

INTERNAL CORPORATE GOVERNANCE REGULATIONS  
TRUONG PHU JOINT STOCK COMPANY



CHAPTER I  
GENERAL PROVISIONS

**Article 1. Scope of Regulation and Applicability**

**1.1 Scope of Regulation**

These Regulations prescribe and provide guidance on matters relating to corporate governance, including the following principal contents:

- a) Roles, rights, and obligations of the General Meeting of Shareholders, the Board of Directors, the General Director, and the Supervisory Board;
- b) Procedures for convening and conducting meetings of the General Meeting of Shareholders and the Board of Directors;
- c) Nomination, self-nomination, election, dismissal, and removal of members of the Board of Directors, members of the Supervisory Board, and the General Director;
- d) Other matters as stipulated in the Company Charter and applicable laws and regulations.

**1.2 Applicability**

These Regulations shall apply to members of the Board of Directors, members of the Supervisory Board, the General Director, and other relevant persons.

**Article 2. Definitions**

For the purposes of these Regulations, the following terms shall have the meanings set forth below:

1. "Corporate Governance" means a system of principles designed to:
  - a) Ensure an appropriate governance structure;
  - b) Ensure the effective operation of the Board of Directors and the Supervisory Board;
  - c) Protect the legitimate rights and interests of shareholders and related parties;
  - d) Ensure equitable treatment of shareholders;
  - e) Ensure transparency and disclosure in all Company activities.
2. "Major Shareholder" means a shareholder as defined in Clause 18, Article 4 of the 2019 Law on Securities.
3. "Corporate Manager" means the Chairman of the Board of Directors, members of the Board of Directors, the General Director, Deputy General Directors, Chief Accountant, and other positions designated by the Board of Directors.
4. "Executive Officer" means the General Director, Deputy General Directors, and Chief Accountant.
5. "Non-Executive Director" means a member of the Board of Directors who does not concurrently hold an executive position in accordance with the Company

Charter and these Regulations.

6. “Corporate Governance Officer” means a person appointed by the Board of Directors to support corporate governance activities and perform duties and powers prescribed under these Regulations.

7. “Related Person” means an individual or organization as defined in Clause 23, Article 4 of the Law on Enterprises and Clause 46, Article 4 of the Law on Securities.

## **CHAPTER II**

### **GENERAL MEETING OF SHAREHOLDERS**

#### **Article 3. Roles, Rights and Obligations of the General Meeting of Shareholders**

1. The General Meeting of Shareholders (“GMS”) consists of all shareholders with voting rights and is the highest decision-making body of the Company.

The GMS shall convene an Annual General Meeting once each fiscal year and may also convene Extraordinary General Meetings as required.

2. The GMS shall have the following rights and obligations:

- a) Approve the Company's development strategy and orientation;
- b) Decide on classes of shares and the total number of shares of each class authorized for issuance; determine annual dividend rates for each class of shares;
- c) Elect, dismiss, and remove members of the Board of Directors and Supervisors;
- d) Approve investments or disposals of assets having a value equal to or exceeding 35% of the total asset value recorded in the most recent audited financial statements of the Company;
- d) Approve amendments and supplements to the Company Charter;
- f) Approve annual audited financial statements;
- g) Decide on the repurchase of more than 10% of the total issued shares of each class;
- h) Review and address violations committed by members of the Board of Directors or Supervisors that cause damage to the Company and its shareholders;
- i) Decide on the reorganization or dissolution of the Company;
- j) Determine the budget and total remuneration, bonuses, and other benefits payable to the Board of Directors and the Supervisory Board;
- k) Approve the Internal Corporate Governance Regulations and the Operational Regulations of the Board of Directors and the Supervisory Board;
- l) Approve the list of independent auditing firms; appoint or dismiss independent auditors when deemed necessary;
- m) Approve the Company's annual business plan;
- n) Approve reports of the Board of Directors on corporate governance and the performance of the Board of Directors and its individual members;



- o) Approve reports of the Supervisory Board on the Company's business performance and on the performance of the Board of Directors and General Director;
- p) Approve self-assessment reports of the Supervisory Board and Supervisors;
- q) Exercise other rights and obligations prescribed by law and the Company Charter.

#### **Article 4. Procedures for General Meeting of Shareholders to Adopt Resolutions by Voting at the Meeting**

##### **1. Authority to Convene the General Meeting of Shareholders**

1.1. The Board of Directors shall convene annual and extraordinary General Meetings of Shareholders ("GMS"). The annual GMS must be held within four (04) months from the end of the fiscal year. The Board of Directors may decide to extend the time for holding the annual GMS where necessary, but such extension shall not exceed six (06) months from the end of the fiscal year. The Board of Directors shall convene an extraordinary GMS in the following circumstances:

- a. Where the Board of Directors deems it necessary for the interests of the Company;
- b. Where the number of remaining members of the Board of Directors or the Board of Supervisors is less than the minimum number required by law;
- c. Upon request of a shareholder or a group of shareholders as prescribed in the Company's Charter;
- d. Upon request of the Board of Supervisors;
- e. Other cases as prescribed by law and this Charter.

1.2. The Board of Directors must convene a GMS within thirty (30) days from the occurrence of the event specified in Clause 1.1(b) of this Article or from receipt of a request for convening a meeting under Clauses 1.1(c) and 1.1(d) of this Article. If the Board of Directors fails to convene the GMS as required, the Chairman and members of the Board of Directors shall be liable for compensating any losses incurred by the Company.

1.3. If the Board of Directors fails to convene the GMS in accordance with Clause 1.2 of this Article, the Board of Supervisors shall, within the following thirty (30) days, convene the GMS in substitution for the Board of Directors in accordance with the Law on Enterprises. If the Board of Supervisors fails to convene the GMS as required, it shall be liable for compensating any losses incurred by the Company.

1.4. If the Board of Supervisors fails to convene the GMS in accordance with Clause 1.3 of this Article, a shareholder or group of shareholders as prescribed in the Company's Charter shall have the right to represent the Company in convening the GMS.

##### **2. Preparation of the List of Shareholders Entitled to Attend the Meeting**

- 2.1. The procedures for determining the record date and preparing the list of



shareholders shall comply with securities laws. The list of shareholders entitled to attend the GMS shall be prepared no more than ten (10) days before the date on which the meeting invitation is sent.

2.2. The list of shareholders entitled to attend the GMS must include:

Full name, contact address, and legal identification number for individual shareholders;

Name, enterprise registration number or legal entity identification number, and head office address for organizational shareholders; and

Number of shares of each class held by each shareholder.

### **3. Notice of the Record Date for Determining Shareholders Entitled to Attend the GMS**

3.1. The Company must announce the record date for determining shareholders entitled to attend the GMS and disclose information regarding the preparation of the list of eligible shareholders at least twenty (20) days prior to the record date.

3.2. Shareholders shall have the right to inspect, review, extract, and copy the names and contact addresses of shareholders listed as entitled to attend the GMS, and to request correction of inaccurate information or supplementation of necessary information relating to themselves. The Company's managers shall promptly provide information and correct or supplement inaccurate information upon shareholders' requests and shall be liable for any losses arising from failure to provide, or delayed or inaccurate provision of, shareholder information as requested.

### **4. Notice of Convocation of the General Meeting of Shareholders**

4.1. The person convening the GMS shall send meeting notices to all shareholders included in the list of shareholders entitled to attend the meeting no later than twenty-one (21) days prior to the opening date of the meeting (calculated from the date on which the notice is validly sent or dispatched). The meeting notice shall be sent to all shareholders by a method ensuring delivery to the shareholders' registered contact addresses and shall simultaneously be published on the Company's website and disclosed to the State Securities Commission and the Stock Exchange where the Company's securities are registered for trading or listed.

4.2. The meeting agenda and documents relating to matters to be voted on at the GMS shall be sent to shareholders and/or posted on the Company's website. Where meeting documents are not enclosed with the meeting notice, the notice must clearly specify the link to access all meeting documents, including:

a. The meeting agenda, documents to be used at the meeting, and draft resolutions for each agenda item;

b. The list and detailed information of candidates in the event of election of members of the Board of Directors or the Board of Supervisors.

### **5. Agenda and Contents of the General Meeting of Shareholders**

5.1. The person convening the GMS shall prepare the meeting agenda and



contents.

5.2. A shareholder or group of shareholders as prescribed in the Company's Charter shall have the right to propose matters for inclusion in the GMS agenda. Such proposal must be made in writing and submitted to the Company no later than three (03) working days before the opening date of the meeting. The proposal must include: Full name, permanent address, nationality, and Citizen Identification Card number or other lawful personal identification document for individual shareholders; Name, enterprise registration number or establishment decision number, and head office address for organizational shareholders; Number and class of shares held; and The proposed matter to be included in the meeting agenda.

5.3. If the person convening the GMS rejects a proposal referred to in Clause 5.2 of this Article, he/she must provide a written response stating the reasons no later than two (02) working days before the opening date of the meeting. A proposal may only be rejected in one of the following circumstances:

- a. The proposal is not submitted in accordance with Clause 5.2 of this Article;
- b. At the time of the proposal, the shareholder or shareholder group does not hold at least five percent (5%) of the ordinary shares as required by the Charter;
- c. The proposed matter does not fall within the authority of the GMS.

5.4. The person convening the GMS must accept and include proposals specified in Clause 5.2 of this Article in the proposed agenda and meeting contents, except in the cases specified in Clause 5.3. Such proposals shall be officially added to the agenda and meeting contents upon approval by the GMS.

## **6. Authorization of Representatives to Attend the General Meeting of Shareholders**

6.1. A shareholder or an authorized representative of an organizational shareholder may attend the meeting in person, authorize in writing one or more individuals or organizations to attend on his/her/its behalf, or participate through any method permitted under the Company's Charter.

6.2. Any authorization of an individual or organization to attend the GMS must be made in writing. The power of attorney shall be prepared in accordance with the Company's regulations and applicable civil laws and must specify: The name of the authorized individual or organization; The number of shares represented; The scope and contents of authorization; The term of authorization; and The signatures of both the principal and the authorized representative. The authorized representative must present the power of attorney upon registration for attendance before entering the meeting venue.

## **7. Registration for Attendance at the General Meeting of Shareholders**

7.1. Shareholders may register for attendance in the manner specified in the meeting notice, including one of the following methods: Direct registration; Registration by mail; Registration by email; or Other methods notified by the



Company prior to the deadline stated in the meeting notice.

7.2. The Board of Directors shall determine the specific registration procedures in a manner most convenient for shareholders and shall notify shareholders thereof when issuing the meeting notice.

### **8. Quorum**

8.1. A GMS shall proceed when shareholders attending the meeting represent more than fifty percent (50%) of the total voting shares.

8.2. If the first meeting does not satisfy the quorum requirement under Clause 8.1 of this Article, notice of the second meeting must be sent within thirty (30) days from the scheduled date of the first meeting. The second meeting shall proceed when attending shareholders represent at least thirty-three percent (33%) of the total voting shares.

8.3. If the second meeting does not satisfy the quorum requirement under Clause 8.2 of this Article, notice of the third meeting must be sent within twenty (20) days from the scheduled date of the second meeting. The third meeting shall proceed regardless of the number of voting shares represented by attending shareholders.

8.4. Upon proposal of the Chairperson, the GMS may amend the agenda attached to the meeting notice.

### **9. Method of Adopting Resolutions of the General Meeting of Shareholders**

The General Meeting of Shareholders shall adopt resolutions falling within its authority through direct voting at the meeting.

### **10. Voting Procedures**

10.1. Upon registration, the Company shall issue to each shareholder or authorized representative entitled to vote a voting card stating the registration number, shareholder's name, and number of votes held by such shareholder. Voting at the meeting shall be conducted on the basis of: Approval; Disapproval; or Abstention (no opinion).

10.2. The GMS shall discuss and vote separately on each item of the meeting agenda. Voting may be conducted by raising voting cards or depositing ballots into ballot boxes, depending on the matter being voted upon. The detailed voting procedures shall be specified in and approved under the Rules of Procedure of the Meeting.

10.3. Shareholders or authorized representatives arriving after the opening of the meeting may still register and participate in voting immediately upon registration. In such case, the validity of matters voted upon prior to their arrival shall remain unaffected.

10.4. The election of members of the Board of Directors and the Board of Supervisors 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 positions to be elected to the Board of Directors or the Board of



Supervisors. A shareholder may allocate all or part of his/her total votes to one or more candidates.

### **11. Vote Counting and Announcement of Voting Results**

Ballots and voting cards shall be counted in the following order for each matter submitted for voting: votes in favor, votes against, and abstentions (no opinion).

The announcement of vote-counting results shall be carried out in accordance with the Working Regulations of the General Meeting.

### **12. Conditions for Adoption of Resolutions**

**12.1.** Resolutions on the following matters shall be adopted if approved by shareholders representing **65% or more of the total voting rights** of all shareholders attending the meeting:

- a. Classes of shares and the total number of shares of each class;
- b. Changes to business lines, trades and business sectors;
- c. Changes to the Company's management and organizational structure;
- d. Investment projects or the sale of assets having a value equal to or greater than **35% of the total assets** recorded in the Company's most recent financial statements;
- e. Reorganization or dissolution of the Company.

**12.2.** Other resolutions shall be adopted if approved by shareholders holding **more than 50% of the total voting rights** of all shareholders attending the meeting, except for the matters specified in Clause 12.1 of this Article.

**12.3.** Resolutions of the General Meeting of Shareholders approved by **100% of the total voting shares** shall be lawful and effective even if the procedures for convening the meeting and adopting such resolutions do not comply with the provisions of the Law on Enterprises and the Company's Charter.

**12.4.** In the election of members of the Board of Directors and members of the Supervisory Board, elected candidates shall be determined based on the number of votes received, ranked from highest to lowest, starting with the candidate receiving the highest number of votes until all positions prescribed in the Company's Charter are filled. Where two (02) or more candidates receive an equal number of votes for the final seat on the Board of Directors or the Supervisory Board, a re-election shall be conducted among those candidates receiving the same number of votes, or the selection shall be made in accordance with the criteria set out in the Election Regulations.

### **13. Procedures for Objecting to Resolutions of the General Meeting of Shareholders**

**13.1.** Within ninety (90) days from the date of receipt of the minutes of the General Meeting of Shareholders or the vote-counting record of a written shareholders' resolution, a shareholder or group of shareholders specified in the Company's Charter shall have the right to request a Court or Arbitration Tribunal to review and invalidate



a resolution, or part thereof, of the General Meeting of Shareholders in the following cases:

a. The procedures for convening the meeting, collecting shareholders' written opinions, or adopting resolutions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and this Charter, except in cases otherwise provided for in the Company's Charter;

b. The contents of the resolution violate the law or the Company's Charter.

**13.2.** Where a shareholder or group of shareholders requests a Court or Arbitration Tribunal to invalidate a resolution of the General Meeting of Shareholders in accordance with this Article, such resolution shall remain valid and enforceable until the decision of the Court or Arbitration Tribunal invalidating the resolution becomes legally effective, except where interim emergency measures are applied pursuant to a decision of a competent authority.

#### **14. Minutes of the General Meeting of Shareholders**

14.1. The General Meeting of Shareholders shall be recorded in minutes and may be audio-recorded or recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese and may additionally be prepared in English. The minutes shall include the following principal contents:

- a) Name, address of the head office, and enterprise registration number;
- b) Time and venue of the General Meeting of Shareholders;
- c) Agenda and contents of the meeting;
- d) Full name of the Chairperson and the Secretary;
- e) Summary of the proceedings of the meeting and opinions expressed at the General Meeting of Shareholders on each agenda item;
- f) Number of shareholders and total voting rights of shareholders attending the meeting; representatives of shareholders attending the meeting together with the corresponding number of shares and voting rights;
- g) Total number of votes cast for each matter submitted for voting, specifying the voting method, total number of valid votes, invalid votes, votes in favor, votes against, and abstentions; and the corresponding percentages of 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 the event that the Chairperson and/or the Secretary refuse to sign the minutes, such minutes shall remain valid if signed by all other members of the Board of Directors attending the meeting and containing all contents required under this Clause. The minutes must clearly state the refusal of the Chairperson and/or the Secretary to sign the minutes.

14.2. The minutes of the General Meeting of Shareholders must be completed and approved before the closing of the meeting.



14.3. The Chairperson, the Secretary of the meeting, or any other person signing the minutes shall be jointly responsible for the truthfulness and accuracy of the contents thereof.

14.4. Minutes prepared in Vietnamese and English shall have equal legal validity. In the event of any discrepancy between the Vietnamese and English versions, the Vietnamese version shall prevail.

14.5. The minutes of the General Meeting of Shareholders, resolutions duly adopted, and documents attached to the notice of invitation to the meeting shall be retained at the Company's head office.

#### **15. Disclosure of Resolutions of the General Meeting of Shareholders**

The disclosure of resolutions of the General Meeting of Shareholders shall be carried out in accordance with the provisions of securities laws.

#### **Article 5. Procedures for the General Meeting of Shareholders to Adopt Resolutions by Written Ballot**

1. Except for the Annual General Meeting of Shareholders, all matters falling within the authority of the General Meeting of Shareholders may be approved either by voting at a meeting or by obtaining shareholders' opinions in writing in accordance with this Article.

