, the Vietnamese version shall prevail.
4. Resolutions and minutes of meetings of the General Meeting of Shareholders, appendices of the list of shareholders registered to attend the meeting bearing shareholders' signatures, powers of attorney for meeting attendance, all documents attached to the minutes (if any), and documents enclosed with the notice of invitation to the meeting must be disclosed in accordance with laws on information disclosure in the securities market and shall be retained at the Company's head office.

#### **Article 23. Request for annulment of resolutions of the General Meeting of Shareholders**

Within ninety (90) days from the date of receipt of the Resolution or the Minutes of the General Meeting of Shareholders, or the Minutes of vote-counting results for collecting opinions of the General Meeting of Shareholders, a shareholder or a group of shareholders as prescribed in Clause 2 Article 11 of this Charter shall have the right to request a Court or Arbitration to review and annul a resolution or part of a resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening the meeting and adopting resolutions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the Company's Charter, except for the case prescribed in Clause 4 Article 20 of this Charter.
2. The contents of the resolution violate the law or this Charter.

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

#### **Article 24. Nomination and candidacy for members of the Board of Directors**

1. Where candidates for the Board of Directors have been identified, the Company shall disclose information relating to such candidates at least ten (10) days prior to the opening date of the General Meeting of Shareholders on the Company's website so that shareholders may review information on the candidates before voting.

Candidates for the Board of Directors must provide written commitments on the truthfulness and accuracy of the personal information disclosed and must commit to performing their duties honestly, prudently and in the best interests of the Company if elected as members of the Board of Directors.

Information relating to candidates for the Board of Directors to be disclosed shall include:

- a) Full name and date of birth;
- b) Professional qualifications;
- c) Working experience;
- d) Other managerial positions held (including positions as members of the boards of directors of other companies);
- e) Interests related to the Company and the Company's related parties;
- f) Other information (if any) as prescribed in the Company's Charter;
- g) The Company shall be responsible for disclosing information on companies in which the candidate holds positions as a member of the board of directors or other managerial positions, and interests related to such companies of the candidate for the Board of Directors (if any).

2. Ordinary shareholders shall have the right to form a group to nominate persons to the Board of Directors.

A shareholder or group of shareholders owning from ten percent (10%) to less than twenty percent (20%) of the total voting shares shall have the right to nominate one (01) candidate to the Board of Directors; owning from twenty percent (20%) to less than forty percent (40%) shall have the right to nominate two (02) candidates; owning from forty percent (40%) to less than fifty percent (50%) shall have the right to nominate three (03) candidates; owning from fifty percent (50%) to sixty percent (60%) shall have the right to nominate four (04) candidates; and owning sixty percent (60%) or more shall have the right to nominate up to five (05) candidates.

3. In case the number of candidates for the Board of Directors proposed through nomination and self-nomination remains insufficient as required under 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 Company's Charter, the Internal Corporate Governance Regulations and the Regulations on operation of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly disclosed prior to the General Meeting of Shareholders voting to elect members of the Board of Directors in accordance with law.
4. Members of the Board of Directors must satisfy the following standards and conditions:
- a) Not falling under the cases prescribed in Clause 2 Article 17 of the Law on Enterprises;
  - b) Having professional qualifications and experience in corporate governance or in the Company's business lines and sectors, and not necessarily being shareholders of the Company;
  - c) Members of the Board of Directors of the Company may concurrently serve as members of the boards of directors of other companies;
  - d) Other standards and conditions as prescribed by law (if any).



5. Except where otherwise provided by securities laws, independent members of the Board of Directors of the Company must satisfy the following standards and conditions:
  - a) Not being a person currently working for the Company, the parent company or a subsidiary of the Company; and not having worked for the Company, the parent company or a subsidiary of the Company for at least three (03) consecutive years immediately preceding;
  - b) Not being a person receiving salary or remuneration from the Company, except for allowances to which members of the Board of Directors are entitled in accordance with regulations;
  - c) Not being a person whose spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, full sibling is a major shareholder of the Company; or a manager of the Company or a subsidiary of the Company;
  - d) Not being a person who directly or indirectly owns at least one percent (1%) of the total voting shares of the Company;
  - e) Not having served as a member of the Board of Directors or the Supervisory Board of the Company for at least five (05) consecutive years immediately preceding, except in the case of continuous appointment for two (02) consecutive terms.
6. An independent member of the Board of Directors must notify the Board of Directors when he/she no longer satisfies the standards and conditions prescribed in Clause 5 of this Article and shall automatically cease to be an independent member of the Board of Directors from the date such standards and conditions are no longer satisfied. The Board of Directors must notify the case where an independent member of the Board of Directors no longer satisfies the standards and conditions at the nearest meeting of the General Meeting of Shareholders or convene a General Meeting of Shareholders to elect an additional or replacement independent member of the Board of Directors within six (06) months from the date of receipt of the notice from the relevant independent member of the Board of Directors.

#### **Article 25. Composition and term of office of members of the Board of Directors**

1. The Board of Directors shall consist of three (03) members.
2. The term of office of a member of the Board of Directors shall not exceed five (05) years and members may be re-elected for an unlimited number of terms. An individual may be elected as an independent member of the Board of Directors of the Company for no more than two (02) consecutive terms. In the event that all members of the Board of Directors simultaneously complete their terms of office, such members shall continue to serve as members of the Board of Directors until new members are elected to replace them and assume their duties.
3. The composition of the Board of Directors shall be as follows: The composition of the Company's Board of Directors must ensure that at least one-third (1/3) of the total number of members of the Board of Directors are non-executive members. The Company shall minimize, to the maximum extent possible, the appointment of members of the Board of Directors concurrently holding executive positions within the Company in order to ensure the independence of the Board of Directors. The total number of independent

members of the Board of Directors must satisfy the following requirement:

There must be at least one (01) independent member in the case where the Board of Directors consists of from three (03) to five (05) members.