2. Procedures for the General Meeting of Shareholders to adopt Resolutions by way of written ballot:

2.1. The Board of Directors shall have the right to collect shareholders' opinions in writing to approve decisions of the General Meeting of Shareholders whenever it deems such action necessary for the interests of the Company.

2.2. The Board of Directors shall prepare the written ballot, draft resolution of the General Meeting of Shareholders, explanatory documents relating to the draft resolution, and send them to all shareholders entitled to vote no later than ten (10) days prior to the deadline for returning the completed written ballots. The preparation of the list of shareholders to whom the written ballots are sent shall be carried out in accordance with Clause 2 of Article 4 of this Regulation. The requirements and methods for sending the written ballots and accompanying documents shall comply with Clause 4 of Article 4 of this Regulation.

2.3. A written ballot must contain the following principal contents:

a) Name, address of the head office, and enterprise registration number of the Company;

b) Purpose of collecting shareholders' opinions;

c) Full name, contact address, nationality, and legal identification document number of an individual shareholder; name, enterprise registration number or legal document number, and head office address of an organizational shareholder; or full name, contact address, nationality, and legal identification document number of the representative of an organizational shareholder; number of shares of each class and the



corresponding number of voting rights of the shareholder;

d) Matters on which opinions are sought for approval of a decision;

e) Voting options, including “For”, “Against”, and “No Opinion” with respect to each matter submitted for opinion;

f) Deadline for returning the completed written ballot to the Company;

g) Full name and signature of the Chairman of the Board of Directors.

2.4. Shareholders may return completed written ballots to the Company by post or by electronic mail in accordance with the following provisions:

a) In the case of postal delivery, the completed written ballot must bear the signature of the individual shareholder or the authorized representative or legal representative of the organizational shareholder. The written ballot sent to the Company must be placed in a sealed envelope, and no person shall be entitled to open it prior to the vote-counting process;

b) In the case of electronic mail delivery, the written ballot returned to the Company must be kept confidential until the vote-counting process takes place;

c) Any written ballot received by the Company after the deadline specified in the ballot, or any ballot that has been opened before the vote-counting process in the case of postal delivery, or disclosed before the vote-counting process in the case of electronic mail delivery, shall be deemed invalid. A written ballot that is not returned to the Company shall be deemed a non-participating vote.

2.5. The Board of Directors shall organize the counting of votes and prepare a vote-counting report under the witness and supervision of the Supervisory Board or a shareholder who does not hold any managerial position in the Company. The vote-counting report must contain the following principal contents:

a) Name, address of the head office, and enterprise registration number of the Company;

b) Purpose of collecting shareholders' opinions and matters submitted for approval by resolution;

c) Number of shareholders and total number of voting shares participating in the voting process, including a breakdown of valid and invalid votes and the method by which voting ballots were submitted, together with an appendix containing the list of participating shareholders;

d) Total number of votes cast “For”, “Against”, and “No Opinion” with respect to each matter;

e) Matters approved and the corresponding approval ratio;

f) Full names and signatures of the Chairman of the Board of Directors, the vote-counting supervisor, and the vote counters.

Members of the Board of Directors, the vote-counting supervisor, and the vote counters shall be jointly responsible for the truthfulness and accuracy of the vote-counting report and shall jointly bear liability for any damages arising from resolutions



adopted on the basis of dishonest or inaccurate vote counting.

2.6. The vote-counting report and resolutions shall be disclosed in accordance with the laws and regulations on securities.

2.7. Completed written ballots, vote-counting reports, adopted resolutions, and all documents accompanying the written ballots shall be retained at the Company's head office.

2.8. A resolution adopted by way of collecting shareholders' opinions in writing must be approved by shareholders representing more than fifty percent (50%) of the total voting shares.

2.9. A resolution adopted by way of collecting shareholders' opinions in writing shall have the same validity and effect as a resolution adopted at a meeting of the General Meeting of Shareholders.

#### **Article 6. Procedures for the General Meeting of Shareholders to Adopt Resolutions through Online Meetings or Hybrid Meetings**

The procedures for the General Meeting of Shareholders to adopt resolutions through an online meeting or through a hybrid meeting combining in-person and online participation shall be governed by a separate regulation formulated by the Board of Directors and submitted to the General Meeting of Shareholders for approval prior to implementation.

### **CHAPTER III BOARD OF DIRECTORS**

#### **Article 7. Role, Rights and Obligations of the Board of Directors; Responsibilities of Members 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 and exercise the rights and obligations of the Company, except for those rights and obligations falling within the authority of the General Meeting of Shareholders.

2. The Board of Directors shall have the following rights and obligations:

a) To decide on the Company's strategy, medium-term development plans, and annual business plans;

b) To recommend the classes of shares and the total number of shares of each class authorized for offering;

c) To decide on the sale of unsold shares within the number of shares authorized for offering of each class and to decide on other forms of capital mobilization;

d) To determine the offering price of shares and bonds of the Company;

e) To decide on the repurchase of shares in accordance with Clauses 1 and 2 of Article 133 of the Law on Enterprises;

f) To decide on investment projects or the disposal of assets with a value of less than thirty-five percent (35%) of the total assets as stated in the Company's most



recently audited financial statements.

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 having a value of thirty-five percent (35%) or more of the total asset value as recorded in the Company's most recent audited financial statements, or such other value as may be stipulated under resolutions delegating authority issued by the Board of Directors from time to time, and contracts and transactions falling within the authority of the General Meeting of Shareholders pursuant to Point d, Clause 2, Article 138 and Clauses 1 and 3, Article 167 of the Law on Enterprises;

i) To elect, dismiss, and remove the Chairman of the Board of Directors; appoint, dismiss, enter into employment contracts with, and terminate employment contracts of the General Director, Deputy General Directors, Chief Accountant, and other key managers as determined by resolutions of the Board of Directors from time to time; and to determine the salaries, remuneration, bonuses, and other benefits of such managers;

j) To supervise and direct the General Director and other managers in the conduct of the Company's daily business operations;

k) To decide on the organizational structure and internal management regulations of the Company within its authority as prescribed by resolutions of the Board of Directors from time to time; to decide on the establishment of subsidiaries, branches, representative offices, and the contribution of capital to, or acquisition of shares in, other enterprises;

l) 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' opinions for the General Meeting of Shareholders to adopt resolutions;

m) To submit annual financial statements to the General Meeting of Shareholders;

n) To recommend dividend rates; to decide on the timing and procedures for dividend payments or the handling of losses incurred during business operations;

o) To recommend the reorganization or dissolution of the Company and to petition for the Company's bankruptcy;

p) To delegate to the General Director the performance of executive functions within the authority of the Board of Directors;

q) To be accountable to shareholders for the Company's operations;

r) To treat all shareholders equally and respect the interests of persons having rights and interests related to the Company;

s) To ensure that the Company's operations comply with applicable laws, the Charter, and internal regulations of the Company;



t) To formulate the Regulation on the Operation of the Board of Directors and submit it to the General Meeting of Shareholders for approval, and to publish such regulation on the Company's website;

u) To supervise and prevent conflicts of interest involving members of the Board of Directors, members of the Supervisory Board, the General Director, and other managers, including the misuse of Company assets and the abuse of related-party transactions;

v) To formulate the Internal Corporate Governance Regulations and submit them to the General Meeting of Shareholders for approval;

w) To appoint the person in charge of corporate governance;

x) To organize training and professional development programs on corporate governance and other necessary skills for members of the Board of Directors, the General Director, and other managers of the Company;

y) To report on the activities of the Board of Directors at the General Meeting of Shareholders in accordance with Article 280 of Decree No. 155/2020/ND-CP and any amendments, supplements, or replacements thereof;

z) To exercise other rights and perform other obligations as prescribed by the Law on Enterprises, the Law on Securities, other applicable laws, and this Charter.

#### **Article 8. Nomination, Self-Nomination, Election, Dismissal and Removal of Members of the Board of Directors**

##### **1. Term and Number of Members of the Board of Directors**

a) The Board of Directors shall consist of five (05) members.

b) The term of office of a member of the Board of Directors shall not exceed five (05) years and such member may be re-elected for an unlimited number of terms. Where all members of the Board of Directors simultaneously complete their terms of office, they shall continue to serve as members of the Board of Directors until newly elected members are appointed and assume their duties.

##### **2. Structure, Criteria and Conditions of Members of the Board of Directors**

###### **a) Structure of the Board of Directors**

The total number of non-executive members of the Board of Directors must account for at least one-third (1/3) of the total number of members of the Board of Directors. The structure of the Board of Directors shall comply with applicable laws. The Company shall minimize the number 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.

###### **b) Criteria and Conditions of Members of the Board of Directors**

i. Not being a person prohibited under Clause 2, Article 17 of the Law on Enterprises;

ii. Possessing professional qualifications and experience in business administration or in the business sectors and industries of the Company, and not



necessarily being a shareholder of the Company;

iii. Not being a family member of the General Director or any other manager of the Company;

iv. The Chairman of the Board of Directors shall not concurrently hold the position of General Director of the Company;

v. A member of the Board of Directors of the Company may simultaneously serve as a member of the board of directors of no more than five (05) other companies.

### 3. Nomination and Self-Nomination of Members of the Board of Directors

3.1. The Board of Directors shall notify shareholders of the number of members proposed to be elected or additionally elected to the Board of Directors and shall simultaneously announce the qualifications and conditions applicable to such positions so that shareholders may nominate candidates or stand for election.

3.2. Shareholders holding ordinary shares shall have the right to aggregate their voting rights to nominate candidates to the Board of Directors. A shareholder or group of shareholders holding from ten percent (10%) to less than twenty percent (20%) of the voting shares may nominate a maximum of one (01) candidate; from twenty percent (20%) to less than thirty percent (30%), a maximum of two (02) candidates; from thirty percent (30%) to less than forty percent (40%), a maximum of three (03) candidates; from forty percent (40%) to less than fifty percent (50%), a maximum of four (04) candidates; from fifty percent (50%) to less than sixty percent (60%), a maximum of five (05) candidates; from sixty percent (60%) to less than seventy percent (70%), a maximum of six (06) candidates; from seventy percent (70%) to less than eighty percent (80%), a maximum of seven (07) candidates; and from eighty percent (80%) to less than ninety percent (90%) of the total voting shares, a maximum of eight (08) candidates.

3.3. In the event that the number of candidates nominated or self-nominated remains insufficient, the incumbent Board of Directors may introduce additional candidates for consideration and approval by the General Meeting of Shareholders.

### 4. Method of Election of Members of the Board of Directors

The election of members of the Board of Directors shall be conducted using the cumulative voting method, 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. Each shareholder may allocate all or part of his/her/its total votes to one or more candidates.

The candidates receiving the highest number of votes shall be elected in descending order, beginning with the candidate obtaining the highest number of votes and continuing until all positions specified in this Charter are filled.

In the event that two (02) or more candidates receive an equal number of votes for the final available position on the Board of Directors, a re-election shall be conducted among those candidates with equal votes, or the selection shall be made in



accordance with the criteria set forth in the election regulations.

## 5. Cases of Dismissal, Removal and Addition of Members of the Board of Directors

5.1. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:

- a) The member no longer satisfies the qualifications and conditions prescribed in these Regulations and the Company's Charter;
- b) The member submits a resignation letter and such resignation is accepted.

5.2. The General Meeting of Shareholders shall remove a member of the Board of Directors if such member fails to participate in the activities of the Board of Directors for six (06) consecutive months, except in cases of force majeure.

5.3. Where deemed necessary, the General Meeting of Shareholders may decide to replace, dismiss or remove a member of the Board of Directors in circumstances other than those specified in Clauses 5.1 and 5.2 of this Article.

5.4. The Board of Directors must convene a General Meeting of Shareholders to elect additional members of the Board of Directors in the following circumstances:

a) The number of members of the Board of Directors is reduced by more than one-third ( $\frac{1}{3}$ ) of the number prescribed in the Charter of the Corporation. In such case, the Board of Directors must convene a General Meeting of Shareholders within sixty (60) days from the date on which the number of members is reduced by more than one-third ( $\frac{1}{3}$ );

b) Except for the case specified in Point a above, the General Meeting of Shareholders shall elect a new member to replace a member of the Board of Directors who has been dismissed or removed at the nearest meeting.

## 6. Announcement of Election, Dismissal and Removal of Members of the Board of Directors

6.1. Where candidates for membership of the Board of Directors have been identified, the Company must disclose information relating to such candidates on the Company's website at least ten (10) days prior to the opening date of the General Meeting of Shareholders so that shareholders may review information about the candidates before voting. Candidates for the Board of Directors must provide a written commitment confirming the truthfulness and accuracy of the personal information disclosed and undertake to perform their duties honestly, diligently and in the best interests of the Company if elected as members of the Board of Directors. Information relating to candidates for membership of the Board of Directors shall include, at a minimum, the following:

- a) Full name and date of birth;
- b) Professional qualifications;
- c) Employment history and work experience;



d) Other managerial positions held (including directorships or board memberships in other companies);

e) Interests related to the Company and its related parties (if any);

f) Full name of the shareholder or group of shareholders nominating the candidate (if any).

6.2. The election, dismissal or removal of a member of the Board of Directors must be disclosed on the Corporation's website, the Stock Exchange and the State Securities Commission within twenty-four (24) hours from the occurrence of the relevant event in accordance with securities laws.

#### 7. Election, Removal and Dismissal of the Chairman of the Board of Directors

7.1. The Chairman of the Board of Directors shall be elected, dismissed or removed by the Board of Directors from among its members.

7.2. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within seven (07) working days from the completion of the election of such Board of Directors.

Such meeting shall be convened and chaired by the member receiving the highest number of votes or the highest percentage of votes. Where more than one member receives the same highest number of votes or voting percentage, the members shall elect, by majority vote, one among them to convene the meeting of the Board of Directors.

#### 7.3. Removal or Dismissal of the Chairman of the Board of Directors

Where the Chairman of the Board of Directors submits a resignation letter, the Board of Directors shall, within ten (10) days from the date of receipt of such resignation letter, convene a meeting to consider and decide upon the resignation, removal or dismissal, and elect a new Chairman of the Board of Directors in accordance with applicable regulations.

### **Article 9. Remuneration and Other Benefits of Members of the Board of Directors**

1. The Company may pay remuneration and bonuses to members of the Board of Directors based on the Company's business performance and operating results.

2. Members of the Board of Directors shall be entitled to remuneration and bonuses. Remuneration shall be calculated on a monthly basis. The Board of Directors shall determine the remuneration payable to each member on the basis of unanimous agreement. The aggregate remuneration and bonuses of the Board of Directors shall be determined by the General Meeting of Shareholders at its annual meeting.

3. Members of the Board of Directors shall be reimbursed for accommodation, meals, travel expenses and other reasonable expenses incurred in the performance of their assigned duties.

4. The remuneration of each member of the Board of Directors shall be recognized as an operating expense of the Corporation in accordance with the laws on



corporate income tax, separately presented in the annual financial statements of the Corporation, and reported to the General Meeting of Shareholders at its annual meeting.

#### Article 10. Procedures for Organizing Meetings of the Board of Directors

##### 1. Meetings of the Board of Directors

The Board of Directors shall meet at least once every quarter and may hold extraordinary meetings when necessary.

##### 2. Cases Requiring the Convening of an Extraordinary Meeting of the Board of Directors

2.1. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following circumstances:

- a) Upon the request of the Supervisory Board;
- b) Upon the request of the General Director or at least three (03) other managers;
- c) Upon the request of at least two (02) members of the Board of Directors.

2.2. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within seven (07) working days from the date of receipt of a request specified in Clause 2.1 above. If the Chairman fails to convene the meeting as requested, he/she shall be liable for any damages incurred by the Company. The requesting party shall have the right to convene the meeting of the Board of Directors in place of the Chairman.

##### 3. Notice of Meeting of the Board of Directors

3.1. The Chairman of the Board of Directors or the person convening the meeting must send a notice of meeting no later than three (03) working days prior to the meeting date. The notice of meeting must specify the time and venue of the meeting, agenda, matters to be discussed and resolved. The notice must be accompanied by documents to be used at the meeting and voting ballots for members.

3.2. The notice of a Board of Directors meeting may be delivered by invitation letter, telephone, facsimile, electronic means or other methods that ensure delivery to the contact address registered with the Company by each member of the Board of Directors.

##### 4. Right of Members of the Supervisory Board to Attend Meetings of the Board of Directors

The Chairman of the Board of Directors or the person convening the meeting shall send notices of meeting and accompanying documents to Supervisors in the same manner as those sent to members of the Board of Directors. Supervisors shall have the right to attend meetings of the Board of Directors and participate in discussions but shall not have voting rights.

##### 5. Quorum for Meetings of the Board of Directors

A meeting of the Board of Directors shall be validly convened when attended



by at least three-quarters (3/4) of the total number of members. If a meeting convened in accordance with this Clause fails to meet the required quorum, a second meeting may be convened within seven (07) days from the date scheduled for the first meeting. In such case, the meeting shall be valid if attended by more than one-half (1/2) of the members of the Board of Directors.

#### 6. Methods of Voting

A member of the Board of Directors shall be deemed present and voting at a meeting in any of the following circumstances:

- 6.1. Attending and voting in person at the meeting;
- 6.2. Authorizing another person to attend and vote on his/her behalf in accordance with Clause 8 of this Article;
- 6.3. Attending and voting through an online meeting, electronic voting system or other electronic means;
- 6.4. Submitting voting ballots to the meeting by post or electronic mail;
- 6.5. Attending and voting through a combination of one or more of the methods specified above.

#### 7. Adoption of Resolutions of the Board of Directors

Resolutions and decisions of the Board of Directors shall be adopted if approved by a majority of the members attending the meeting. In the event of a tied vote, the final decision shall follow the vote cast by the Chairman of the Board of Directors.

#### 8. Authorization to Attend Meetings by Members of the Board of Directors

Members shall attend all meetings of the Board of Directors in full. A member may authorize another person to attend and vote on his/her behalf if such authorization is approved by a majority of the members of the Board of Directors.

#### 9. Minutes of Meetings of the Board of Directors

Meetings of the Board of Directors must be recorded in minutes and may also be audio-recorded, electronically recorded and stored in other electronic formats. The minutes shall be prepared in Vietnamese and may additionally be prepared in a foreign language, and shall include the following principal contents:

- 9.1. Name, head office address and enterprise registration number of the Company;
- 9.2. Time and venue of the meeting;
- 9.3. Purpose, agenda and contents of the meeting;
- 9.4. Full names of attending members or their authorized representatives and the method of attendance; full names of absent members and reasons for absence;
- 9.5. Matters discussed and voted upon at the meeting;
- 9.6. Summary of opinions expressed by each attending member in chronological order of the meeting proceedings;
- 9.7. Voting results, specifying members voting in favor, against or abstaining;



9.8. Matters approved and the corresponding approval ratios;

9.9. Full names and signatures of the chairperson and minute-taker, except as provided in Clause 10 of this Article.

10. Where the chairperson and/or the secretary refuses to sign the minutes of the Board of Directors meeting, such minutes shall nevertheless remain valid if signed by all other attending members of the Board of Directors and containing all information specified in Clauses 9.1 through 9.8 of this Article.

11. Minutes prepared in Vietnamese and in a foreign language shall have equal legal validity. In the event of any discrepancy between the Vietnamese version and the foreign-language version, the Vietnamese version shall prevail.

12. Announcement of Resolutions and Decisions of the Board of Directors

The disclosure of resolutions and decisions of the Board of Directors shall be carried out in accordance with the Charter of the Corporation, the Law on Enterprises, the Law on Securities and other relevant legal regulations.

13. Collection of Written Opinions from Members of the Board of Directors

The authority, form, sequence and procedures for collecting written opinions from members of the Board of Directors shall be implemented in accordance with applicable laws and shall be further specified in the Regulation on Organization and Operation of the Board of Directors.

## **Article 11. Selection, Appointment and Dismissal of the Person in Charge of Corporate Governance**

1. Qualifications of the Person in Charge of Corporate Governance

1.1. The Person in Charge of Corporate Governance of the Company must possess knowledge of applicable laws and must not concurrently work for the approved auditing firm that is auditing the Company's financial statements.

1.2. The Person in Charge of Corporate Governance may concurrently serve as the Company Secretary.

2. Appointment of the Person in Charge of Corporate Governance

The Board of Directors shall appoint one (01) Person in Charge of Corporate Governance to support corporate governance activities within the enterprise.

3. Cases of Dismissal of the Person in Charge of Corporate Governance

3.1. No longer satisfying the qualifications and conditions for serving as the Person in Charge of Corporate Governance as prescribed in Clause 1 of this Article;

3.2. Failure to perform assigned duties and responsibilities;

3.3. Submission of a resignation letter that is accepted.

4. Announcement of Appointment and Dismissal of the Person in Charge of Corporate Governance

The appointment and dismissal of the Person in Charge of Corporate Governance shall be disclosed in accordance with the Company's Charter, the Law on Enterprises and the Law on Securities.



## 5. Rights and Obligations of the Person in Charge of Corporate Governance

5.1. Advising the Board of Directors on the organization of meetings of the General Meeting of Shareholders in accordance with applicable regulations and on matters relating to the relationship between the Corporation and its shareholders;

5.2. Preparing meetings of the Board of Directors, the Supervisory Board and the General Meeting of Shareholders as requested by the Board of Directors or the Supervisory Board;

5.3. Advising on meeting procedures;

5.4. Attending meetings;

5.5. Advising on procedures for preparing resolutions of the Board of Directors in compliance with applicable laws;

5.6. Providing financial information, minutes of meetings of the Board of Directors and other information to members of the Board of Directors and members of the Supervisory Board;

5.7. Monitoring and reporting to the Board of Directors on the Corporation's information disclosure activities;

5.8. Acting as the focal point for communication with stakeholders;

5.9. Maintaining confidentiality of information in accordance with applicable laws;

5.10. Performing other rights and obligations as prescribed by law.

## **CHAPTER IV SUPERVISORY BOARD**

### **Article 12. Roles, Rights and Obligations of the Supervisory Board; Responsibilities of Supervisors**

#### **1. Rights and Obligations of the Supervisory Board**

1.1. The Supervisory Board shall supervise the Board of Directors and the General Director in the management and administration of the Company.

1.2. To examine the reasonableness, legality, honesty and prudence in the management and operation of business activities; and the systematic, consistent and appropriate implementation of accounting, statistics and financial reporting activities.

1.3. To review the completeness, legality and accuracy of the Company's business performance reports, annual financial statements and reports on the management activities of the Board of Directors, and present review reports at the Annual General Meeting of Shareholders. To review contracts and transactions with related parties falling within the approval authority of the Board of Directors or the General Meeting of Shareholders and make recommendations regarding contracts and transactions requiring approval by the Board of Directors or the General Meeting of Shareholders.



1.4. To review, inspect and evaluate the effectiveness and efficiency of the Company's internal control, internal audit, risk management and early warning systems.

1.5. To examine accounting books, accounting records and other documents of the Company, and the management and operation of the Company's activities whenever deemed necessary or pursuant to a resolution of the General Meeting of Shareholders or at the request of shareholders or groups of shareholders as prescribed in the Company's Charter.

1.6. Upon request by shareholders or groups of shareholders as prescribed in the Company's Charter, the Supervisory Board shall conduct an inspection within seven (07) working days from receipt of such request. Within fifteen (15) days from completion of the inspection, the Supervisory Board must report on the matters requested for inspection to the Board of Directors and the requesting shareholder(s). Such inspection shall not obstruct the normal operations of the Board of Directors or disrupt the Company's business activities.

1.7. To recommend to the Board of Directors or the General Meeting of Shareholders measures for amendment, supplementation and improvement of the Company's management, supervision and operational structure.

1.8. Upon discovering that a member of the Board of Directors or the General Director has violated the provisions of Article 165 of the Law on Enterprises, the Supervisory Board must immediately notify the Board of Directors in writing, request the violator to cease the violation and take remedial actions.

1.9. To attend and participate in discussions at meetings of the General Meeting of Shareholders, the Board of Directors and other meetings of the Company.

1.10. To engage independent consultants of the Company to perform assigned duties.

1.11. The Supervisory Board may consult with the Board of Directors before submitting reports, conclusions and recommendations to the General Meeting of Shareholders.

1.12. To propose and recommend that the General Meeting of Shareholders approve the list of approved audit firms eligible to audit the Company's financial statements; to select the approved audit firm to examine the Company's operations; and to dismiss an approved auditor when deemed necessary.

1.13. To be accountable to shareholders for its supervisory activities.

1.14. To supervise the financial condition of the Company and compliance with laws by members of the Board of Directors, the General Director and other managers.

1.15. To ensure effective coordination with the Board of Directors, the General Director and shareholders.

1.16. Where violations of law or the Company's Charter by members of the Board of Directors, the General Director or other executive officers are detected, the



Supervisory Board shall notify the Board of Directors in writing within forty-eight (48) hours, require the violator to cease the violation and implement remedial measures.

1.17. To formulate the Operational Regulations of the Supervisory Board and submit them to the General Meeting of Shareholders for approval.

1.18. To report to the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/ND-CP and any amendments, supplements or replacements thereof (if any).

1.19. To have access to the Company's records and documents maintained at the head office, branches and other locations; and to visit the workplaces of managers and employees of the Company during working hours.

1.20. To request the Board of Directors, members of the Board of Directors, the General Director and other managers to provide complete, accurate and timely information and documents relating to the management, administration and business activities of the Company.

1.21. Other rights and obligations as prescribed by law, this Charter and resolutions of the General Meeting of Shareholders.

## 2. Responsibilities of Supervisors

2.1. To comply with applicable laws, the Company's Charter, resolutions of the General Meeting of Shareholders and professional ethics in performing assigned rights and obligations.

2.2. To perform assigned rights and obligations honestly, prudently and to the best of their ability in order to maximize the lawful interests of the Company.

2.3. To remain loyal to the interests of the Company and its shareholders; not to abuse their position or authority, or use information, know-how, business opportunities or other assets of the Company for personal gain or for the benefit of other organizations or individuals.

2.4. To perform other obligations prescribed by the Law on Enterprises and the Company's Charter.

2.5. Any Supervisor who violates Clauses 2.1 through 2.4 of this Article and causes damage to the Company or any other person shall be personally or jointly liable for compensation. Any income or benefits obtained from such violations must be returned to the Company.

2.6. Where a Supervisor is found to have violated his or her assigned rights and obligations, such violation must be reported in writing to the Supervisory Board, and the violator must be required to cease the violation and remedy its consequences.

## **Article 13. Term of Office, Number, Composition and Structure of the Supervisory Board**

### 1. Term of Office, Number, Composition and Structure

1.1. The Supervisory Board shall consist of three (03) Supervisors. The term of



office of a Supervisor shall not exceed five (05) years and Supervisors may be re-elected for an unlimited number of terms.

1.2. The Supervisory Board shall comprise one Head of the Supervisory Board and other Supervisors. The Head of the Supervisory Board shall be elected by the Supervisory Board from among its members.

#### 2. Qualifications and Conditions of Supervisors

2.1. Not falling within the categories of persons prohibited under Clause 2, Article 17 of the Law on Enterprises;

2.2. Having professional training in economics, finance, accounting, auditing, law, business administration or another discipline relevant to the Company's business activities;

2.3. Not being a family member of any member of the Board of Directors, the General Director or other managers;

2.4. Not being a manager of the Company and not necessarily being a shareholder or employee of the Company;

2.5. Not being a family member of any manager of the Company;

2.6. Not falling within any of the following cases:

a) Working in the accounting or finance department of the Company;

b) Being a member or employee of an approved audit firm that has audited the Company's financial statements during the preceding three (03) consecutive years.

#### 3. Nomination and Self-Nomination of Supervisory Board Candidates

3.1. Shareholders holding ordinary shares shall have the right to aggregate their voting rights to nominate candidates for the Supervisory Board. A shareholder or group of shareholders holding from 10% to less than 20% may nominate one (01) candidate; from 20% to less than 30%, two (02) candidates; from 30% to less than 40%, three (03) candidates; from 40% to less than 50%, four (04) candidates; and from 50% to less than 60%, five (05) candidates.

3.2. If the number of candidates nominated or self-nominated remains insufficient, the incumbent Supervisory Board may introduce additional candidates. Any such nominations by the Supervisory Board must be clearly disclosed before the General Meeting of Shareholders votes to elect Supervisory Board members in accordance with applicable laws.

#### 4. Election of Supervisors

The election of Supervisors shall be conducted using the cumulative voting method, whereby each shareholder shall have a total number of votes equal to the number of shares owned multiplied by the number of Supervisory Board members to be elected. Shareholders may allocate all or part of their votes to one or more candidates. Candidates receiving the highest number of votes shall be elected in descending order until all positions prescribed by the Charter are filled. If two (02) or more candidates receive the same number of votes for the final position, a re-election



shall be conducted among those candidates or selection shall be made according to criteria specified in the election regulations.

## 5. Cases of Dismissal and Removal of Supervisory Board Members

### 5.1. Dismissal

The General Meeting of Shareholders shall dismiss a Supervisor in the following cases:

a) The Supervisor no longer satisfies the qualifications and conditions prescribed in Clause 2 of this Article;

b) The Supervisor submits a resignation letter which is accepted.

5.2. The General Meeting of Shareholders shall remove a Supervisor in the following cases:

a) Failure to fulfill assigned duties and responsibilities;

b) Failure to exercise rights and perform obligations for six (06) consecutive months, except in cases of force majeure;

c) Repeated or serious violations of the obligations of a Supervisor as prescribed by the Law on Enterprises, the Company's Charter and these Regulations;

d) Other cases as determined by a resolution of the General Meeting of Shareholders.

## 6. Announcement of Election, Appointment, Dismissal and Removal of Supervisory Board Members

The election, appointment, dismissal and removal of members of the Supervisory Board shall be disclosed in accordance with the Charter of the Corporation, the Law on Enterprises and the Law on Securities.

## 7. Remuneration and Other Benefits of Supervisory Board Members

7.1. Supervisors shall be entitled to salaries, remuneration, bonuses and other benefits as determined by the General Meeting of Shareholders. The General Meeting of Shareholders shall determine the total annual remuneration, bonuses, benefits and operating budget of the Supervisory Board.

7.2. Supervisors shall be reimbursed for accommodation, meals, travel expenses and reasonable costs incurred in engaging independent advisory services. The aggregate 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 resolved by the General Meeting of Shareholders.

7.3. Salaries and operating expenses of the Supervisory Board shall be recognized as operating expenses of the Company in accordance with the laws on corporate income tax and other relevant legal regulations, and shall be presented as a separate item in the Company's annual financial statements.



## **GENERAL DIRECTOR**

### **Article 14. Role, Responsibilities, Rights and Obligations of the General Director**

1. The General Director shall be responsible for the day-to-day management and operation of the Company's business activities; shall be subject to the supervision of the Board of Directors; and shall be accountable to the Board of Directors and before the law for the performance of his/her assigned rights and obligations.
2. The General Director shall have the following rights and obligations:
  - 2.1. To decide on matters relating to the Company's day-to-day business operations that do not fall within the authority of the Board of Directors.
  - 2.2. To organize the implementation of resolutions and decisions of the Board of Directors.
  - 2.3. To organize the implementation of the Company's business plans and investment plans.
  - 2.4. To propose organizational structure plans and internal management regulations of the Company.
  - 2.5. To appoint, dismiss, and remove managerial personnel of the Company, except for positions falling within the authority of the Board of Directors.
  - 2.6. To determine salaries and other benefits for employees of the Company, including managers appointed by the General Director.
  - 2.7. To recruit employees.
  - 2.8. To propose dividend payment plans or measures for handling business losses.
  - 2.9. To exercise other rights and perform other obligations as prescribed by law, the Charter, and resolutions and decisions of the Board of Directors.

### **Article 15. Appointment, Dismissal, Employment Contract Execution and Termination of the General Director**

#### **1. Term of Office, Criteria and Conditions of the General Director**

- 1.1. The term of office of the General Director shall not exceed five (05) years and may be renewed for an unlimited number of terms.
- 1.2. The General Director must satisfy the following criteria and conditions:
  - a) Not falling within the subjects specified in Clause 2, Article 17 of the Law on Enterprises;
  - b) Not being a family member of any manager of the Company or any Supervisor of the Company;
  - c) Possessing professional qualifications and experience in business administration relevant to the Company's operations.

#### **2. Appointment and Execution of Employment Contract with the General Director**

The Board of Directors shall appoint a member of the Board of Directors or hire another individual to serve as the General Director.

#### **3. Dismissal and Removal of the General Director**

The Board of Directors may dismiss or remove the General Director upon approval by a



majority of voting members of the Board of Directors attending the meeting and shall appoint a new General Director as replacement.

#### **4. Notification of Appointment, Dismissal, Removal, Execution and Termination of Contract with the General Director**

The election, appointment, dismissal, or removal of the General Director of the Corporation shall be disclosed on the Company's website, the Stock Exchange, and the State Securities Commission within twenty-four (24) hours from the occurrence of the relevant event in accordance with securities laws.

#### **5. Salary and Other Benefits of the General Director**

5.1. The General Director shall be entitled to salary and bonuses. The salary and bonuses of the General Director shall be determined by the Board of Directors.

5.2. The salary of the General Director shall be recorded as a business expense of the Company in accordance with the laws on corporate income tax and shall be separately disclosed in the Company's annual financial statements.

## **CHAPTER VI OTHER ACTIVITIES**

### **Article 16. Coordination among the Board of Directors, the Board of Supervisors and the General Director**

1. Procedures for Convening Meetings, Issuing Meeting Notices, Recording Minutes and Notifying Meeting Results among the Board of Directors, the Board of Supervisors and the General Director

1.1. The Chairman of the Board of Directors or the person convening a Board meeting shall send meeting notices and accompanying documents to the Supervisors in the same manner as to members of the Board of Directors.

Supervisors shall have the right to attend Board meetings and participate in discussions but shall not have voting rights.