4. A member of the Board of Directors shall cease to hold office as a member of the Board of Directors in the event of being removed, dismissed or replaced by the General Meeting of Shareholders in the following cases:
  - a) The General Meeting of Shareholders shall remove a member of the Board of Directors in the following cases:
    - (i) Failing to satisfy the standards and conditions prescribed in Clauses 4 and 5 Article 24 of this Charter;
    - (ii) Submitting a resignation letter which is accepted;
    - (iii) Other cases as prescribed by the Company's Charter and applicable laws.
  - b) The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:
    - (i) Failing to participate in the activities of the Board of Directors for six (06) consecutive months, except in cases of force majeure;
    - (ii) Other cases as prescribed by the Company's Charter and applicable laws.
  - c) Where deemed necessary, the General Meeting of Shareholders shall decide to replace a member of the Board of Directors; and may remove or dismiss a member of the Board of Directors outside the cases prescribed in Points a and b of Clause 4 of this Article.
  - d) The Board of Directors shall convene a meeting of the General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:
    - (i) The number of members of the Board of Directors is reduced by more than one-third (1/3) compared to the number prescribed in the Company's Charter. In this case, the Board of Directors must convene a meeting of the General Meeting of Shareholders within sixty (60) days from the date on which the number of members is reduced by more than one-third;
    - (ii) The number of independent members of the Board of Directors decreases and no longer ensures the ratio prescribed in Point b Clause 1 Article 137 of the Law on Enterprises;
    - (iii) Other cases as prescribed by the Company's Charter and applicable laws;
    - (iv) Except for the cases prescribed in Items (i) and (ii) of Point d of this Clause, the General Meeting of Shareholders shall elect new members to replace members of the Board of Directors who have been removed or dismissed at the nearest meeting.
5. The appointment of members of the Board of Directors must be disclosed in accordance with the laws on information disclosure in the securities market.



6. Members of the Board of Directors are not necessarily required to be shareholders of the Company.

#### **Article 26. Powers and duties of the Board of Directors**

1. The Board of Directors is the management body of the Company and shall have full authority, on behalf of the Company, to decide on and exercise the rights and obligations of the Company, except for those rights and obligations falling under the authority of the General Meeting of Shareholders.

2. The powers and duties of the Board of Directors shall be prescribed by law, the Company's Charter and the General Meeting of Shareholders.

Specifically, the Board of Directors shall have the following powers and duties:

- a) To decide on the Company's strategy, medium-term development plans and annual business plans;
- b) To propose the classes of shares and the total number of shares authorized for offering of each class;
- c) To decide on the sale of unsold shares within the scope of shares authorized for offering of each class; and to decide on raising additional capital in other forms;
- d) To decide on the selling prices of shares and bonds of the Company;
- e) To decide on the repurchase of not more than ten percent (10%) of each class of shares sold within a period of twelve (12) months in accordance with Clauses 1 and 2 Article 133 of the Law on Enterprises;
- f) To decide on investment plans and investment projects within the authority and limits prescribed by law;
- g) To decide on solutions for market development, marketing and technology;
- h) To approve contracts for purchase, sale, borrowing, lending and other contracts and transactions with a value of thirty-five percent (35%) or more of the total asset value as recorded in the most recent consolidated financial statements of the Company, except for contracts and transactions falling under the decision-making authority of the General Meeting of Shareholders as prescribed in Point d Clause 2 Article 138, and Clauses 1 and 3 Article 167 of the Law on Enterprises;
- i) To decide on the issuance of non-convertible bonds and/or bonds without warrants of the Company;
- j) To elect, remove or dismiss the Chairperson of the Board of Directors; to appoint, remove, enter into contracts with, and terminate contracts with the General Director and other key executives as prescribed by the Company's Charter; to decide on salaries, remuneration, bonuses and other benefits of such executives; to appoint authorized representatives to participate in the Members' Council or the General Meeting of Shareholders of other companies, and to decide on remuneration and other benefits of such representatives;
- k) To supervise and direct the General Director and other managers in the conduct of the

Company's daily business operations;

- l) To decide on the organizational structure and internal management regulations of the Company; to decide on the establishment of subsidiaries, branches and representative offices, and on capital contributions to and acquisition of shares in other enterprises;
  - m) To approve the agenda and contents of documents for meetings of the General Meeting of Shareholders; to convene meetings of the General Meeting of Shareholders or collect shareholders' written opinions;
  - n) To submit audited annual financial statements to the General Meeting of Shareholders;
  - o) To propose dividend rates; to decide on the time limits and procedures for dividend payments or the handling of losses arising in the course of business operations;
  - p) To propose the reorganization or dissolution of the Company; and to request bankruptcy of the Company;
  - q) To decide on the issuance of the Regulations on operation of the Board of Directors and the Internal Corporate Governance Regulations after approval by the General Meeting of Shareholders; and the Company's Information Disclosure Regulations;
  - r) To approve contracts and transactions as prescribed in Clause 2 Article 42 of this Charter;
  - s) Other powers and duties as prescribed by the Law on Enterprises, the Law on Securities, other relevant laws and the Company's Charter.
3. The Board of Directors shall report to the General Meeting of Shareholders on the performance of the Board of Directors, including the following contents:
- a) Remuneration, operating expenses and other benefits of the Board of Directors and each member of the Board of Directors in accordance with Clause 3 Article 163 of the Law on Enterprises;
  - b) Summary of meetings of the Board of Directors and resolutions adopted by the Board of Directors;
  - c) Report on transactions between the Company, its subsidiaries and companies in which the Company holds more than fifty percent (50%) of the charter capital, with members of the Board of Directors and their related persons; and transactions between the Company and companies in which a member of the Board of Directors is a founding shareholder or an enterprise manager within the three (03) years immediately preceding the transaction;
  - d) Activities of independent members of the Board of Directors and their evaluation of the performance of the Board of Directors;
  - e) Activities of other committees under the Board of Directors (if any);
  - f) Results of supervision over the General Director;
  - g) Results of supervision over other executives;
  - h) Future plans.

**Article 27. Remuneration, bonuses and other benefits of members of the Board of Directors**



1. The Company shall have the right to pay remuneration and bonuses to members of the Board of Directors based on business results and operational efficiency.
2. Members of the Board of Directors shall be entitled to work remuneration and bonuses. The total amount of remuneration and bonuses of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.
3. Remuneration of each member of the Board of Directors shall be accounted for as a business expense of the Company in accordance with the law on corporate income tax, shall be presented as a separate item in the Company's annual financial statements, and shall be reported to the General Meeting of Shareholders at the annual meeting.
4. Members of the Board of Directors holding executive positions, or members of the Board of Directors working in committees of the Board of Directors, or performing other tasks beyond the normal scope of duties of a member of the Board of Directors, may be paid additional remuneration in the form of a lump-sum fee per assignment, salary, commission, profit percentage, or other forms as decided by the Board of Directors.
5. Members of the Board of Directors shall be entitled to reimbursement of all travel, accommodation, meals and other reasonable expenses incurred in the performance of their duties as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors or committees of the Board of Directors.
6. Members of the Board of Directors may be covered by directors' liability insurance purchased by the Company upon approval of the General Meeting of Shareholders. Such insurance shall not cover liabilities of members of the Board of Directors arising from violations of law or the Company's Charter.

#### **Article 28. Chairperson of the Board of Directors**

1. The Chairperson of the Board of Directors shall be elected, removed or dismissed by the Board of Directors from among its members.
2. The Chairperson of the Board of Directors shall not concurrently hold the position of General Director.
3. The Chairperson of the Board of Directors shall have the following powers and duties:
  - a) To formulate programs and operational plans of the Board of Directors;
  - b) To prepare the agenda, contents and documents for meetings; to convene, preside over and act as the Chairperson of meetings of the Board of Directors;
  - c) To organize the adoption of resolutions and decisions of the Board of Directors;
  - d) To supervise the implementation of resolutions and decisions of the Board of Directors;
  - e) To act as the Chairperson of meetings of the General Meeting of Shareholders;
  - f) Other powers and duties as prescribed by the Law on Enterprises, the Company's Charter and authorizations/assignments of the Board of Directors.
4. In case the Chairperson of the Board of Directors submits a resignation letter or is removed

or dismissed, the Board of Directors must elect a replacement within ten (10) days from the date of receipt of the resignation letter or from the date of removal or dismissal.

5. In case the Chairperson of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize another member in writing to perform the rights and duties of the Chairperson of the Board of Directors.

In case there is no authorized person, or the Chairperson of the Board of Directors dies, is missing, is detained, is serving a prison sentence, is subject to administrative handling measures at a compulsory rehabilitation center or compulsory education institution, absconds from place of residence, is restricted or deprived of civil act capacity, has difficulties in cognition or control of behavior, or is prohibited by a Court from holding positions, practicing professions or performing certain jobs, the remaining members shall elect one among themselves to hold the position of Chairperson of the Board of Directors by majority approval of the remaining members until a new decision of the Board of Directors is issued.

#### **Article 29. Meetings of the Board of Directors**

1. The Chairperson of the Board of Directors shall be elected at the first meeting of the Board of Directors within seven (07) working days from the date of completion of the election of such Board of Directors. This meeting shall be convened and chaired by the member receiving the highest number of votes or the highest voting ratio. In case more than one member has the same highest number of votes or voting ratio, the members shall vote by majority to select one among them to convene the meeting of the Board of Directors.
2. The Board of Directors shall meet at least once every quarter and may convene extraordinary meetings.
3. The Chairperson of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:
  - a) Upon request of the Supervisory Board or an independent member of the Board of Directors;
  - b) Upon request of the General Director or at least five (05) other managers;
  - c) Upon request of at least two (02) members of the Board of Directors;
  - d) In other cases deemed necessary by the Chairperson of the Board of Directors.
4. A request as prescribed in Clause 3 of this Article must be made in writing, clearly stating the purpose and matters to be discussed and decided within the authority of the Board of Directors.
5. The Chairperson 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 a request as prescribed in Clause 3 of this Article. In case the Chairperson of the Board of Directors fails to convene the meeting as requested, he/she shall be liable for any damages incurred by the Company; the requesting person shall have the right to replace the Chairperson of the Board of Directors in convening the meeting.
6. The Chairperson of the Board of Directors or the person convening the meeting must send



the notice of invitation to the meeting no later than three (03) working days prior to the meeting date. The notice of invitation must specify the time and venue of the meeting, the agenda, and matters for discussion and decision. The notice of invitation must be enclosed with documents to be used at the meeting and voting ballots of members. In case the Chairperson of the Board of Directors / the person convening the meeting deems it necessary to convene an urgent meeting or upon request of one-half (1/2) of the members of the Board of Directors, the meeting may be convened immediately after sending the notice of invitation, and meeting documents may be provided to members of the Board of Directors directly at the meeting. The notice of invitation to a meeting of the Board of Directors may be sent by written invitation, telephone, fax, electronic means or other methods as decided by the Board of Directors, provided that it is ensured to reach the registered contact address of each member of the Board of Directors.

7. The Chairperson of the Board of Directors or the person convening the meeting shall send the notice of invitation and enclosed documents to members of the Supervisory Board in the same manner as to members of the Board of Directors. Members of the Supervisory Board shall have the right to attend meetings of the Board of Directors and to participate in discussions but shall not have voting rights.
8. A meeting of the Board of Directors shall be conducted when at least three-quarters (3/4) of the total number of members attend the meeting. If a meeting convened under this Clause does not have sufficient attending members as prescribed, a second meeting shall be convened within seven (07) days from the scheduled date of the first meeting. In such case, the meeting shall be conducted if more than one-half (1/2) of the members of the Board of Directors attend.
9. A member of the Board of Directors shall be deemed to have attended and voted at the meeting in the following cases:
  - a) Attending and voting in person at the meeting;
  - b) Authorizing another person to attend and vote in accordance with Clause 11 of this Article;
  - c) Attending and voting via online conferencing, electronic voting or other electronic means;
  - d) Sending voting ballots to the meeting by mail, fax or electronic mail;
  - e) Sending voting ballots by other means as decided by the Board of Directors.
10. In case voting ballots are sent to the meeting by mail, such ballots must be enclosed in sealed envelopes and delivered to the Chairperson of the Board of Directors no later than one (01) hour prior to the opening of the meeting. Voting ballots shall only be opened in the presence of all attendees.
11. Members must attend all meetings of the Board of Directors. A member may authorize another person to attend and vote at a meeting if approved by the majority of members of the Board of Directors.
12. Voting
  - a) Each member of the Board of Directors or authorized person attending the meeting in person

shall have one (01) voting right;