1.2. When deemed necessary, the Chairman of the Board of Directors or the person convening a Board meeting may invite members of the Executive Management Team or other relevant executives to attend Board meetings.

1.3. Procedures for convening meetings, issuing notices, and recording minutes shall be implemented in accordance with this Regulation.

1.4. At regular or extraordinary meetings of the Executive Management Team, the meeting chairperson may, depending on the agenda, invite the Chairman, members of the Board of Directors, the Head of the Board of Supervisors, or Supervisors to attend and provide comments (if any). Minutes of such meetings must be prepared and submitted to the Board of Directors and the Board of Supervisors for reporting purposes.

2. Notification of Resolutions and Decisions of the Board of Directors to the Board of Supervisors



The Board of Directors shall provide minutes of Board meetings or resolutions and decisions of the Board of Directors to the Supervisors within ten (10) days from the conclusion of the relevant meeting.

### 3. Notification of Resolutions and Decisions of the Board of Directors to the General Director

Resolutions and decisions of the Board of Directors shall, immediately upon issuance, be delivered to the General Director at the same time and in the same manner as they are delivered to members of the Board of Directors.

### 4. Circumstances in which the General Director and the Board of Supervisors may Request the Convening of a Board Meeting and Matters Requiring the Board's Opinion

4.1. The Chairman of the Board of Directors must convene a Board meeting without undue delay when any of the following parties submits a written request specifying the purpose of the meeting and matters to be discussed:

- a) The General Director or at least three (03) other executives;
- b) The Board of Supervisors.

4.2. The Board meetings referred to in Clause 4.1 of this Article must be held within seven (07) days following the request. If the Chairman refuses to convene the meeting, he/she shall be liable for any damage incurred by the Company. The requesting parties specified in Clause 4.1 may themselves convene the Board meeting.

### 5. Reports of the General Director to the Board of Directors on the Performance of Assigned Duties and Powers

5.1. The General Director shall be accountable to the Board of Directors and the General Meeting of Shareholders for the performance of assigned duties and powers and shall report to such bodies periodically and upon request.

5.2. At Board meetings, the General Director shall report on the following matters:

Decisions made in the course of business operations;

Financial, investment and corporate governance matters as required under the Board's Delegation of Authority Resolution;

Matters materially affecting the Company's performance, shareholders and the market;

Risks that may significantly affect the Company's reputation or business operations; and

Other matters deemed necessary.

5.3. The General Director shall explain any losses or inefficiencies occurring during each period and present corrective action plans to the Board of Directors.

5.4. In addition to periodic reports, the General Director and other executives shall provide direct reports or information as promptly as required by the Board of Directors.



## 6. Review of the Implementation of Board Resolutions and Other Delegated Matters

The General Director shall be responsible for implementing resolutions of the Board of Directors and matters delegated by the Board and shall report on completed and outstanding actions and the results thereof upon request by the Board.

## 7. Coordination in Control, Management and Supervision Activities among Members of the Board of Directors, the Board of Supervisors and the General Director

### 7.1. Coordination between the Board of Directors and the Board of Supervisors

The Board of Directors shall ensure that all meeting materials, minutes, resolutions of the General Meeting of Shareholders and the Board of Directors, reports submitted by the General Director and other executives, and other documents issued by the Company are provided to the Board of Supervisors at the same time and in the same manner as provided to Board members.

In addition to periodic reports, the Board of Supervisors shall have the right to request information and documents relating to the Company's management, administration and business operations.

### 7.2. Coordination between the Board of Supervisors and the General Director

The General Director and other executives shall provide information periodically in accordance with Company regulations.

In addition to periodic reports, upon request of any Supervisor, the General Director and other executives shall provide direct reports or information relating to matters assigned to such Supervisor.

Where any risk is identified that may significantly affect the Company's reputation or business operations, the General Director and other executives shall promptly report such matter to the Board of Supervisors.

The General Director and other executives shall facilitate the Board of Supervisors' access to information and reports in the shortest possible time. Reports submitted by the General Director to the Board of Directors must be provided to Supervisors simultaneously and in the same manner as to Board members.

### 7.3. Coordination between the General Director and the Board of Directors

The Board of Directors shall have the authority to require the General Director and relevant departments to provide information and reports and comply with reporting obligations necessary for the Board to perform its governance and supervisory functions in accordance with the Charter, internal regulations, and applicable laws.

Information and reports submitted to the Board of Directors must be truthful, objective, timely, complete, accurately reflect the Company's operational status, and satisfy governance and legal requirements.

The General Director shall be responsible for establishing and maintaining reporting and information-sharing mechanisms with the Board of Directors, including



secure and confidential methods for transmitting and receiving information and reports as required by the Board.

**Article 17. Performance Evaluation of Members of the Board of Directors, the Board of Supervisors, the General Director and Other Executives**

Annually, based on assigned functions and responsibilities, the Board of Directors shall evaluate the performance of each member of the Board of Directors, the General Director and other executives of the Company.

The Head of the Board of Supervisors shall evaluate the performance of each Supervisor.

Performance evaluation criteria and classification standards shall be determined by the Company from time to time.

**Article 18. Handling Violations of Corporate Governance Regulations**

Members of the Board of Directors, Supervisors, the General Director and other executives who commit violations of law or Company regulations in the course of performing their duties shall, depending on the severity of the violation, be subject to disciplinary measures, administrative sanctions, or criminal liability in accordance with Company regulations and applicable laws.

Where such violations cause damage to the Company or shareholders, the violators shall be liable for compensation in accordance with the law.

**Article 19. Information Disclosure**

1. The Company shall fully, accurately and promptly disclose periodic and extraordinary information in accordance with securities laws to shareholders and the investing public. The Company shall also disclose other information that may affect securities prices or influence decisions of shareholders and investors.
2. Information disclosure shall be conducted in accordance with applicable laws to ensure fair access for shareholders and investors. The language used in disclosures must be clear, understandable and not misleading.
3. The legal representative or the Company's authorized information disclosure officer shall be responsible for:
  - a) Disclosing Company information to investors in accordance with applicable laws and the Company's Information Disclosure Regulations;
  - b) Publicly disclosing his/her name and business telephone number to facilitate shareholder communication.

**Article 20. Amendments and Supplements to this Regulation**

1. Any amendment or supplement to this Regulation shall be subject to consideration and approval by the General Meeting of Shareholders.
2. Where relevant legal provisions governing the Company's operations are not addressed in this Regulation, or where new legal provisions differ from those contained herein, such legal provisions shall automatically apply and



govern the Company's operations.

**Article 21. Effective Date**

This Internal Regulation on Corporate Governance of Truong Phu Joint Stock Company consists of twenty-one (21) Articles and shall take effect from June 27th 2026.

**ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRMAN**

Luong Hoai Nam



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

DRAFT

**CHARTER OF TRUONG PHU  
CORPORATION**

*(Revised in accordance with the 2020 Enterprise Law and its amendments, supplements,  
and implementing guidelines)*

**Headquarters** : Lot A2, Phuc Dien Industrial Zone, Mao Dien Commune, Hai  
Phong City, Vietnam.

**Phone** : 0220 363 0566 – 0220 363 0569

**Email** : [tgpcable@gmail.com](mailto:tgpcable@gmail.com)

**Website** : [www.truongphucable.vn](http://www.truongphucable.vn)

**June 27th, 2026**



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## **PREAMBLE**

This Charter serves as the legal foundation of Truong Phu Corporation (hereinafter referred to as the “Company”), a joint-stock company established and operating in accordance with the 2020 Law on Enterprises and its amendments, supplements, and implementing regulations.

This Charter was duly adopted by the General Meeting of Shareholders of the Company held on 27th June 2026.

### **I. DEFINITIONS OF TERMS USED IN THIS CHARTER**

#### **Article 1. Interpretation of Terms**

1. In this Charter, the following terms shall have the meanings set out below:
  - a. “Charter Capital” means the amount of capital contributed by all shareholders and specified in Article 5 of this Charter.
  - b. “Law on Enterprises” means the Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly on 17 June 2020 and Law No. 76/2025/QH15 adopted on 17 June 2025 amending and supplementing a number of articles of the 2020 Law on Enterprises.
  - c. “Date of Incorporation” means the date on which the Company was first granted its Enterprise Registration Certificate (Business Registration Certificate).
  - d. “Managers” means the Chief Executive Officer (General Director), Deputy General Directors, Chief Accountant, and other managerial positions approved by the Board of Directors.
  - e. “Related Person” means an individual or organization as defined by applicable laws.
  - f. “Operating Term” means the period of operation of the Company specified in Article 2 of this Charter and any extension approved by resolution of the General Meeting of Shareholders.
  - g. “Vietnam” means the Socialist Republic of Vietnam.;
2. References in this Charter to any provision or legal document shall include amendments, supplements, or replacement documents thereof.
3. Headings of chapters and articles are included for convenience only and shall not affect the interpretation of this Charter.
4. Words and terms defined in the Law on Enterprises shall have the same meanings in this Charter unless otherwise required by the context.

### **II. NAME, LEGAL FORM, HEAD OFFICE, REPRESENTATIVE OFFICES, BRANCHES AND TERM OF OPERATION**

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

1. Company Name
  - Vietnamese Name: Công ty Cổ phần Trường Phú
  - English Name: Truong Phu Corporation
  - Trading Name: Công ty Cổ phần Trường Phú
  - Abbreviation: Truong Phu Corp

2. The Company is a joint-stock company with legal personality in accordance with the laws of Vietnam.

3. Registered Office, Representative Office and Branch:

a. Registered Head Office:

- Address: Lot A2, Phuc Dien Industrial Park, Mao Dien Commune, Hai Phong City, Vietnam

- Tel: 0220 363 0566 – 0220 363 0569

- Email: tgpcable@gmail.com

- Website: www.truongphucable.vn

b. Representative Office:

- Address: House No. 10, Villa Area II, Bac Linh Dam, Dinh Cong Ward, Hanoi City

- Tel: 024 39878258

c. Branch:

- Address: 175A Phung Hung Street, Hoan Kiem Ward, Hanoi City

4. Legal Representative:

a. The Company shall have one (01) legal representative. The Chief Executive Officer (General Director) shall be the legal representative of the Company.

b. The legal representative shall represent the Company in exercising rights and obligations arising from transactions, and act on behalf of the Company before arbitration tribunals and courts as plaintiff, defendant, or person with related rights and obligations.

c. The legal representative must reside in Vietnam. If absent from Vietnam for more than 30 days, he/she must authorize another person in writing to perform the rights and obligations of the legal representative.

d. If the authorization expires and the Company's legal representative has not returned to Vietnam and no other authorization is given, the authorized person shall continue to exercise the rights and obligations of the Company's legal representative within the scope of the authorization until the Company's legal representative returns to work at the Company or until the Board of Directors decides to appoint another legal representative.

e. In the event of absence from Vietnam for more than 30 days without authorizing another person to exercise the rights and duties of the Company's legal representative, the Board of Directors shall appoint another person to act as the Company's legal representative.

5. The Company may establish branches and representative offices within its business areas in accordance with resolutions of the Board of Directors and applicable laws.

6. Unless terminated earlier in accordance with Article 47.2 of this Charter, the Company shall operate from its incorporation date for an indefinite term.

### **III. OBJECTIVES OF THE COMPANY**

#### **Article 3. Objectives of the Company's Operations**

The Company engages in the following business activities:

- Manufacture of electric wires, cables, and other electronic cables;
- Manufacture of electrical wiring devices;



- Manufacture of optical fiber cables and fiber products;
- Manufacture of electric lighting equipment;
- Manufacture of household electrical appliances;
- Manufacture of other electrical equipment;
- Wholesale of metals and metal ores;
- Wholesale of telecommunications electronic equipment and components;
- Wholesale of machinery, equipment, and spare parts;
- Repair of fabricated metal products;
- Repair of machinery and equipment;
- Repair of electronic and optical equipment;
- Repair of electrical equipment;
- Repair and maintenance of transport equipment (excluding automobiles, motorcycles, and motor vehicles);
- Repair of other equipment;
- Installation of industrial machinery and equipment;
- Road freight transportation;
- Warehousing and storage services;
- Real estate business;
- Rental and leasing of motor vehicles;
- Rental and leasing of machinery, equipment, and other tangible goods;
- Electricity generation;
- Electricity transmission and distribution;
- Import and export of products manufactured and traded by the Company;
- Wholesale of paper products;
- General wholesale trading;
- Manufacture of precious and non-ferrous metals.

Operational objectives: To continuously develop profitable production and business activities, create stable jobs, improve working conditions, raise the income and living standards of workers, ensure the interests of shareholders, and fulfill obligations to the State as stipulated by law. To implement the Party, State, and local government's policy of developing a multi-sector economy, contributing to the creation of products for society and achieving other socio-economic goals.

#### **ARTICLE 4. SCOPE OF BUSINESS AND OPERATIONS**

1. The Company is authorized to plan and conduct all business activities as stipulated in the Business Registration Certificate and these Articles of Association in accordance with applicable laws and regulations, and to take appropriate measures to achieve the Company's objectives.
2. The company may conduct business in other areas permitted by law and approved by the General Meeting of Shareholders.

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

##### **ARTICLE 5. CHARTER CAPITAL, SHARES AND FOUNDING SHAREHOLDERS**

1. The charter capital of the Company is: VND 131,013,250,000 (One Hundred Thirty-One Billion Thirteen Million Two Hundred Fifty Thousand Vietnamese Dong)

The charter capital is divided into: 13,101,325 shares with a par value of: VND 10,000 per share (Ten Thousand Vietnamese Dong per share).

2. The Company may increase its charter capital when approved by the General Meeting of Shareholders and in accordance with applicable laws.



3. As of the date of adoption of this Charter, all issued shares of the Company are ordinary shares. The rights and obligations attached to ordinary shares are specified in Article 11 of this Charter.
4. The Company may issue preference shares subject to approval by the General Meeting of Shareholders and in compliance with applicable laws.
5. Information regarding founding shareholders, including names, addresses, number of shares held, and other relevant information, shall be maintained in accordance with records of the Vietnam Securities Depository and Clearing Corporation (VSDC) and updated on each shareholder record date.
6. Ordinary shares shall first be offered to existing shareholders in proportion to their ownership percentage of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. The Company shall notify shareholders of any share offering, specifying the number of shares offered and the subscription period, which shall not be less than twenty (20) working days. Shares not subscribed for by existing shareholders may be distributed by the Board of Directors to other investors under terms and conditions determined by the Board, provided such terms are not more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders or sold through auction on a stock exchange.
7. The Company may repurchase its own shares in accordance with this Charter and applicable laws. Repurchased shares shall become treasury shares. The Board of Directors may offer, transfer, or cancel treasury shares in accordance with the Law on Enterprises, the Law on Securities, and relevant regulations.
8. The Company may issue bonds and other securities upon approval by the General Meeting of Shareholders and in compliance with applicable laws.

#### **ARTICLE 6. SHARE CERTIFICATES**

1. Shareholders of the Company shall be issued share certificates corresponding to the number and class of shares they own, except where shares have been registered in book-entry form in accordance with securities laws.
2. Share certificates must bear the company's seal and the signature of the company's legal representative, as stipulated in the Enterprise Law. The share certificate clearly states the number and type of shares held by the shareholder, the full name of the holder (if it is a registered share), and other information as prescribed by the Enterprise Law.
3. Within two months of submitting a complete application for the transfer of share ownership as stipulated by the Company, or within two months of making full payment for the shares as stipulated in the Company's share issuance plan, the shareholder will be issued a share certificate. The shareholder is not required to pay the company any printing costs for the share certificate or any other fees.
4. If only a portion of the shares in a stock certificate are transferred, the old certificate will be canceled and a new certificate reflecting the remaining shares will be issued free of charge.
5. In the event that a share certificate is damaged, altered, lost, stolen, or destroyed, the holder may request a new share certificate provided they offer proof of ownership and pay all related costs to the Company.



## **ARTICLE 7. OTHER SECURITIES CERTIFICATES**

Bond certificates or other securities certificates of the Company (excluding letters of offer, provisional certificates and similar documents) shall be issued bearing the seal and signature of the Company's legal representative.

## **ARTICLE 8. TRANSFER OF SHARES**

1. All shares shall be freely transferable, except in cases restricted by the Law on Enterprises, the Law on Securities, relevant regulations, or this Charter.
2. Unpaid shares are not transferable and do not entitle the holder to related rights such as the right to receive dividends, the right to receive newly issued shares to increase share capital from equity, or the right to purchase newly offered shares.