- b) A member of the Board of Directors shall not vote on contracts, transactions or proposals in which such member or his/her related persons have interests that conflict or may conflict with the interests of the Company. Such member shall not be counted toward the minimum number of attending members required to convene a meeting of the Board of Directors for decisions on which such member has no voting rights.
- 13. The Board of Directors shall decide to organize meetings of the Board of Directors in an online format, another electronic format, or a combination of online and in-person formats, in accordance with the Company's technological capabilities at the time of the meeting, instead of holding meetings solely in person. The procedures, conditions and matters relating to the application of modern information technology for meetings of the Board of Directors as prescribed in this Clause, and/or electronic voting at meetings of the Board of Directors, and/or sending voting ballots by mail, fax or electronic mail shall be decided by the Board of Directors in compliance with applicable laws.
- 14. Resolutions and decisions of the Board of Directors shall be adopted if approved by the majority of attending members; in case of an equal number of votes, the final decision shall follow the opinion of the Chairperson of the Board of Directors. Matters approved by the Board of Directors shall be issued in the form of resolutions/decisions.
- 15. Resolutions adopted by collecting written opinions shall be approved based on the affirmative votes of the majority of members of the Board of Directors having voting rights. Such resolutions shall have the same validity and effect as resolutions adopted at a meeting.
- 16. The procedure for collecting written opinions of the Board of Directors shall be carried out as follows:
  - a) Sending opinion-collection ballots together with relevant documents to members of the Board of Directors;
  - b) Members of the Board of Directors shall vote as requested and return completed opinion-collection ballots within the time limit specified therein;
  - c) The Secretary / minute-taker of the meeting of the Board of Directors shall consolidate voting results in the minutes of the meeting and retain all written opinions of members of the Board of Directors;
  - d) The Chairperson of the Board of Directors shall sign and issue the resolutions of the Board of Directors on matters approved by the members.
- 17. The Chairperson of the Board of Directors or the person convening the meeting shall be responsible for sending the minutes of the meeting of the Board of Directors to all members, and such minutes shall serve as conclusive evidence of the work conducted at the meeting unless objections to the contents of the minutes are raised within ten (10) days from the date of sending. The minutes of meetings of the Board of Directors shall be prepared in Vietnamese and may be prepared in English. The minutes must bear the signatures of the Chairperson and the minute-taker.



### **Article 30. Committees under the Board of Directors**

1. The Board of Directors may establish subordinate committees to take charge of development policies, human resources, remuneration and benefits, internal audit, and risk management. The number of members of each committee shall be decided by the Board of Directors and shall be at least three (03) members, including at least one (01) member who is a member of the Board of Directors. The operations of such committees must comply with the regulations of the Board of Directors. Resolutions of a committee shall only be valid if approved by a majority of the members attending and voting at the committee meeting.
2. The implementation of decisions of the Board of Directors or of committees under the Board of Directors must comply with applicable laws and the provisions of the Company's Charter and the Internal Corporate Governance Regulations.

### **Article 31. Person in charge of Corporate Governance**

1. The Board of Directors of the Company must appoint at least one (01) person in charge of corporate governance to support corporate governance activities at the enterprise. The person in charge of corporate governance may concurrently serve as the Company Secretary in accordance with Clause 4 of this Article.
2. The person in charge of corporate governance shall not concurrently work for an approved auditing organization that is conducting the audit of the Company's financial statements.
3. The person in charge of corporate governance shall have the following rights and obligations:
  - a) To advise the Board of Directors on the organization of meetings of the General Meeting of Shareholders in accordance with regulations and on matters relating to the relationship between the Company and its shareholders;
  - b) To prepare meetings of the Board of Directors, the Supervisory Board and the General Meeting of Shareholders at the request of the Board of Directors or the Supervisory Board;
  - c) To advise on procedures of meetings;
  - d) To attend meetings;
  - e) To advise on procedures for formulating resolutions of the Board of Directors in compliance with legal regulations;
  - f) To provide financial information, copies of minutes of meetings of the Board of Directors and other information to members of the Board of Directors and members of the Supervisory Board;
  - g) To supervise and report to the Board of Directors on the Company's information disclosure activities;
  - h) To act as a focal point for communication with stakeholders;
  - i) To maintain confidentiality of information in accordance with provisions of law and the Company's Charter;
  - j) Other rights and obligations as prescribed by law and the Company's Charter.

4. Where deemed necessary, the Board of Directors shall decide on the appointment of a Company Secretary.

The Company Secretary shall have the following rights and obligations:

- a) To assist in organizing the convening of meetings of the General Meeting of Shareholders and the Board of Directors, and to record minutes of meetings;
- b) To assist members of the Board of Directors in performing their assigned rights and obligations;
- c) To assist the Board of Directors in applying and implementing corporate governance principles;
- d) To assist the Company in building shareholder relations and protecting the lawful rights and interests of shareholders; ensuring compliance with information disclosure obligations, information transparency and administrative procedures;
- e) Other rights and obligations as prescribed by the Company's Charter.

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

### **Article 32. Organizational structure of management**

The management system of the Company must ensure that the management apparatus is accountable to the Board of Directors and subject to the supervision and direction of the Board of Directors in the conduct of the Company's daily business operations. The Company shall have a General Director, (one or more) Deputy General Directors, a Chief Accountant, and other managerial positions as appointed by the Board of Directors. The appointment, removal and dismissal of the above-mentioned positions must be approved by resolutions or decisions of the Board of Directors.

### **Article 33. Executive management of the Company**

1. The executive management of the Company shall include the General Director, Deputy General Directors, and the Chief Accountant.
2. Upon the proposal of the General Director and subject to approval by the Board of Directors, the Company may recruit other executives in numbers and with standards suitable to the Company's organizational structure and management regulations as prescribed by the Board of Directors. Such executives shall be responsible for supporting the Company in achieving its operational and organizational objectives.
3. The General Director shall be paid salary and bonuses. The salary and bonuses of the General Director shall be decided by the Board of Directors.
4. Salaries of executives shall be accounted for as business expenses of the Company in accordance with the law on corporate income tax, shall be presented as a separate item in the Company's annual financial statements, and shall be reported to the General Meeting of Shareholders at the annual meeting.

### **Article 34. Appointment, removal, duties and powers of the General Director**

1. The Board of Directors shall appoint one (01) member of the Board of Directors or hire



another person to serve as the General Director and enter into a contract specifying remuneration, salary and other benefits. The remuneration, salary and other benefits of the General Director must be reported at the annual General Meeting of Shareholders, presented as a separate item in the annual financial statements, and stated in the Company's annual report.