## **ARTICLE 9. RECOVERY OF SHARES**

1. In the event that a shareholder fails to pay the full amount due for the purchase of shares on time, the Board of Directors shall notify and have the right to demand that the shareholder pay the remaining amount along with interest on that amount and any costs incurred by the Company due to the failure to pay in full, as stipulated.
2. The aforementioned payment notice clearly states the new payment deadline (at least seven days from the date of sending the notice), the payment location, and specifies that in case of non-payment as required, any outstanding shares will be forfeited.
3. The Board of Directors has the right to reclaim shares that have not been fully and timely paid for if the requirements in the aforementioned notice are not met.
4. Repurchased shares are considered shares entitled to be offered for sale. The Board of Directors may directly or authorize the sale, redistribution, or disposition of the repurchased shares to the original owners or other parties under conditions and in a manner that the Board of Directors deems appropriate.
5. Shareholders holding repurchased shares will have to relinquish their shareholder status with respect to those shares, but will still be required to pay all related amounts plus interest at the bank lending rate at the time of repurchase, as determined by the Board of Directors, from the date of repurchase until the date of payment. The Board of Directors has the full right to decide whether to enforce payment of the full value of the shares at the time of repurchase or to waive part or all of that amount.
6. The recall notice will be sent to the holders of the recalled shares before the recall takes place. The recall remains valid even in the event of errors or negligence in sending the notice.

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

### **Article 10. Organizational structure for management and control**

The organizational structure, governance, and control model of the Company shall comprise:

- a. The General Meeting of Shareholders is held annually and extraordinarily when legally required, as stipulated in Articles 13-23 of this Charter.
- b. The Board of Directors consists of 5 members serving a 5-year term and has functions and powers specifically defined in Articles 24-27 of this Charter.
- c. The General Director and supporting staff have powers and functions as specified in Articles 28-31 of this Charter.
- d. The Supervisory Board consists of 3 members, serving a 5-year term, with powers and functions as defined in Articles 32-33 of this Charter.



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

### **Article 11. Rights of Shareholders**

1. Shareholders are the owners of the company, possessing rights and obligations corresponding to the number and type of shares they own. Shareholders are only liable for the company's debts and other financial obligations to the extent of their capital contribution. Each common share has one voting right.

2. Holders of common stock have the following rights:

a. Attend and speak at the General Meeting of Shareholders and exercise the right to vote directly or through an authorized representative or vote remotely;

b. Receive dividends;

c. Free transfer of fully paid shares in accordance with the provisions of this Charter and current law;

d. Have priority in purchasing new shares corresponding to the proportion of common shares they own;

đ. Review, look up, and extract information related to shareholders in the list of shareholders eligible to participate in the General Meeting of Shareholders and request correction of inaccurate information;

e. Review, look up, extract or copy the Company Charter, Minutes of the General Meeting of Shareholders and Resolution of the General Meeting of Shareholders;

g. In case the Company dissolves or goes bankrupt, you will receive a portion of the remaining assets corresponding to the number of shares contributed to the company after the Company has paid creditors and other shareholders according to the provisions of law;

h. Require the Company to repurchase their shares in cases prescribed by the Enterprise Law;

i. Other rights as prescribed by this Charter and the law.

3. Shareholders or groups of shareholders holding more than 5% of the total number of common shares for a continuous period of six months or more have the following rights:

a. Nominate candidates for the Board of Directors or Supervisory Board in accordance with the respective provisions of Articles 24.2 and 32.2;

b. Request the convening of a General Meeting of Shareholders in cases where the Board of Directors seriously violates the rights of shareholders, the obligations of managers, or makes decisions exceeding its delegated authority. The request must be in writing and must include the following information: Full name, contact address, nationality, and legal document number of individual shareholders; name and business registration number of corporate shareholders; number of shares and registration date of each shareholder; total number of shares of the entire group of shareholders and their ownership percentage in the total shares of the company; basis and reasons for requesting the convening of a General Meeting of Shareholders. The request for convening the meeting must be accompanied by documents and evidence regarding the violations of the Board of Directors, the extent of the violations, or the decisions exceeding its authority;

c. Review, search, and extract minutes and resolutions, decisions of the Board of Directors, interim and annual financial reports, reports of the Supervisory Board, contracts and transactions requiring approval from the Board of Directors, and other documents, except for documents related to the company's trade secrets and business secrets;

d. Request the Supervisory Board to examine specific issues related to the management and operation of the company when deemed necessary. The request must be in writing; it must include the full name, permanent address, nationality, ID card number, passport number, or other legally valid personal identification for individual shareholders; the name, permanent address, nationality, establishment decision number or business registration number for organizational shareholders; the



number of shares and the registration date of each shareholder, the total number of shares of the entire group of shareholders, and their ownership percentage in the total number of shares of the company; the issue to be examined, and the purpose of the examination;

d. Proposals for inclusion in the General Meeting of Shareholders must be in writing and submitted to the company no later than 3 working days before the meeting date. The proposal must clearly state the shareholder's full name, the number of each type of share held by the shareholder, the proposed issue to be included in the meeting agenda, and the specific reason.

e. Other rights as stipulated in this Charter.

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

Shareholders shall have the following obligations:

1. To comply with the Company's Charter and internal regulations; and to comply with resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

2. To attend meetings of the General Meeting of Shareholders and exercise voting rights directly or through an authorized representative, or by means of remote voting; to participate in and vote at online meetings, through electronic voting, or by other electronic methods. Shareholders may authorize a member of the Board of Directors to represent them at the General Meeting of Shareholders.

3. To pay in full for the shares subscribed for in accordance with applicable regulations. Shareholders shall not withdraw the capital contributed in the form of ordinary shares from the Company in any manner, except where such shares are repurchased by the Company or transferred to another person. Where a shareholder withdraws part or all of the contributed share capital in violation of this provision, such shareholder and any related person in the Company shall be jointly and severally liable for the Company's debts and other property obligations to the extent of the value of the withdrawn shares and any damages arising therefrom.

4. To provide an accurate address when subscribing for shares.

5. To fulfill all other obligations as prescribed by applicable laws.

6. To bear personal responsibility where, in the name of the Company and in any form whatsoever, the shareholder commits any of the following acts:

a. Violating the law;

b. Conducting business activities or other transactions for personal gain or for the benefit of another organization or individual;

c. Paying debts that are not yet due when there is a potential financial risk to the Company.

7. To maintain the confidentiality of information provided by the Company in accordance with the Company's Charter and applicable laws; to use such information solely for the exercise and protection of his/her/its lawful rights and interests; and not to disclose, reproduce, distribute, or transmit such information to any organization or individual.

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

1. The General Meeting of Shareholders ("GMS") is the highest decision-making authority of the Company. The Annual General Meeting of Shareholders shall be convened once every year. The Annual General Meeting of Shareholders must be held within four (4) months from the end of the fiscal year. Upon the proposal of the Board of Directors, the business registration authority may grant an extension, provided that such extension shall not exceed six (6) months from the end of the fiscal year. The venue of the General Meeting of Shareholders shall be deemed to be the location where the chairperson of the meeting is present and must be within the territory of Vietnam.

2. The Board of Directors shall convene the Annual General Meeting of Shareholders and select an appropriate venue for the meeting. The Annual General Meeting of Shareholders shall decide on matters prescribed by law and this Charter, including, in particular, the approval of the



annual financial statements and the financial budget for the following fiscal year. Where the audit report on the Company's annual financial statements contains material qualified opinions, adverse opinions, or a disclaimer 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. Such representative shall be responsible for attending the meeting and providing explanations relating to the audit report when requested.

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

- a. Where the Board of Directors considers it necessary for the interests of the Company;
- b. Where the annual balance sheet, quarterly or semi-annual financial statements, or the audited financial statements of the fiscal year indicate that the Company's equity has decreased by one-half (1/2) or more compared to the beginning of the fiscal year;
- c. Where the number of members of the Board of Directors falls below the minimum number required by law or below one-half (1/2) of the number prescribed by this Charter;
- d. Upon a written request from a shareholder or a group of shareholders specified in Clause 3, Article 11 of this Charter.

Such request must clearly state the reasons and purposes for convening the meeting and bear the signatures of the relevant shareholders. The request may be made in multiple copies, provided that each copy is signed by at least one of the requesting shareholders;

e. Upon a request from the Supervisory Board if it has reasonable grounds to believe that members of the Board of Directors or senior managers have seriously violated their obligations under the Law on Enterprises, or that the Board of Directors has acted or intends to act beyond the scope of its authority;

f. Other circumstances as prescribed by law and this Charter.

4. Convening an Extraordinary General Meeting of Shareholders

a. The Board of Directors must convene a General Meeting of Shareholders within thirty (30) days from the date on which the number of remaining members of the Board of Directors falls to the level specified in Clause 3(c) of this Article, or from the date of receipt of a request specified in Clauses 3(d) and 3(e) of this Article.

b. If the Board of Directors fails to convene the General Meeting of Shareholders in accordance with Clause 4(a) of this Article, the Supervisory Board shall, within the following thirty (30) days, convene the General Meeting of Shareholders in replacement of the Board of Directors in accordance with the Law on Enterprises.

c. If the Supervisory Board fails to convene the General Meeting of Shareholders in accordance with Clause 4(b) of this Article, the shareholder or group of shareholders referred to in Clause 3(d) of this Article shall, within the following thirty (30) days, have the right to convene the General Meeting of Shareholders in replacement of the Board of Directors and the Supervisory Board in accordance with the Law on Enterprises.

In such case, the shareholder or group of shareholders convening the meeting may request the business registration authority to supervise the convening and conduct of the meeting if deemed necessary.

All expenses incurred for the convening and conduct of the General Meeting of Shareholders shall be reimbursed by the Company. Such expenses shall not include costs incurred by shareholders in attending the meeting, including accommodation, meals, and travel expenses.



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

1. The Annual General Meeting of Shareholders shall have the right to discuss and approve the following matters:
  - a. The audited annual financial statements;
  - b. The report of the Supervisory Board;
  - c. The report of the Board of Directors;
  - d. The Company's short-term and long-term development plans.
2. The Annual General Meeting of Shareholders and the Extraordinary General Meeting of Shareholders shall adopt resolutions on the following matters:
  - a. Approval of the annual financial statements;
  - b. Determination of the annual dividend rate payable for each class of shares in accordance with the Law on Enterprises and the rights attached to such class of shares. The dividend rate shall not exceed the level proposed by the Board of Directors after consultation with shareholders at the General Meeting of Shareholders;
  - c. Determination of the number of members of the Board of Directors;
  - d. Approval of the list of approved auditing firms;
  - e. Election, dismissal and replacement of members of the Board of Directors and the Supervisory Board, and approval of the appointment by the Board of Directors of the Director or General Director;
  - f. Approval of the total remuneration payable to members of the Board of Directors and the report on remuneration of the Board of Directors;
  - g. Amendments and supplements to the Company's Charter;
  - h. Determination of classes of shares and the number of new shares to be issued for each class, and approval of the transfer of shares by founding shareholders within the first three (3) years from the date of establishment of the Company;
  - i. Division, separation, consolidation, merger, or conversion of the Company;
  - j. Reorganization and dissolution (liquidation) of the Company and appointment of liquidators;
  - k. Examination of and decisions on violations committed by the Board of Directors or the Supervisory Board causing damage to the Company and its shareholders;
  - l. Decisions on investments, disposal of assets of the Company or its branches, or acquisition transactions having a value equal to or exceeding thirty-five percent (35%) of the total value of assets of the Company and its branches as recorded in the most recent audited financial statements;
  - m. Repurchase by the Company of more than ten percent (10%) of the total issued shares of any class of shares;
  - n. Approval of the General Director concurrently serving as Chairman of the Board of Directors;
  - o. Approval of contracts and transactions between the Company or its subsidiaries and persons specified in Clause 1, Article 167 of the Law on Enterprises where the value of such contracts or transactions is equal to or greater than twenty percent (20%) of the total asset value of the Company and its subsidiaries as stated in the most recent audited financial statements;
  - p. Other matters as provided for in this Charter and other regulations of the Company.
3. A shareholder shall not be entitled to vote in the following cases:
  - a. Approval of contracts and transactions specified in Clause 2 of this Article where such shareholder or a related person of such shareholder is a party to the contract or transaction;



b. Approval of the repurchase of shares held by such shareholder or a related person of such shareholder, except where the repurchase is conducted on a pro rata basis applicable to all shareholders or is conducted through order matching or a public tender offer on a stock exchange.

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

#### **Article 15. Authorized Representatives**

1. Shareholders who are entitled under applicable laws to attend the General Meeting of Shareholders may attend in person or authorize a representative to attend on their behalf. Where more than one authorized representative is appointed, the shareholder must specify the number of shares and the corresponding voting rights represented by each authorized representative.

2. The authorization of a representative to attend the General Meeting of Shareholders must be made in writing using the form prescribed by the Company and must bear the signatures as follows:

a. Where the authorizing shareholder is an individual, the authorization document must be signed by both the shareholder and the authorized representative attending the meeting;

b. Where the authorizing person is an authorized representative of an institutional shareholder, the authorization document must bear the signatures of the authorized representative, the legal representative of the institutional shareholder, and the authorized representative attending the meeting;

c. In all other cases, the authorization document must bear the signatures of the legal representative of the shareholder and the authorized representative attending the meeting.

The authorized representative attending the General Meeting of Shareholders must submit the written authorization prior to entering the meeting venue. In the case of re-authorization, the attendee must additionally present the original authorization granted by the shareholder or by the authorized representative of the institutional shareholder (if such authorization has not previously been registered with the Company).

3. Where a lawyer signs the instrument appointing a representative on behalf of the authorizing person, such appointment shall be valid only if the instrument of appointment is presented together with the power of attorney granted to the lawyer or a duly certified copy thereof (unless previously registered with the Company).

4. Except as provided in Clause 3 of this Article, votes cast by an authorized representative within the scope of the authorization shall remain valid notwithstanding the occurrence of any of the following events:

a. The authorizing person has died, has limited legal capacity, or has lost legal capacity;

b. The authorizing person has revoked the authorization;

c. The authorizing person has revoked the authority of the person who executed the authorization.

This provision shall not apply if the Company receives notice of any of the foregoing events no later than twenty-four (24) hours before the scheduled commencement of the General Meeting of Shareholders or before the reconvened meeting is held.

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

1. Any amendment to or cancellation of special rights attached to a class of preference shares shall be valid only if approved by shareholders representing at least sixty-five percent (65%) of the ordinary shares present at the meeting and simultaneously approved by shareholders holding at least seventy-five percent (75%) of the voting rights attached to the relevant class of preference



shares. A meeting of shareholders holding a particular class of preference shares convened for the purpose of approving such variation of rights shall be valid only when attended by at least two (02) shareholders (or their duly authorized representatives) representing not less than one-third (1/3) of the total par value of the issued shares of that class. If the required quorum is not met, a reconvened meeting shall be held within thirty (30) days thereafter. At such reconvened meeting, the shareholders holding shares of that class who are present in person or represented by authorized representatives shall constitute a valid quorum regardless of the number of attendees or the number of shares represented. At meetings of holders of the relevant class of preference shares, shareholders present in person or through their authorized representatives may request that voting be conducted by secret ballot. Each share of the same class shall carry equal voting rights at such meetings.

2. The procedures for convening and conducting such separate meetings shall be implemented in accordance with the provisions of Articles 18 and 20 of this Charter.

3. Unless otherwise provided in the terms and conditions of issuance of the relevant shares, the special rights attached to any class of shares having preferential rights with respect to the distribution of profits or assets of the Company shall not be deemed to be varied by the issuance of additional shares of the same class by the Company.

#### **Article 17. General Meeting of Shareholders: Convening, Notice, and Agenda**

1. The Board of Directors shall convene the General Meeting of Shareholders, except where the General Meeting of Shareholders is convened pursuant to Clauses 13.4(b) or 13.4(c) of this Charter.

2. The person convening the General Meeting of Shareholders shall perform the following duties:

a. Prepare the list of shareholders entitled to attend and vote at the meeting within thirty (30) days prior to the opening date of the General Meeting of Shareholders; prepare the meeting agenda and relevant documents in accordance with applicable laws and the Company's regulations;

b. Determine the time and venue of the meeting;

c. Send notices of the General Meeting of Shareholders to all shareholders entitled to attend the meeting.

3. The notice of the General Meeting of Shareholders shall be sent to all shareholders and simultaneously published through the information disclosure system of the Stock Exchange and on the Company's website. Such notice must be sent at least twenty-one (21) days prior to the date of the General Meeting of Shareholders, calculated from the date on which the notice is duly dispatched, postage prepaid, or deposited in the mail. 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. Where such documents are not enclosed with the notice of meeting, the notice must clearly specify the address of the website where shareholders may access the relevant documents.

4. Shareholders or groups of shareholders referred to in Article 11.3 of these Charters have the right to propose matters to be included in the agenda of the General Meeting of Shareholders. Proposals must be in writing and must be submitted to the Company at least 3 (three) working days before the opening date of the General Meeting of Shareholders. The proposal must include the shareholder's full name, the number and type of shares held, and the proposed agenda item.

5. The person convening the General Meeting of Shareholders may refuse a proposal referred to in Clause 4 of this Article in the following circumstances:



- a. The proposal is submitted after the prescribed deadline or does not contain sufficient or proper information;
  - b. At the time of submission, the shareholder or group of shareholders does not hold at least five percent (5%) of the ordinary shares continuously for a period of at least six (6) months;
  - c. The proposed matter does not fall within the authority of the General Meeting of Shareholders for discussion and approval;
  - d. Other cases as provided by law.
6. The Board of Directors shall prepare draft resolutions for each matter included in the meeting agenda.
7. Where shareholders representing one hundred percent (100%) of the voting shares are present in person or through duly authorized representatives at the General Meeting of Shareholders, all resolutions unanimously adopted by the meeting shall be valid and effective notwithstanding any failure to comply with procedures for convening the meeting or the fact that the matters voted upon were not included in the original agenda.

#### **Article 18. Conditions for Holding a General Meeting of Shareholders**

1. A General Meeting of Shareholders shall be validly convened and conducted when shareholders attending the meeting represent at least fifty-one percent (51%) of the total voting rights.
2. If the required quorum is not present within thirty (30) minutes from the scheduled opening time of the meeting, the meeting must be reconvened within thirty (30) days from the date originally scheduled for the first General Meeting of Shareholders. The reconvened General Meeting of Shareholders may proceed only when the shareholders and their authorized representatives attending the meeting represent at least thirty-three percent (33%) of the total voting rights.
3. If the second meeting cannot be held due to the absence of the required quorum within thirty (30) minutes from the scheduled opening time, a third General Meeting of Shareholders may be convened within twenty (20) days from the date scheduled for the second meeting. In such case, the meeting shall be deemed valid regardless of the number of shareholders or authorized representatives attending and shall have full authority to decide on all matters that could have been approved by the first General Meeting of Shareholders.
4. Only the General Meeting of Shareholders shall have the authority to amend the meeting agenda that was circulated together with the notice of meeting in accordance with Article 142 of the Law on Enterprises.

#### **Article 19. Procedures for Conducting Meetings and Voting at the General Meeting of Shareholders**

1. On the date of the General Meeting of Shareholders, the Company shall conduct shareholder registration and shall continue such registration until all shareholders entitled to attend the meeting have completed registration.
2. Upon registration, the Company shall issue to each shareholder or duly authorized representative entitled to vote a voting card stating the registration number, the name of the shareholder, the name of the authorized representative (if any), and the number of votes represented. When voting at the meeting, votes in favor of a resolution shall be collected first, followed by votes against the resolution. The total number of votes in favor, against, and abstaining shall then be counted to determine the outcome. The Chairperson shall announce the voting results immediately after the vote on each matter. The General Meeting of Shareholders shall appoint from among the attendees persons responsible for vote counting or supervising the



vote count. If no such persons are appointed by the meeting, the Chairperson shall appoint them. The vote-counting committee shall consist of no more than three (3) members.

3. Shareholders arriving after the commencement of the meeting shall have the right to register immediately and thereafter participate in and vote at the meeting. The Chairperson shall not be required to suspend the meeting for the registration of late-arriving shareholders, and the validity of any votes cast prior to their arrival shall not be affected.

4. The Chairman of the Board of Directors shall act as Chairperson of meetings convened by the Board of Directors. In the absence of the Chairman or where the Chairman is temporarily unable to perform his/her duties, the remaining members of the Board of Directors shall elect one of their members to act as Chairperson of the meeting. If no member is able to act as Chairperson, the member of the Board of Directors holding the highest office shall preside over the election of the Chairperson by the General Meeting of Shareholders from among the attendees, and the person receiving the highest number of votes shall serve as Chairperson of the meeting. In all other cases, the person convening the General Meeting of Shareholders shall preside over the election of the Chairperson, and the person receiving the highest number of votes shall be elected as Chairperson of the meeting.

5. The Chairperson shall have the authority to decide on the order of business, procedures, and matters arising outside the agenda of the General Meeting of Shareholders.

6. The Chairperson may adjourn the General Meeting of Shareholders, even where the required quorum is present, to another time and location determined by the Chairperson without obtaining the consent of the meeting if (a) The attendees cannot be adequately accommodated at the meeting venue, (b) The conduct of attendees causes or is likely to cause disorder or disruption of the meeting; or (c) Such adjournment is necessary to ensure that the business of the meeting is conducted properly and lawfully. In addition, the Chairperson may adjourn the meeting with the consent or at the request of the General Meeting of Shareholders where the required quorum is present. The period of adjournment shall not exceed three (3) days from the originally scheduled opening date of the meeting. The reconvened meeting shall only consider matters that could lawfully have been dealt with at the adjourned meeting.

7. Where the Chairperson adjourns or suspends the General Meeting of Shareholders contrary to Clause 6 of this Article, the General Meeting of Shareholders shall elect another attendee to replace the Chairperson and conduct the meeting until its conclusion. Any resolutions and votes adopted at such meeting shall remain valid and effective.

8. The Chairperson or the Secretary of the meeting may undertake such actions as they deem necessary to ensure that the General Meeting of Shareholders is conducted lawfully, orderly, and in a manner that reflects the wishes of the majority of attendees.

9. The Board of Directors may require shareholders or their authorized representatives attending the General Meeting of Shareholders to comply with inspection procedures or security measures deemed appropriate by the Board of Directors. Where any shareholder or authorized representative refuses to comply with such inspection procedures or security measures, the Board of Directors may, after careful consideration, refuse admission to or remove such person from the meeting.

10. After careful consideration, the Board of Directors may implement such measures as it deems appropriate in order to:

- a. Arrange seating at the venue of the General Meeting of Shareholders;
- b. Ensure the safety and security of all persons present at the venue;
- c. Facilitate the attendance or continued attendance of shareholders at the meeting.



The Board of Directors shall have full authority to modify such measures and to implement any additional measures it considers necessary, including the issuance of admission passes or the application of other selection methods.

11. Where the measures referred to above are applied, the Board of Directors may, when determining the venue of the General Meeting of Shareholders:

a. Announce that the meeting shall be conducted at the location specified in the notice of meeting where the Chairperson will be present (the "Principal Meeting Venue");

b. Make arrangements enabling shareholders or authorized representatives who are unable to attend at the Principal Meeting Venue, or who wish to participate from another location, to attend the meeting simultaneously.

The notice of meeting shall not be required to specify in detail the organizational arrangements referred to in this Clause.

12. For the purposes of this Charter (unless the context otherwise requires), all shareholders shall be deemed to be attending the meeting at the Principal Meeting Venue.

The Company shall hold a General Meeting of Shareholders at least once each year. The Annual General Meeting of Shareholders shall not be conducted by way of obtaining written opinions.

13. Where the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company shall ensure that shareholders are able to attend and vote by electronic voting or other electronic means in accordance with Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government providing detailed regulations for the implementation of certain provisions of the Law on Securities.

#### **Article 20. Adoption of Resolutions of the General Meeting of Shareholders**

1. The General Meeting of Shareholders passes decisions within its authority by voting at the meeting or collecting written opinions.

2. Resolutions of the General Meeting of Shareholders on the following issues are approved by voting when the number of shareholders representing at least 65% of the total votes of all shareholders attending the meeting approve at the General Meeting of Shareholders:

a. Amending and supplementing the contents of the company's Charter;

b. Company development orientation;

c. Type of shares and total number of shares of each type;

d. Elect, dismiss, dismiss members of the Board of Directors and Supervisory Board;

D. Decide to invest or sell assets with a value equal to or greater than 35% of the total asset value recorded in the company's most recent financial report;

e. Approve annual financial reports;

g. Reorganize and dissolve the company.

h. Changing industries, occupations and business fields;

i. Change the Company's organizational and management structure;

3. Other resolutions are passed when approved by the number of shareholders owning at least 51% of the total votes of all shareholders attending and voting at the meeting, except for the cases specified in Clauses 2 and 4 of this Article.



4. Voting to elect members of the Board of Directors must be carried out by cumulative voting method, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of elected members of the Board of Directors and shareholders have the right to accumulate all or part of their total votes for one or several candidates. The elected member of the Board of Directors is determined by the number of votes counted from high to low, starting from the candidate with the highest number of votes until the number of members specified in the company's Charter is reached. In case there are 02 or more candidates achieving the same number of votes for the last member of the Board of Directors, re-election will be conducted among the candidates with an equal number of votes or selected according to the criteria of election regulations.

5. In case of passing a resolution in the form of collecting written opinions, the resolution of the General Meeting of Shareholders will be passed if it is approved by the number of shareholders representing at least 51% of the total votes.

6. Resolutions of the General Meeting of Shareholders passed by 100% of the total number of voting shares are legal and effective even if the order and procedures for convening meetings and passing such resolutions violate the provisions of the Enterprise Law and the Company's Charter.

7. The resolution of the General Meeting of Shareholders must be notified to shareholders with the right to attend the General Meeting of Shareholders within 15 days from the date the resolution is passed; In case the Company has a website, sending the resolution can be replaced by posting it on the Company's website. 7. The resolution of the General Meeting of Shareholders must be notified to shareholders with the right to attend the General Meeting of Shareholders within 15 days from the date the resolution is passed; In case the Company has a website, sending the resolution can be replaced by posting it on the Company's website.

#### **Article 21. Authority and Procedures for Obtaining Written Opinions of Shareholders to Adopt Resolutions of the General Meeting of Shareholders**

The authority and procedures for obtaining written opinions of shareholders for the adoption of resolutions of the General Meeting of Shareholders shall be implemented as follows:

1. The Board of Directors shall have the right to obtain written opinions from shareholders in order to adopt resolutions of the General Meeting of Shareholders whenever it deems necessary for the interests of the Company, except in the cases specified in Clause 2, Article 147 of the Law on Enterprises.

2. The Board of Directors shall prepare the opinion solicitation form, the draft resolution of the General Meeting of Shareholders, and explanatory materials relating to the draft resolution. The opinion solicitation form, together with the draft resolution and explanatory materials, must be sent by a method ensuring delivery to the permanent address of each shareholder. The Board of Directors shall ensure that such documents are sent and disclosed to shareholders within a reasonable period for consideration and voting, and in any event no later than fifteen (15) days prior to the deadline for receipt of completed opinion forms.

3. An opinion solicitation form shall contain the following principal information:

a. The name, head office address, enterprise registration certificate number and date of issuance, and place of business registration of the Company;

b. The purpose of obtaining shareholders' opinions;

c. Full name, permanent address, nationality, Citizen Identity Card number, Passport number, or other lawful personal identification of an individual shareholder; the name, permanent address, nationality, establishment decision number or enterprise registration number of an



organizational shareholder or its authorized representative; the number of shares of each class held and the corresponding voting rights of the shareholder;

- d. The matter on which opinions are sought for the adoption of a resolution;
- e. Voting options, including: approval, disapproval, and abstention (no opinion);
- f. The deadline for returning the completed opinion solicitation form to the Company;
- g. Full name and signatures of the Chairman of the Board of Directors and the legal representative of the Company.

4. A completed opinion solicitation form must bear the signature of the individual shareholder, the authorized representative, or the legal representative of an organizational shareholder.

The completed opinion solicitation form may be returned to the Company in one of the following manners:

- a. By post: The completed opinion solicitation form must bear the signature of the individual shareholder, the authorized representative, or the legal representative of an organizational shareholder. The form must be placed in a sealed envelope, and no person shall be entitled to open it before the vote-counting process.
- b. By electronic mail: An opinion solicitation form submitted by electronic mail must remain confidential until the vote-counting process.

Opinion solicitation forms received after the prescribed deadline stated therein, or forms that have been opened before vote counting, shall be deemed invalid

5. The Board of Directors shall conduct the vote count and prepare a vote-counting report under the supervision of the Supervisory Board or shareholders who do not hold managerial positions within the Company. The vote-counting report shall contain the following principal information:

- a. The name, head office address, enterprise registration certificate number and date of issuance, and place of business registration of the Company;
- b. The purpose of the opinion solicitation and the matters submitted for approval;
- c. The number of shareholders participating in the vote and the total number of voting rights represented, specifying valid and invalid votes separately, together with an appendix containing the list of participating shareholders;
- d. The total number of votes in favor, against, and abstaining with respect to each matter;
- e. The resolutions adopted;
- f. Full names and signatures of the Chairman of the Board of Directors, the legal representative of the Company, and the vote-counting supervisor.

Members of the Board of Directors and the vote-counting supervisor shall be jointly liable for the truthfulness and accuracy of the vote-counting report and shall jointly bear responsibility for any damages arising from resolutions adopted on the basis of dishonest or inaccurate vote counting.

6. The vote-counting report must be published on the Company's website within twenty-four (24) hours and sent to shareholders within fifteen (15) days from the completion of the vote-counting process.

7. The completed opinion solicitation forms, the vote-counting report, the full text of the adopted resolutions, and all related documents attached to the opinion solicitation forms shall be retained at the Company's head office.

8. Any resolution adopted through the written opinion solicitation process shall have the same validity and effect as a resolution adopted at a meeting of the General Meeting of Shareholders.

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



## 1. Minutes of the General Meeting of Shareholders

The Chairperson of the General Meeting of Shareholders shall be responsible for organizing the preparation and retention of the minutes of the General Meeting of Shareholders. The minutes of the General Meeting of Shareholders must be published on the Company's website within twenty-four (24) hours and sent to all shareholders within fifteen (15) days from the date of conclusion of the meeting. The requirement to send the minutes may be satisfied by posting them on the Company's website.

The minutes of the General Meeting of Shareholders shall contain the following principal contents:

- a. Time and venue of the meeting;
- b. Agenda and contents of the meeting;
- c. Full names of the Chairperson and the Secretary of the meeting;
- d. Summary of the proceedings of the meeting and each matter discussed under the meeting agenda;
- e. Number of shareholders and total voting rights of shareholders attending the meeting; details of shareholder representatives attending the meeting, including the number of shares and corresponding voting rights represented;
- f. Total number of votes cast in respect of each matter submitted for voting, specifying the voting method used, the number of valid votes, invalid votes, votes in favor, votes against, and abstentions; and the corresponding percentages of the total voting rights represented at the meeting;
- g. Matters approved by the meeting and the corresponding voting ratios in favor of approval;
- h. Signatures of the Chairperson and the Secretary. Where the Chairperson or the Secretary refuses to sign the minutes, the minutes shall nevertheless be valid if signed by all other members of the Board of Directors attending the meeting and if they contain all information required under this Clause. In such case, the minutes must clearly state the refusal of the Chairperson and/or the Secretary to sign.

The minutes of the General Meeting of Shareholders shall constitute conclusive evidence of the matters conducted at the meeting unless objections to the contents of the minutes are raised in accordance with the prescribed procedures within ten (10) days from the date the minutes are sent. The minutes shall be prepared in Vietnamese and may additionally be prepared in a foreign language. Both versions shall have equal legal validity, provided that they are signed by the Chairperson and the Secretary and prepared in accordance with the Law on Enterprises and this Charter. In the event of any discrepancy between the Vietnamese version and the foreign-language version of the minutes, the Vietnamese version shall prevail. Meeting records, minutes, attendance registers signed by attending shareholders, and powers of attorney for attendance shall be retained at the Company's head office.

## 2. Effectiveness of Resolutions of the General Meeting of Shareholders

- a. A resolution of the General Meeting of Shareholders shall take effect from the date of its adoption or from such effective date as specified in the resolution.
- b. A resolution of the General Meeting of Shareholders approved by shareholders representing one hundred percent (100%) of the voting shares shall be lawful and effective even where the procedures for convening the meeting or adopting the resolution have not been carried out in full compliance with applicable regulations.



- c. Where a shareholder or a group of shareholders requests a Court or an Arbitration Tribunal to annul a resolution of the General Meeting of Shareholders in accordance with applicable law, such resolution shall remain valid and enforceable until a contrary decision is issued by the Court or Arbitration Tribunal, except where interim emergency measures are applied pursuant to a decision of a competent authority.

#### **Article 23. Request for Annulment of Resolutions of the General Meeting of Shareholders**

Within ninety (90) days from the date of receipt of the minutes of the General Meeting of Shareholders or the vote-counting report relating to the collection of written opinions of shareholders, any shareholder or group of shareholders, member of the Board of Directors, General Director, or member of the Supervisory Board shall have the right to request a Court or an Arbitration Tribunal to review and annul a resolution of the General Meeting of Shareholders in the following circumstances:

1. The procedures for convening the General Meeting of Shareholders were not carried out in accordance with the provisions of applicable law and the Company's Charter;
2. The procedures for adopting the resolution, or the contents of the resolution, violate applicable law or the Company's Charter.

Where a resolution of the General Meeting of Shareholders is annulled pursuant to a decision of a Court or an Arbitration Tribunal, the person who convened the annulled General Meeting of Shareholders may consider reconvening the General Meeting of Shareholders within thirty (30) working days in accordance with the procedures prescribed by the Law on Enterprises and this Charter.

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

#### **ARTICLE 24. COMPOSITION AND TERM OF OFFICE OF MEMBERS OF THE BOARD OF DIRECTORS**

1. The Board of Directors shall consist of five (05) members. The term of office of the Board of Directors shall be five (05) years. The term of office of a member of the Board of Directors shall not exceed five (05) years. Members of the Board of Directors may be re-elected for an unlimited number of terms. The total number of independent members and non-executive members of the Board of Directors shall account for at least one-third (1/3) of the total number of members of the Board of Directors. Members of the Board of Directors must satisfy all qualifications and conditions prescribed by the Law on Enterprises.

The minimum number of non-executive/independent members of the Board of Directors shall be determined by rounding down to the nearest whole number.