2. The General Director shall be the person in charge of managing the daily business operations of the Company; shall be subject to the supervision of the Board of Directors; and shall be responsible to the Board of Directors and before the law for the performance of the assigned rights and obligations.
3. The term of office of the General Director shall not exceed five (05) years and the General Director may be reappointed for an unlimited number of terms. The General Director must satisfy the standards and conditions prescribed by law and the Company's internal regulations.
4. The General Director shall have the following rights and obligations:
  - a) To decide on matters relating to the daily business operations of the Company that do not fall within the authority of the Board of Directors;
  - b) To organize the implementation of resolutions and decisions of the Board of Directors;
  - c) To organize the implementation of the Company's business plans and investment plans;
  - d) To propose plans on the organizational structure and internal management regulations of the Company;
  - e) To appoint, remove and dismiss managerial positions within the Company, except for positions falling under the authority of the Board of Directors;
  - f) To decide on salaries and other benefits for employees of the Company, including managers falling under the appointment authority of the General Director;
  - g) To recruit employees;
  - h) To propose plans for dividend distribution or handling of business losses;
  - i) Other rights and obligations as prescribed by law, the Company's Charter, and resolutions and decisions of the Board of Directors.
5. The Board of Directors may remove the General Director when approved by a majority of the members of the Board of Directors with voting rights attending the meeting, and shall appoint a new General Director as replacement.

## **IX. SUPERVISORY BOARD**

### **Article 35. Nomination and candidacy for members of the Supervisory Board**

1. The nomination and candidacy for members of the Supervisory Board shall be conducted in a manner similar to the provisions set out in Clauses 1 and 2 Article 24 of this Charter.
2. In case the number of candidates for the Supervisory Board proposed through nomination and self-nomination is insufficient, the incumbent Supervisory Board may nominate

additional candidates or organize nominations in accordance with the Company's Charter, the Internal Corporate Governance Regulations and the Regulations on operation of the Supervisory Board. The introduction of additional candidates by the incumbent Supervisory Board must be clearly disclosed prior to the General Meeting of Shareholders voting to elect members of the Supervisory Board in accordance with law.

#### **Article 36. Composition of the Supervisory Board**

1. The Supervisory Board of the Company shall consist of three (03) members. The term of office of members of the Supervisory Board shall not exceed five (05) years and members may be re-elected for an unlimited number of terms.
2. Members of the Supervisory Board must satisfy the following standards and conditions:
  - a) Not falling under the cases prescribed in Clause 2 Article 17 of the Law on Enterprises;
  - b) Having been trained in one of the following fields: economics, finance, accounting, auditing, law, business administration, or other disciplines suitable to the Company's business activities;
  - c) Not being a family member of a member of the Board of Directors, the General Director, or other managers;
  - d) Not being a manager of the Company; and not necessarily being a shareholder or an employee of the Company, unless otherwise provided in the Company's Charter;
  - e) Other standards and conditions as prescribed by relevant laws and the Company's Charter.
3. Members of the Supervisory Board must satisfy the prescribed standards and conditions and must not fall under the following cases:
  - a) Working in the accounting or finance department of the Company;
  - b) Being a member or employee of an independent auditing firm that has conducted audits of the Company's financial statements within the preceding three (03) consecutive years.
4. A member of the Supervisory Board shall be removed from office in the following cases:
  - a) No longer satisfying the standards and conditions to serve as a member of the Supervisory Board as prescribed in Clause 2 of this Article;
  - b) Submitting a resignation letter which is accepted;
  - c) Other cases as prescribed by the Company's Charter and applicable laws.
5. A member of the Supervisory Board shall be dismissed in the following cases:
  - a) Failing to complete assigned duties and tasks;
  - b) Failing to perform his/her rights and obligations for six (06) consecutive months, except in cases of force majeure;
  - c) Repeated or serious violations of the duties of a member of the Supervisory Board as prescribed by the Law on Enterprises and the Company's Charter;
  - d) Other cases as decided by a resolution of the General Meeting of Shareholders.



### **Article 37. Head of the Supervisory Board**

1. The Head of the Supervisory Board shall be elected by the Supervisory Board from among its members; the election, removal, and dismissal shall be conducted in accordance with the principle of majority voting. The Supervisory Board must have more than half of its members permanently residing in Vietnam. The Head of the Supervisory Board must hold a university degree or higher in one of the following disciplines: economics, finance, accounting, auditing, law, business administration, or another discipline related to the Company's business activities.
2. The rights and obligations of the Head of the Supervisory Board include:
  - a) Convening meetings of the Supervisory Board;
  - b) Requesting the Board of Directors, the General Director, and other executive officers to provide relevant information for reporting to the Supervisory Board;
  - c) Preparing and signing reports of the Supervisory Board, after consulting the Board of Directors, for submission to the General Meeting of Shareholders.

### **Article 38. Rights and Obligations of the Supervisory Board**

The Supervisory Board shall have the following rights and obligations:

1. To supervise the Board of Directors and the General Director in the management and administration of the Company.
2. To examine the reasonableness, legality, truthfulness, and prudence in the management and operation of business activities; the systematic, consistent, and appropriate implementation of accounting, statistics, and preparation of financial statements.
3. To appraise the completeness, legality, and accuracy of the Company's annual and semi-annual business performance reports and financial statements, as well as the report assessing the management activities of the Board of Directors, and to submit appraisal reports to the annual General Meeting of Shareholders. To review contracts and transactions with related parties falling under the approval authority of the Board of Directors or the General Meeting of Shareholders and to make recommendations on contracts and transactions requiring approval by the Board of Directors or the General Meeting of Shareholders.
4. To review, inspect, and evaluate the effectiveness and efficiency of the Company's internal control system, internal audit, risk management, and early warning system.
5. To examine accounting books, accounting records, and other documents of the Company, and the management and administration of the Company's operations when deemed necessary or as resolved by the General Meeting of Shareholders or upon request by shareholders or groups of shareholders as stipulated in Clause 2 Article 115 of the Law on Enterprises.
6. Upon request by shareholders or groups of shareholders as stipulated in Clause 2 Article 115 of the Law on Enterprises, the Supervisory Board shall conduct inspections within 07 working days from the date of receipt of the request. Within 15 days from the completion of the inspection, the Supervisory Board shall report the matters requested for inspection to the

- Board of Directors and to the requesting shareholder(s). Such inspections shall not obstruct the normal operations of the Board of Directors or disrupt the Company's business activities.
7. To recommend to the Board of Directors or the General Meeting of Shareholders measures for amendment, supplementation, and improvement of the organizational structure for management, supervision, and business administration of the Company.
  8. Upon discovering that a member of the Board of Directors or the General Director violates the provisions of Article 165 of the Law on Enterprises, to promptly notify the Board of Directors in writing, request the violator to cease such violations, and propose remedial measures.
  9. To attend and participate in discussions at meetings of the General Meeting of Shareholders, the Board of Directors, and other meetings of the Company.
  10. To engage independent consultants or utilize the Company's internal audit department to perform assigned duties.
  11. To consult with the Board of Directors prior to submitting reports, conclusions, and recommendations to the General Meeting of Shareholders.
  12. To propose and recommend that the General Meeting of Shareholders approve the list of eligible audit organizations to conduct audits of the Company's financial statements; to decide on engaging eligible audit organizations to examine the Company's operations; and to dismiss approved auditors when deemed necessary.
  13. To be accountable to shareholders for its supervisory activities.
  14. To supervise the Company's financial status and compliance with laws in the activities of members of the Board of Directors, the General Director, and other managers.
  15. To ensure coordination of activities with the Board of Directors, the General Director, and shareholders.
  16. Upon detecting violations of law or the Company Charter by members of the Board of Directors, the General Director, or other executive officers, the Supervisory Board shall notify the Board of Directors in writing within 48 hours, request cessation of the violations, and propose remedial measures.
  17. To formulate the Regulations on Operations of the Supervisory Board and submit them to the General Meeting of Shareholders for approval.
  18. To report to the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of certain articles of the Law on Securities.
  19. To access records and documents of the Company stored at its head office, branches, and other locations; and to visit the workplaces of managers and employees of the Company during working hours.
  20. To request the Board of Directors, members of the Board of Directors, the General Director, and other managers to fully, accurately, and promptly provide information and documents



relating to the management, administration, and business operations of the Company.

21. Other rights and obligations in accordance with the Law on Enterprises, the Company Charter, and resolutions of the General Meeting of Shareholders.

#### **Article 39. Meetings of the Supervisory Board**

1. The Supervisory Board shall convene meetings at least twice per year, with the minimum number of attending members being two-thirds (2/3) of the total members of the Supervisory Board.  
Minutes of Supervisory Board meetings shall be prepared in a detailed and clear manner. The minute-taker and all attending members of the Supervisory Board shall sign the meeting minutes.  
All minutes of Supervisory Board meetings shall be retained for the purpose of determining the responsibilities of each member of the Supervisory Board.
2. The Supervisory Board shall have the right to request members of the Board of Directors, the General Director, and representatives of approved audit organizations to attend meetings and respond to matters requiring clarification.

#### **Article 40. Salary, Remuneration, Bonuses and Other Benefits of Members of the Supervisory Board**

The salary, remuneration, bonuses and other benefits of members of the Supervisory Board shall be implemented in accordance with the following provisions:

1. Members of the Supervisory Board shall be entitled to receive salary, remuneration, bonuses and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide the total amount of salary, remuneration, bonuses, other benefits and the annual operating budget of the Supervisory Board.
2. Members of the Supervisory Board shall be reimbursed for reasonable expenses for meals, accommodation, travel and the use of independent consulting services. The total amount of such remuneration and expenses shall not exceed the annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.
3. The salary and operating expenses of the Supervisory Board shall be recorded as business expenses of the Company in accordance with the regulations on corporate income tax and other relevant laws, and shall be presented as a separate item in the Company's annual financial statements.

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

Members of the Board of Directors, members of the Supervisory Board, the General Director and other executives shall be responsible for performing their duties, including duties in their capacity as members of committees under the Board of Directors, in an honest and prudent manner, in the best interests of the Company.

#### **Article 41. Honesty Responsibilities and Avoidance of Conflicts of Interest**

1. Members of the Board of Directors, members of the Supervisory Board, the General Director and other managers shall fully disclose their related interests in accordance with the provisions of the Law on Enterprises and other relevant laws and regulations.
2. Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and their related persons may only use information obtained by virtue of their positions for the benefit of the Company.
3. Members of the Board of Directors, members of the Supervisory Board, the General Director and other managers shall notify in writing the Board of Directors and the Supervisory Board of any transactions between the Company, its subsidiaries, or other companies in which the Company holds more than fifty percent (50%) of the charter capital, with such persons themselves or their related persons, in accordance with the law. With respect to transactions subject to approval by the General Meeting of Shareholders or the Board of Directors, the Company shall disclose information on such resolutions in accordance with the laws on securities and information disclosure.
4. Members of the Board of Directors shall not vote on transactions that generate benefits for themselves or their related persons, in accordance with the Law on Enterprises and the Company Charter.
5. Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and their related persons shall not use or disclose internal information to others for the purpose of conducting related transactions.

#### **Article 42. Approval of Contracts and Transactions Between the Company and Related Persons**

1. The General Meeting of Shareholders or the Board of Directors shall approve contracts and transactions between the Company and the following related persons:
  - a) Shareholders or authorized representatives of organizational shareholders owning more than ten percent (10%) of the total ordinary shares of the Company, and their related persons;
  - b) Members of the Board of Directors, members of the Supervisory Board, the General Director, other executives, and their related persons;
  - c) Enterprises in which a member of the Board of Directors, a member of the Supervisory Board, the General Director, or other managers of the Company acts as owner or holds contributed capital or shares;
  - d) Enterprises in which related persons of members of the Board of Directors, the General Director, or other managers of the Company act as owners, co-owners, or independently hold more than ten percent (10%) of the charter capital.
2. The Board of Directors shall approve contracts and transactions specified in Clause 1 of this Article where the value is less than thirty-five percent (35%) of the total asset value of the Company as recorded in the most recent consolidated financial statements.



In this case, the Company's authorized representative signing the contract or transaction must notify the members of the Board of Directors and the members of the Supervisory Board of the related persons involved and submit the draft contract or the main contents of the transaction.

The Board of Directors shall decide on the approval of such contract or transaction within fifteen (15) working days from the date of receipt of the notice. Members of the Board of Directors who have related interests in the contract or transaction shall not have voting rights.

3. The General Meeting of Shareholders shall approve the following contracts and transactions:
  - a) Contracts and transactions specified in Clause 1 of this Article with a value equal to or greater than thirty-five percent (35%) of the total asset value of the Company as recorded in the most recent financial statements;
  - b) Contracts and transactions involving loans or sales of assets with a value exceeding ten percent (10%) of the total asset value of the Company as recorded in the most recent financial statements between the Company and a shareholder owning fifty-one percent (51%) or more of the total voting shares, or their related persons;
  - c) Contracts and transactions between the Company and the entities specified in Point b, Clause 1 of this Article, with a value equal to or greater than thirty-five percent (35%) of the total asset value as recorded in the most recent financial statements, or transactions that result in the aggregate transaction value within twelve (12) months from the first transaction reaching fifty percent (50%) or more of the total asset value recorded in the most recent financial statements.