2. Shareholders holding voting shares for a continuous period of at least six (06) months have the right to combine their individual voting rights to nominate candidates for the Board of Directors. Shareholders or groups of shareholders holding from 5% to less than 10% of the total voting shares are entitled to nominate one (01) candidate; from 10% to less than 30% are entitled to nominate a maximum of two (02) candidates; from 30% to less than 40% are entitled to nominate a maximum of three (03) candidates; from 40% to less than 50% are entitled to nominate a maximum of four (04) candidates; from 50% to less than 60% are entitled to nominate a maximum of five (05) candidates; from 60% to less than 70% are entitled to nominate a maximum of six (06) candidates; from 70% to 80% are entitled to nominate a maximum of seven (07) candidates; and from 80% to under 90% are nominated a maximum of eight (08) candidates.

3. Where the number of candidates nominated or self-nominated for election to the Board of Directors remains insufficient, the incumbent Board of Directors may nominate additional



candidates or organize nominations in accordance with a mechanism prescribed by the Company. The nomination mechanism or the procedure by which the incumbent Board of Directors nominates candidates must be clearly disclosed and approved by the General Meeting of Shareholders prior to the nomination process.

4. A member of the Board of Directors shall cease to hold office in any of the following circumstances:

a. Such member no longer satisfies the qualifications required for membership of the Board of Directors under the Law on Enterprises or is prohibited by law from serving as a member of the Board of Directors;

b. Such member submits a written resignation to the Company's head office;

c. Such member suffers from a mental disorder, and other members of the Board of Directors possess professional evidence demonstrating that he or she no longer has legal capacity to act;

d. Such member fails to attend meetings of the Board of Directors for a continuous period of six (06) months without the approval of the Board of Directors, and the Board of Directors resolves that his or her position shall be deemed vacant;

e. Such member is removed from office pursuant to a resolution of the General Meeting of Shareholders.

5. The Board of Directors may appoint another person to temporarily fill a vacancy arising on the Board of Directors, and such appointment must be approved at the next General Meeting of Shareholders. Upon approval by the General Meeting of Shareholders, the appointment shall be deemed effective from the date on which the Board of Directors made the appointment. The term of office of the newly appointed member shall commence on the effective date of the appointment and continue until the expiration of the current term of the Board of Directors. If the appointment is not approved by the General Meeting of Shareholders, all resolutions and decisions of the Board of Directors adopted prior to the date of such General Meeting of Shareholders, with the participation and voting of the replacement member, shall remain valid and effective.

6. The appointment of members of the Board of Directors shall be disclosed in accordance with the laws and regulations on securities and the securities market.

7. A member of the Board of Directors is not required to be a shareholder of the Company. A member of the Board of Directors of the Company may concurrently serve as a member of the Board of Directors or Members' Council of no more than five (05) other companies.

#### **Article 25. Powers and Duties of the Board of Directors**

1. The business operations and affairs of the Company shall be managed by, or carried out under the direction of, the Board of Directors. The Board of Directors shall have full authority to exercise all rights on behalf of the Company, except for those matters falling within the authority of the General Meeting of Shareholders.

2. The Board of Directors shall supervise the General Director and other managers of the Company.

3. The rights and obligations of the Board of Directors shall be prescribed by law, this Charter, the internal regulations of the Company, and resolutions of the General Meeting of Shareholders. In particular, the Board of Directors shall have the following powers and duties:

a. To decide on the Company's business strategy, medium-term development plan, and annual business plan;

b. To recommend 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 authorized number of shares offered for each class and to decide on other methods of capital mobilization;
- d. To determine the offering price of shares and bonds of the Company;
- e. To decide on the repurchase of shares in accordance with Clauses 1 and 2 of 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 market development, marketing, and technology solutions;
- h. To approve contracts for purchase, sale, borrowing, lending, and other contracts or transactions with a value equal to or exceeding thirty-five percent (35%) of the total assets recorded in the Company's most recent financial statements, except for contracts and transactions falling within the authority of the General Meeting of Shareholders under the Law on Enterprises;
- i. To elect, dismiss, and remove the Chairman of the Board of Directors; appoint, dismiss, enter into employment contracts with, and terminate employment contracts of the General Director, Deputy General Directors, and Chief Accountant; to determine the salaries, remuneration, bonuses, and other benefits of such persons; to appoint authorized representatives to participate in the Members' Council or General Meeting of Shareholders of other companies; and to determine the 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 day-to-day business operations;
- l. To decide on the organizational structure and internal management regulations of the Company; to decide on the establishment of subsidiaries, branches, representative offices, and the contribution of capital to or acquisition of shares in other enterprises;
- m. To approve the agenda and materials for meetings of the General Meeting of Shareholders; to convene meetings of the General Meeting of Shareholders or organize the collection of shareholders' written opinions for the adoption of resolutions;
- n. To submit annual financial statements to the General Meeting of Shareholders;
- o. To recommend dividend levels; to determine the time and procedures for dividend payment or the treatment of losses incurred in business operations;
- p. To recommend the reorganization or dissolution of the Company and to petition for the Company's bankruptcy;
- q. To promulgate the Operating Regulations of the Board of Directors and the Internal Corporate Governance Regulations following approval by the General Meeting of Shareholders; and to promulgate the Company's Information Disclosure Regulations;
- r. To propose the issuance of convertible bonds and warrants entitling holders to purchase shares at predetermined prices; and to determine the offering prices of bonds, shares, and convertible securities where authorized by the General Meeting of Shareholders;
- s. To decide on borrowings and the implementation of mortgages, security interests, guarantees, indemnities, and other forms of security provided by the Company;
- t. To approve investments not included in the approved business plan and budget where such investments exceed ten percent (10%) of the value of the annual business plan and budget;
- u. To decide on the acquisition or disposal of shares in other companies established in Vietnam or abroad;
- v. To determine the value of non-cash assets contributed to the Company in connection with the issuance of shares or bonds, including gold, land use rights, intellectual property rights, technology, and technical know-how;



x. To decide on the Company's purchase or redemption of not more than ten percent (10%) of each class of shares and to determine the purchase or redemption price thereof;

y. To exercise other rights and perform other obligations as prescribed by the Law on Enterprises, the Law on Securities, other applicable laws, and this Charter.

4. The Board of Directors shall report to the General Meeting of Shareholders on its activities, particularly its supervision of the General Director and other managers during the financial year. If the Board of Directors fails to submit such report to the General Meeting of Shareholders, the Company's annual financial statements shall be deemed invalid and not approved by the Board of Directors.

5. Unless otherwise provided by law or this Charter, the Board of Directors may delegate authority to subordinate employees and managers to act on behalf of the Company.

6. Members of the Board of Directors (excluding alternate authorized representatives) shall be entitled to remuneration for their services as members of the Board of Directors. The aggregate remuneration of the Board of Directors shall be determined by the General Meeting of Shareholders. Such remuneration shall be allocated among the members of the Board of Directors in accordance with an agreement among them or, failing such agreement, in equal proportions.

7. The total amount paid to each member of the Board of Directors, including remuneration, expenses, commissions, share purchase rights, and other benefits received from the Company, its subsidiaries, affiliated companies, and other companies in which such member represents the Company's contributed capital, shall be disclosed in detail in the Company's annual report.

8. A member of the Board of Directors holding an executive position (including the position of Chairman or Vice Chairman), serving on committees of the Board of Directors, or performing duties which, in the opinion of the Board of Directors, fall outside the ordinary scope of a director's responsibilities, may receive additional remuneration in the form of a fixed fee per assignment, salary, commission, profit-sharing percentage, or any other form determined by the Board of Directors.

9. Members of the Board of Directors shall be entitled to reimbursement of all travel, accommodation, meal, and other reasonable expenses actually incurred in the performance of their duties, including expenses incurred in attending meetings of the Board of Directors, committees of the Board of Directors, or the General Meeting of Shareholders.

#### **Article 26. Chairman of the Board of Directors**

1. The General Meeting of Shareholders or the Board of Directors shall elect from among the members of the Board of Directors a Chairman and a Vice Chairman. The Chairman of the Board of Directors may concurrently hold, or may not concurrently hold, the position of General Director of the Company.

2. The Chairman of the Board of Directors shall be responsible for convening and presiding over meetings of the General Meeting of Shareholders and meetings of the Board of Directors, and shall have such other rights and responsibilities as prescribed by this Charter and the Law on Enterprises.

3. The Chairman of the Board of Directors shall be responsible for ensuring that the Board of Directors submits the annual financial statements, reports on the Company's operations, audit reports, and supervisory reports of the Board of Directors to the shareholders at the General Meeting of Shareholders.

4. In the event that both the Chairman and the Vice Chairman of the Board of Directors resign or are removed from office, the Board of Directors shall elect a replacement within ten (10) days.





## **Article 27. Meetings of the Board of Directors**

1. Where the Board of Directors elects a Chairman, the first meeting of the Board of Directors for the relevant term, for the purpose of electing the Chairman and adopting other matters within its authority, shall be held within seven (7) working days from the completion of the election of the Board of Directors for that term. Such meeting shall be convened by the member receiving the highest number of votes. Where two or more members receive the same highest number of votes, those members shall elect, by majority vote, one among them to convene the meeting of the Board of Directors.

2. Regular Meetings: The Chairman of the Board of Directors shall convene meetings of the Board of Directors and determine the agenda, time, and venue of the meeting at least seven (7) days prior to the proposed meeting date. The Chairman may convene meetings whenever deemed necessary; however, the Board of Directors shall meet at least once every quarter.

3. The Chairman of the Board of Directors shall convene extraordinary meetings whenever deemed necessary for the interests of the Company. In addition, the Chairman shall convene a meeting of the Board of Directors, without unreasonable delay, upon receipt of a written request stating the purpose of the meeting and the matters to be discussed from any of the following:

- a. The General Director or at least five (5) other managers;
- b. At least two (2) members of the Board of Directors;
- c. The Supervisory Board.

4. The meetings of the Board of Directors referred to in Clause 3 of this Article shall be held within seven (7) working days from the date of receipt of the request. If the Chairman refuses to convene such meeting upon request, the Chairman shall be liable for any damages incurred by the Company. The persons entitled to request the meeting under Clause 3 of this Article may themselves convene the meeting of the Board of Directors.

5. Upon request of the independent auditor, the Chairman of the Board of Directors shall convene a meeting of the Board of Directors to discuss the audit report and the condition of the Company.

6. Meeting Venue: Meetings of the Board of Directors shall be held at the registered office of the Company or at another location in Vietnam or abroad as determined by the Chairman of the Board of Directors and approved by the Board of Directors.

7. Notice and Agenda of Meetings: Notice of a meeting of the Board of Directors must be sent to all members of the Board at least three (3) working days before the meeting date. Board members may waive the notice requirement in writing, and such waiver may have retroactive effect. The notice shall be made in Vietnamese and must specify the agenda, time, and venue of the meeting, together with all necessary documents relating to matters to be discussed and voted upon at the meeting, as well as voting forms for members who are unable to attend.

The notice may be sent by post, fax, email, or other means, provided that it reaches the address registered with the Company for each member of the Board of Directors.

8. The first meeting of the Board of Directors shall only proceed and adopt resolutions when at least three-quarters (3/4) of the members of the Board are present in person or through authorized representatives.

If the required quorum is not met, the meeting shall be reconvened within seven (7) days from the date originally scheduled. The reconvened meeting may proceed if more than one-half (1/2) of the members of the Board of Directors are present.



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

- a. Attending and voting in person at the meeting;
- b. Authorizing another person to attend and vote on his/her behalf in accordance with Clause 11 of this Article;
- c. Attending and voting through an online meeting, electronic voting system, or other electronic means;
- d. Sending a voting ballot to the meeting by mail, fax, or email.

10. Where voting ballots are submitted to a meeting by post, the ballots must be sealed in an envelope and delivered to the Chairman of the Board of Directors no later than one (01) hour before the opening of the meeting. Such ballots shall only be opened in the presence of all attendees at the meeting.

11 Members of the Board of Directors shall attend all meetings of the Board. A member may authorize another person to attend and vote on his/her behalf if approved by a majority of the members of the Board of Directors.

#### 12. Voting

a. Except as provided in Point b, Clause 12 of this Article 27, each member of the Board of Directors, or his/her authorized representative personally attending the meeting, shall have one vote.

b. A member of the Board of Directors shall not vote on any contract, transaction, or proposal in which such member or his/her related person has an interest that conflicts or may conflict with the interests of the Company. Such member shall not be counted toward the minimum number of attendees required to constitute a quorum for deliberations on matters in which he/she is not entitled to vote.

c. Subject to Point d, Clause 12 of this Article 27, where an issue arises during a Board meeting concerning the extent of a Board member's interest or the voting rights of a Board member, and such issue cannot be resolved through the voluntary abstention of that member, the matter shall be referred to the Chairperson of the meeting. The Chairperson's ruling shall be final and binding on all other Board members, unless the nature or scope of the relevant member's interest has not been fully disclosed.

d. A Board member benefiting from a contract specified in Points a and b, Clause 4, Article 35 of this Charter shall be deemed to have a material interest in such contract.

13. A Board member who directly or indirectly benefits from a contract or transaction already entered into or proposed to be entered into with the Company, and who is aware of such interest, shall disclose the nature and content of that interest at the first Board meeting considering the execution of such contract or transaction. Where a Board member was unaware of his/her own interest or the interest of a related person at the time the contract or transaction was entered into, such member shall disclose the relevant interest at the first Board meeting held after becoming aware that he/she has or may have an interest in the relevant transaction or contract.

14. The Board of Directors shall adopt resolutions and decisions based on the affirmative votes of a majority (more than 50%) of the attending Board members. In the event of an equal number of votes for and against, the vote of the Chairman shall be the deciding vote.

15. A meeting of the Board of Directors may be conducted among Board members located in different places, provided that each participating member is able to:



- a. Hear every other participating Board member speaking during the meeting; and
- b. If he/she wishes, address all other participating members simultaneously.

Communication among members may be conducted directly by telephone, by other communication facilities (whether existing at the time this Charter is adopted or developed thereafter), or through a combination of such methods. For the purposes of this Charter, a Board member participating in such a meeting shall be deemed to be present at the meeting. The meeting venue shall be deemed to be the location where the largest group of participating Board members is gathered, or, if there is no such group, the location where the Chairperson of the meeting is present.

Resolutions adopted at a duly convened and conducted telephone meeting shall take effect immediately upon conclusion of the meeting but must subsequently be confirmed by the signatures of all participating Board members in the meeting minutes.

16. A written resolution must bear the signatures of all Board members who:
- a. Are entitled to vote on the resolution at a Board meeting; and
  - b. Together constitute not less than the minimum number of members required for a valid Board meeting.

Such written resolutions shall have the same validity and effect as resolutions adopted at a duly convened and conducted Board meeting.

A resolution may be executed in multiple counterparts, provided that each counterpart contains at least one signature of a Board member.

17. The Chairman of the Board of Directors shall be responsible for forwarding the minutes of Board meetings to Board members. Such minutes shall be regarded as conclusive evidence of the matters conducted at the meetings unless objections to the contents of the minutes are raised within ten (10) days from the date of dispatch. Board meeting minutes shall be prepared in Vietnamese and must bear the signatures of all Board members attending the meeting. Alternatively, the minutes may be prepared in several counterparts, each signed by at least one (01) Board member participating in the meeting.

18. Board Subcommittees: The Board may establish and delegate authority to subcommittees. Subcommittee members may consist of one or more members of the Board and one or more external members as decided by the Board. In exercising their delegated authority, subcommittees must comply with the regulations set forth by the Board. These regulations may amend or permit the inclusion of non-Board members into the aforementioned subcommittees and allow them to vote as members of the subcommittee, but (a) the number of external members must be less than half the total number of subcommittee members, and (b) resolutions of subcommittees are only valid when a majority of the members present and voting at the subcommittee meeting are members of the Board.

19. Acts performed in execution of decisions of the Board of Directors, a committee of the Board, or a person acting as a committee member shall remain legally valid even if there are defects in the election, appointment, or qualification of such Board member or committee member.

## **VIII. CEO, MANAGERS AND PERSONS IN CHARGE OF COMPANY ADMINISTRATION, COMPANY SECRETARY**

### **Article 28. Management Organization**



The Company's management system shall ensure that the management apparatus is accountable to and operates under the supervision and direction of the Board of Directors. The Company shall have one (01) Chief Executive Officer (CEO), Deputy Chief Executive Officers, a Chief Accountant, and such other positions as may be appointed by the Board of Directors. The appointment, dismissal, or removal of the foregoing positions must be effected by a duly adopted resolution of the Board of Directors.

#### **Article 29. Managers**

1. Upon the recommendation of the Chief Executive Officer and with the approval of the Board of Directors, the Company may employ such number and categories of managers as are necessary or appropriate for its organizational structure and corporate governance practices, as determined by the Board of Directors from time to time. Managers shall exercise the diligence necessary to ensure that the Company's operations and organization achieve their established objectives.
2. The salary, remuneration, benefits, and other terms and conditions of employment of the Chief Executive Officer shall be determined by the Board of Directors. The employment contracts and compensation arrangements of other managers shall be decided by the Board of Directors after consultation with the Chief Executive Officer.