In this case, the material contents of the transaction, as well as the relationships and interests of members of the Board of Directors, the General Director, and other executives, must be fully disclosed to shareholders and approved by the General Meeting of Shareholders through votes of shareholders without related interests.

Where approval is required under this Clause, the Company's authorized representative signing the contract or transaction must notify the Board of Directors of the related persons involved and submit the draft contract or a summary of the main contents of the transaction.

The Board of Directors shall submit the draft contract or transaction, or an explanation of its main contents, and concurrently disclose the relationships and interests of members of the Board of Directors, the General Director, and other executives to the General Meeting of Shareholders at the meeting or through written consultation of shareholders. In this case, shareholders with related interests shall not have voting rights.

4. Any contract or transaction shall be invalidated by a court decision and handled in accordance with law if it is entered into in violation of this Article. The signatory of the contract or transaction, the shareholder, the member of the Board of Directors, or the General Director involved shall jointly and severally compensate for damages and return to the Company any

benefits obtained from the performance of such contract or transaction.

5. The Company shall publicly disclose related-party contracts and transactions in accordance with the relevant laws and regulations.

#### **Article 43. Liability for Damages and Indemnification**

1. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives who breach their duties, including the duties of loyalty, honesty, and due care, or fail to properly perform their obligations, shall be liable for damages arising from their violations.
2. The Company shall indemnify any person who has been, is, or may become a party to any complaint, claim, lawsuit, or prosecution (including civil or administrative proceedings, but excluding cases in which the Company is the plaintiff), provided that such person is or was a member of the Board of Directors, a member of the Supervisory Board, the General Director, another executive, an employee, or an authorized representative of the Company, and has acted or is acting within the scope of authorization, honestly, prudently, and in the best interests of the Company, in compliance with applicable laws, and there is no evidence that such person breached his or her duties.
3. Indemnification expenses shall include judgment costs, fines, and actual payments incurred, including legal fees, in connection with the resolution of such matters to the extent permitted by law. The Company may purchase liability insurance for such persons to cover the indemnification obligations specified herein.

### **XI. RIGHT TO ACCESS AND INSPECT THE COMPANY'S BOOKS AND RECORDS**

#### **Article 44. Right to Access and Inspect Books and Records**

1. Rights of Ordinary Shareholders

Ordinary shareholders have the right to access and inspect books and records as follows:

- a) Ordinary shareholders have the right to examine, access and extract information regarding names and contact addresses in the list of shareholders entitled to vote; request correction of inaccurate personal information; examine, access, extract or make copies of the Company's Charter, minutes of meetings of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;
  - b) Shareholders or groups of shareholders holding five percent (05%) or more of the total number of ordinary shares have the right to examine, access and extract the minutes book and resolutions or decisions of the Board of Directors, interim and annual financial statements, reports of the Supervisory Board, contracts and transactions subject to approval by the Board of Directors, and other documents, except for documents relating to the Company's trade secrets or business secrets.
2. Where an authorized representative of a shareholder or a group of shareholders requests access to books and records, such request must be accompanied by a power of attorney granted by the shareholder or group of shareholders represented, or a notarized copy thereof.
  3. Members of the Board of Directors, members of the Supervisory Board, the General Director



and other executive officers have the right to access 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 shall be kept confidential.

4. The Company shall retain this Charter and all amendments and supplements thereto, the Enterprise Registration Certificate, internal regulations, documents evidencing ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Supervisory Board, annual financial statements, accounting books and other documents as prescribed by law at the head office or at another location, provided that shareholders and the Business Registration Authority are notified of the location where such documents are stored.

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

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

1. The General Director shall prepare plans for submission to the Board of Directors for approval regarding matters related to recruitment, termination of employment, salaries and wages, social insurance, welfare, rewards and disciplinary measures applicable to employees and executive officers.
2. The General Director shall prepare plans for submission to the Board of Directors for approval regarding matters related to the Company's relationship with trade union organizations, in accordance with best management standards, practices and policies, the provisions of this Charter, the Company's internal regulations, and applicable laws and regulations.

## **XIII. DISTRIBUTION OF PROFITS**

### **Article 46. Distribution of Profits**

1. The General Meeting of Shareholders shall decide the rate and form of annual dividend distribution from the Company's retained earnings.
2. The Company shall not pay interest on dividend amounts or on any amounts payable in respect of any class of shares.
3. The Board of Directors may propose to the General Meeting of Shareholders the payment of all or part of dividends in shares, and the Board of Directors shall be the body responsible for implementing such decision.
4. Where dividends or other payments relating to any class of shares are paid in cash, such payments shall be made in Vietnamese Dong. Payments may be made directly or through banks based on the bank account details provided by shareholders. In the event that the Company has transferred the payment in accordance with the bank details provided by a shareholder but such shareholder does not receive the funds, the Company shall not be liable for the amount transferred. The payment of dividends in respect of shares listed or registered for trading on a Stock Exchange may be conducted through a securities company or the Vietnam Securities Depository and Clearing Corporation (VSDC).

5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall pass a resolution or decision determining a specific record date for closing the list of shareholders. Based on such date, persons registered as shareholders or holders of other securities shall be entitled to receive dividends in cash or shares, and to receive notices or other documents.
6. Other matters relating to the distribution of profits shall be implemented in accordance with the provisions of applicable laws.

#### **XIV. BANK ACCOUNTS, FISCAL YEAR, ACCOUNTING SYSTEM**

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

1. The Company shall open accounts at Vietnamese banks or at branches of foreign banks licensed to operate in Vietnam.
2. Subject to prior approval of the competent authorities, where necessary, the Company may open bank accounts overseas in accordance with the provisions of applicable laws.
3. The Company shall conduct all payments and accounting transactions through Vietnamese Dong or foreign currency accounts opened by the Company at such banks.

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

The fiscal year of the Company shall commence on 01 January of each year and end on 31 December of the same year.

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

1. The Company shall apply the enterprise accounting regime or a specialized accounting regime promulgated or approved by the competent authorities.
2. The Company shall maintain accounting books and records in Vietnamese and retain accounting documents in accordance with the laws on accounting and other relevant laws. Such records and documents must be accurate, up to date, systematic, and sufficient to evidence and explain the Company's transactions.
3. The accounting currency of the Company shall be Vietnamese Dong. Where the Company's economic transactions are mainly conducted in a foreign currency, the Company may choose such foreign currency as its accounting currency, shall be legally responsible for such selection, and shall notify the directly managing tax authority in accordance with the law.

#### **XV. FINANCIAL STATEMENTS, ANNUAL REPORT, INFORMATION DISCLOSURE OBLIGATIONS**

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

1. The Company shall prepare annual financial statements, which must be audited in accordance with the provisions of law. The Company shall disclose its audited annual financial statements in accordance with the laws on information disclosure in the securities market and submit them to the competent state authorities.
2. The annual financial statements shall fully comprise all reports, appendices and explanatory notes as required by the laws on enterprise accounting, and shall truthfully and objectively



reflect the Company's financial position and operating results.

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

#### **Article 51. Annual Report**

The Company shall prepare and disclose its Annual Report in accordance with the provisions of the laws on securities and the securities market.

### **XVI. COMPANY AUDIT**

#### **Article 52. Audit**

1. The General Meeting of Shareholders shall appoint an independent audit firm or approve a list of independent audit firms and authorize the Board of Directors to select one of such firms to audit the Company's financial statements for the subsequent fiscal year, subject to the terms and conditions agreed with the Board of Directors.
2. The audit report shall be attached to the Company's annual financial statements.
3. The independent auditor conducting the audit of the Company's financial statements shall be entitled to attend meetings of the General Meeting of Shareholders, to receive notices and other information relating to such meetings, and to express opinions at the General Meeting of Shareholders on matters relating to the audit of the Company's financial statements.

### **XVII. COMPANY SEAL**

#### **Article 53. Company Seal**

1. The seal shall include seals made by licensed seal-engraving establishments or seals in the form of a digital signature in accordance with the laws on electronic transactions.
2. The Board of Directors shall decide on the type, quantity, form and contents of the seals of the Company, its branches and representative offices (if any).
3. The Board of Directors and the General Director shall use and manage the seals in accordance with the provisions of applicable laws.

### **XVIII. DISSOLUTION OF THE COMPANY**

#### **Article 54. Dissolution of the Company**

1. The Company may be dissolved in the following cases:
  - a) Pursuant to a resolution or decision of the General Meeting of Shareholders;
  - b) Upon revocation of the Enterprise Registration Certificate, except where otherwise provided by the Law on Tax Administration;
  - c) Other cases as prescribed by law.
2. The dissolution of the Company shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. Such dissolution decision must be notified to or approved by the competent authorities (where required) in accordance with applicable laws.

## **Article 55. Liquidation**

1. At least six (06) months after the decision on dissolution of the Company, the Board of Directors shall establish a Liquidation Committee comprising three (03) members, of whom two (02) members shall be appointed by the General Meeting of Shareholders and one (01) member shall be appointed by the Board of Directors from an independent audit firm. The Liquidation Committee shall prepare its own rules of operation. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All costs related to the liquidation shall be given priority for payment by the Company over other debts of the Company.
2. The Liquidation Committee shall be responsible for reporting to the Business Registration Authority the date of its establishment and the date of commencement of its operations. From that time, the Liquidation Committee shall represent the Company in all matters relating to the liquidation of the Company before courts and administrative authorities.
3. Proceeds from the liquidation shall be distributed in the following order:
  - a) Liquidation expenses;
  - b) Outstanding salaries, severance allowances, social insurance and other benefits of employees in accordance with the collective labor agreement and executed labor contracts;
  - c) Tax liabilities;
  - d) Other debts of the Company;
  - e) The remaining amount, after all obligations specified in items (a) through (d) above have been fully settled, shall be distributed to shareholders. Preference shares shall be paid prior to ordinary shares.

## **XIX. INTERNAL DISPUTE RESOLUTION**

### **Article 56. Internal Dispute Resolution**

1. In the event of disputes or complaints arising in connection with the Company's operations, or the rights and obligations of shareholders in accordance with the Law on Enterprises, this Charter, other applicable laws, or agreements between:
  - a) Shareholders and the Company;
  - b) Shareholders and the Board of Directors, the Supervisory Board, the General Director or other executive officers;
2. The relevant parties shall endeavor to resolve such disputes through negotiation and mediation. Except for disputes involving the Board of Directors or the Chairperson of the Board of Directors, the Chairperson of the Board of Directors shall preside over the dispute resolution process and request each party to present relevant information relating to the dispute within thirty (30) working days from the date the dispute arises. In the event that the dispute involves the Board of Directors or the Chairperson of the Board of Directors, any party may request the Head of the Supervisory Board to appoint an independent expert to act as a mediator in the dispute resolution process.



3. If no mediated resolution is reached within six (06) weeks from the commencement of the mediation process, or if the mediator's decision is not accepted by the parties, any party may submit the dispute to arbitration or to a court of competent jurisdiction.
4. Each party shall bear its own costs related to negotiation and mediation procedures. Court costs shall be paid in accordance with the court's judgment or decision.

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

### **Article 57. The Company Charter**

1. Any amendment or supplement to this Charter shall be reviewed and decided by the General Meeting of Shareholders.
2. In the event that there are provisions of law governing the Company's operations which are not addressed in this Charter, or where newly promulgated legal provisions differ from the provisions of this Charter, such legal provisions shall prevail and be applied to regulate the Company's operations.

## **XXI. EFFECTIVE DATE**

1. This Charter consists of twenty-one (21) chapters and fifty-seven (57) articles and was unanimously approved for amendment by the General Meeting of Shareholders of G-Automobile Joint Stock Company on 18 April 2023.
2. In the event that any provision of this Charter is contrary to the provisions of law, the relevant provisions of law shall automatically apply to govern and adjust such provisions accordingly.
3. This Charter is made in two (02) counterparts of equal legal validity and shall be kept at the Company's head office.
4. This Charter is the sole and official Charter of the Company, replacing the Charter approved by the General Meeting of Shareholders on 15 April 2022 and all amendments and supplements thereto (if any).

*"This English translation is provided solely to facilitate the understanding of foreign investors. In the event of any discrepancy or inconsistency between this English translation and the Vietnamese original of the Charter of G-Automobile Joint Stock Company, the Vietnamese version shall prevail and be deemed the official and legally binding text."*

**LEGAL REPRESENTATIVE OF THE COMPANY**

**GENERAL DIRECTOR**

**(signed)**

**Nguyen Thi Thanh Thuy**