#### **Article 30. Appointment, Dismissal, Duties and Powers of the Chief Executive Officer**

1. Appointment: The Board of Directors appoints a member of the Board or another person as the Chief Executive Officer and will sign a contract specifying the salary, remuneration, benefits, and other terms related to the employment. Information regarding the salary, allowances, and benefits of the Chief Executive Officer must be reported to the Annual General Meeting of Shareholders and included in the Company's annual report.
2. Term of Office: The term of office for the CEO is 5 (five) years and may be reappointed. The appointment may expire based on the provisions of the employment contract. The CEO is not permitted to be a person prohibited by law from holding this position, namely minors, persons lacking legal capacity, persons who have been convicted of imprisonment, persons currently serving prison sentences, members of the armed forces, civil servants, and persons who have been found to have caused the bankruptcy of the company they previously led.
3. The Chief Executive Officer shall have the following powers and responsibilities:
  - a. To implement resolutions of the Board of Directors and the General Meeting of Shareholders, as well as the Company's business and investment plans approved by the Board of Directors and the General Meeting of Shareholders;
  - b. To decide on all matters that do not require a resolution of the Board of Directors, including signing financial and commercial contracts on behalf of the Company and organizing and managing the Company's day-to-day business operations in accordance with best management practices;
  - c. To recommend the number and categories of managers that the Company should employ for appointment or dismissal by the Board of Directors when necessary in order to implement effective operational and management structures proposed by the Board, and to advise the Board on salaries, remuneration, benefits, and other terms and conditions of employment applicable to managers;
  - d. To consult with the Board of Directors regarding decisions on the number of employees, salaries, allowances, benefits, appointments, dismissals, and other terms and conditions of their employment contracts;



- e. By 31 October of each year, to submit to the Board of Directors for approval a detailed business plan for the following fiscal year, based on budgetary requirements and the Company's five-year financial plan;
  - f. To implement the annual business plan approved by the General Meeting of Shareholders and the Board of Directors;
  - g. To propose measures aimed at improving the Company's operations and management;
  - h. To prepare the Company's long-term, annual, and monthly budgets (hereinafter referred to as the "Budgets") for long-term, annual, and monthly management purposes in accordance with the business plan. The annual budget, including the projected balance sheet, profit and loss statement, and cash flow statement for each fiscal year, shall be submitted to the Board of Directors for approval and must contain the information required by the Company's internal regulations;
  - i. To perform all other duties and functions as provided in this Charter, the Company's internal regulations, resolutions of the Board of Directors, the CEO's employment contract, and applicable laws.
4. **Reporting to the Board of Directors and Shareholders:** The Chief Executive Officer shall be accountable to the Board of Directors and the General Meeting of Shareholders for the performance of the assigned duties and powers and shall report to these bodies whenever requested.
5. **Dismissal:** The Board of Directors may dismiss the Chief Executive Officer if at least two-thirds (2/3) of the Board members vote in favor of such dismissal (excluding the vote of the CEO if he/she is also a member of the Board of Directors), and shall appoint a replacement Chief Executive Officer. A dismissed Chief Executive Officer shall have the right to object to the dismissal at the next nearest General Meeting of Shareholders.

### **Article 31. Company Governance Officer and Company Secretary**

1. The Board of Directors shall appoint at least one (01) Company Governance Officer to assist in the corporate governance activities of the Company in accordance with applicable regulations. The Company Governance Officer may concurrently serve as the Company Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises..
2. The Company Governance Officer must not concurrently work for an approved auditing organization that is conducting audits of the Company's financial statements.
3. The Company Governance Officer shall have the following rights and duties:
  - a. Advising the Board of Directors on the organization of General Meetings of Shareholders in accordance with applicable regulations and on matters relating to the relationship between the Company and its shareholders;
  - b. Preparing 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. Advising on meeting procedures;
  - d. Attending meetings;
  - e. Advising on the procedures for preparing resolutions of the Board of Directors in compliance with legal requirements;
  - f. Providing financial information, minutes of Board meetings, and other information to members of the Board of Directors and the Supervisory Board;
  - g. Monitoring and reporting to the Board of Directors on the Company's information disclosure activities;
  - h. Acting as the principal liaison with stakeholders and other interested parties;
  - i. Maintaining confidentiality of information in accordance with applicable laws and this Charter;
  - k. Performing other rights and obligations as prescribed by law.



4. The Board of Directors shall appoint one (01) or more persons to serve as the Company Secretary for such term and under such conditions as determined by the Board of Directors. The Board of Directors may dismiss the Company Secretary whenever necessary, provided that such dismissal complies with applicable labor laws. The Board may also appoint one or more Assistant Company Secretaries from time to time. The roles and duties of the Company Secretary shall include:

a. Preparing meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders at the request of the Chairman of the Board of Directors or the Supervisory Board;

b. Attending meetings and preparing meeting minutes;

c. Advising on meeting procedures;

d. Providing financial information, copies of Board meeting minutes, and other information to members of the Board of Directors and the Supervisory Board;

e. Ensuring that resolutions of the Board of Directors comply with applicable laws.

The Company Secretary shall be responsible for maintaining confidentiality of information in accordance with applicable laws and this Charter.

## **IX. SUPERVISORY BOARD**

### **Article 32. Members of the Board of Supervisors**

1. The Board of Supervisors of the Company shall consist of three (03) members. Members of the Board of Supervisors must not work in the accounting or finance department of the Company and must not be members or employees of the independent auditing firm that audits the Company's financial statements. More than half of the members of the Board of Supervisors must reside in Vietnam.

Members of the Board of Supervisors must not be family members of members of the Board of Directors, the Chief Executive Officer (CEO), or other managers of the Company, and must satisfy the qualifications and conditions prescribed by the Law on Enterprises.

The Head of the Board of Supervisors shall be elected by the Board of Supervisors from among its members; the election, dismissal, and removal shall be decided by majority vote. The Head of the Board of Supervisors must hold at least a university degree in one of the following fields: economics, finance, accounting, auditing, law, business administration, or a discipline relevant to the Company's business activities. The Head of the Board of Supervisors shall have the following rights and duties:

a. Convene meetings of the Board of Supervisors;

b. Request the Board of Directors, the Chief Executive Officer, and other managers to provide information necessary for reporting to the Board of Supervisors;

c. Prepare and sign reports of the Board of Supervisors, after consulting with the Board of Directors, for submission to the General Meeting of Shareholders.

2. Shareholders may aggregate their voting rights to nominate candidates to the Board of Supervisors. A shareholder or group of shareholders holding from 5% to less than 10% of the total voting shares may nominate one (01) candidate; from 10% to less than 30% may nominate up to two (02) candidates; from 30% to less than 40% may nominate up to three (03) candidates; from 40% to less than 50% may nominate up to four (04) candidates; and from 50% to less than 60% may nominate up to five (05) candidates.



3. Where the number of candidates nominated or self-nominated remains insufficient, the incumbent Board of Supervisors may nominate additional candidates or organize nominations in accordance with the mechanism stipulated in the Company's Internal Corporate Governance Regulations. The mechanism under which the incumbent Board of Supervisors nominates candidates must be clearly disclosed and approved by the General Meeting of Shareholders before the nomination process is conducted.
4. Members of the Board of Supervisors shall be elected by the General Meeting of Shareholders. The term of office of the Board of Supervisors shall not exceed five (05) years. Members of the Board of Supervisors may be re-elected for an unlimited number of terms.
5. A member of the Board of Supervisors shall cease to hold office in the following cases:
  - a. The member is prohibited by law from serving as a member of the Board of Supervisors;
  - b. The member resigns by submitting a written notice to the Company's head office;
  - c. The member suffers from a mental disorder and the other members of the Board of Supervisors have professional evidence demonstrating that he or she no longer has legal capacity;
  - d. The member is absent from meetings of the Board of Supervisors for six (06) consecutive months without permission from the Board of Supervisors during such period, and the Board of Supervisors determines that the position has become vacant;
  - e. The member is removed from office by a resolution of the General Meeting of Shareholders.

### **Article 33. Board of Supervisors**

1. The Company shall have a Board of Supervisors, which shall have the rights and obligations prescribed in Article 170 of the Law on Enterprises and this Charter, including principally the following:
  - a. To supervise the Board of Directors and the Chief Executive Officer in the management and operation of the Company;
  - b. To examine the reasonableness, legality, honesty, and prudence in the management and conduct of business operations; and the consistency, systematic nature, and appropriateness of accounting, statistics, and financial reporting activities;
  - c. To review the completeness, legality, and accuracy of the Company's annual and semi-annual business reports and financial statements, as well as reports assessing the management performance of the Board of Directors, and to submit appraisal reports to the Annual General Meeting of Shareholders. To review contracts and transactions with related persons that fall within the approval authority of the Board of Directors or the General Meeting of Shareholders, and to make recommendations regarding contracts and transactions requiring such approvals;
  - d. To review, inspect, and evaluate the effectiveness and efficiency of the Company's internal control system, internal audit function, risk management system, and early warning mechanisms;
  - e. To examine accounting books, accounting records, and other documents of the Company, as well as management and operational activities of the Company whenever deemed necessary or pursuant to a resolution of the General Meeting of Shareholders, or at the request of shareholders or groups of shareholders in accordance with the Law on Enterprises;
  - f. Upon the request of a shareholder or group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises, the Board of Supervisors shall conduct an inspection within seven (07) working days from the date of receipt of such request. Within fifteen (15) days from the completion of the inspection, the Board of Supervisors shall report the inspection results to the Board of Directors and the requesting shareholder(s). Such inspection must not interfere with the normal operations of the Board of Directors or disrupt the Company's business activities;



g. To recommend to the Board of Directors or the General Meeting of Shareholders measures to amend, supplement, or improve the Company's organizational structure, management, supervision, and business operations;

h. Upon discovering that a member of the Board of Directors or the Chief Executive Officer has violated Article 165 of the Law on Enterprises, to immediately notify the Board of Directors in writing, request the violator to cease the violation, and propose remedial measures;

i. To attend and participate in discussions at meetings of the General Meeting of Shareholders, meetings of the Board of Directors, and other meetings of the Company;

k. To engage independent consultants or utilize the Company's internal audit department in performing its assigned duties;

l. To consult with the Board of Directors before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders;

m. To propose the selection of an independent auditing firm, audit fees, and all matters relating to the resignation or dismissal of the independent auditor; to discuss with the independent auditor the nature and scope of the audit before the audit commences; and to discuss difficulties and issues identified from interim or year-end audit results, as well as any matters the independent auditor wishes to raise;

n. To seek independent professional or legal advice and ensure the participation of external experts with appropriate qualifications and experience in the Company's affairs where deemed necessary;

o. Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, this Charter, and resolutions of the General Meeting of Shareholders.

2. Members of the Board of Directors, the Chief Executive Officer, and managers shall provide all information and documents relating to the Company's operations at the request of the Board of Supervisors.

3. The Board of Supervisors may issue regulations governing its meetings and operating procedures. The Board of Supervisors shall meet at least twice a year, and at least two (02) members must be present at each meeting.

4. The total annual remuneration of the members of the Board of Supervisors shall be determined by the General Meeting of Shareholders. Members of the Board of Supervisors shall also be reimbursed for reasonable travel, accommodation, and other expenses incurred in attending meetings or carrying out other activities of the Board of Supervisors related to the Company's business operations.

5. Members of the Board of Supervisors shall comply with the provisions of Article 173 of the Law on Enterprises.

6. The General Meeting of Shareholders shall dismiss Supervisors in accordance with Article 174 of the Law on Enterprises.

## **X. DUTIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE BOARD OF SUPERVISORS, THE CHIEF EXECUTIVE OFFICER, AND OTHER MANAGERS**



**Article 34. Duty of Care of Members of the Board of Directors, Members of the Board of Supervisors, the Chief Executive Officer, and Managers**

Members of the Board of Directors, members of the Board of Supervisors, the Chief Executive Officer, and authorized managers shall perform their duties, including duties as members of committees of the Board of Directors, honestly and in a manner they reasonably believe to be in the best interests of the Company, exercising the degree of care that a prudent person would exercise in a similar position and under similar circumstances.

**Article 35. Duty of Loyalty and Avoidance of Conflicts of Interest**

1. Members of the Board of Directors, members of the Board of Supervisors, the Chief Executive Officer, and managers shall not use business opportunities that may benefit the Company for their own personal purposes. They shall not use information obtained by virtue of their positions for personal gain or for the benefit of any other organization or individual.

2. Members of the Board of Directors, members of the Board of Supervisors, the Chief Executive Officer, and other managers shall disclose to the Board of Directors all interests that may give rise to conflicts of interest with the Company through business entities, transactions, or other individuals.

3. The Company shall not provide loans, guarantees, or credit facilities to members of the Board of Directors, members of the Board of Supervisors, the Chief Executive Officer, managers, their family members, or legal entities in which such persons have financial interests, unless otherwise approved by the General Meeting of Shareholders.

4. A contract or transaction between the Company and one or more members of the Board of Directors, members of the Board of Supervisors, the Chief Executive Officer, other managers, or their related persons, or any company, partnership, association, or organization in which such persons are members or have a financial interest, shall not be invalidated if any of the following conditions is satisfied:

a. For contracts with a value of less than 20% of the total assets recorded in the most recent financial statements, the material details of the contract or transaction, as well as the relationships and interests of the manager or Board member concerned, have been disclosed to the Board of Directors or the relevant committee. The Board of Directors or such committee has approved the contract or transaction in good faith by a majority vote of the members having no related interests;

b. For contracts with a value exceeding 20% of the total assets recorded in the most recent financial statements, the material details of the contract or transaction, as well as the relationships and interests of the manager or Board member concerned, have been disclosed to shareholders without related interests who are entitled to vote on the matter, and such shareholders have approved the contract or transaction;

c. The contract or transaction has been determined by an independent consulting organization to be fair and reasonable in all material respects to the Company's shareholders at the time the contract or transaction was approved by the Board of Directors, a committee of the Board of Directors, or the shareholders.

Members of the Board of Directors, members of the Board of Supervisors, the Chief Executive Officer, other managers, and their related persons shall not use undisclosed information of the Company or disclose such information to others for the purpose of carrying out related transactions.

**Article 36. Liability for Damages and Indemnification**

1. Members of the Board of Directors, members of the Board of Supervisors, the Chief Executive Officer, and managers who breach their duty to act honestly or fail to perform their



duties with due care, diligence, and professional competence shall be liable for any damages resulting from such breaches.

2. The Company shall indemnify persons who have been, are, or may become parties to claims, lawsuits, or legal proceedings (including civil and administrative proceedings, but excluding actions initiated by the Company) if such persons are or were members of the Board of Directors, managers, employees, or authorized representatives of the Company, or if they are or were serving at the request of the Company as members of the Board of Directors, managers, employees, or authorized representatives of another entity, provided that they acted honestly, prudently, and diligently in the best interests of the Company or in a manner not contrary to the best interests of the Company, complied with applicable laws, and there is no evidence establishing that they breached their duties. When performing their functions, duties, or authorized activities on behalf of the Company, members of the Board of Directors, members of the Board of Supervisors, managers, employees, and authorized representatives of the Company shall be indemnified by the Company when they become parties to claims, lawsuits, or legal proceedings (except for actions initiated by the Company) in the following circumstances:

a. They acted honestly, prudently, and diligently in the interests of the Company and in a manner not conflicting with the interests of the Company;

b. They complied with applicable laws, and there is no evidence showing that they failed to fulfill their responsibilities.

3. Indemnifiable expenses shall include incurred costs (including legal fees), court-awarded costs, fines, settlements, and other amounts actually paid or reasonably incurred in resolving such matters to the extent permitted by law. The Company may purchase insurance for such persons against the liabilities described above.

## **XI. RIGHT OF INSPECTION OF COMPANY BOOKS AND RECORDS**

### **Article 37. Rights to Inspect Books and Records**

1. Shareholders or groups of shareholders referred to in Clause 2 of Article 24 and Clause 2 of Article 32 of this Charter shall have the right, either directly or through an authorized representative, to submit a written request to inspect the shareholders' register, minutes of General Meetings of Shareholders, and to make copies or extracts of such documents during working hours at the Company's head office. Any request made by an authorized representative of a shareholder must be accompanied by a power of attorney from the shareholder represented or a notarized copy thereof.

2. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other managers shall have the right to inspect the Company's shareholders' register, list of shareholders, and other books and records of the Company for purposes related to the performance of their duties, provided that such information is kept confidential.

3. The Company shall maintain this Charter and any amendments 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 any other documents as required by law at its head office or at another location, provided that shareholders and the business registration authority are notified of such location.

4. The Company Charter shall be published on the Company's website.



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

### **Article 38. Employees and the Trade Union**

1. The General Director shall prepare plans for submission to the Board of Directors for approval on matters relating to the recruitment and termination of employees, salaries, social insurance, welfare benefits, rewards, and disciplinary measures applicable to employees and managers.
2. The General Director shall prepare plans for submission to the Board of Directors for approval on matters relating 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 39. Distribution of Profits**

1. The General Meeting of Shareholders shall determine the annual dividend rate and the form of dividend payment from the Company's retained earnings.
2. Subject to the provisions of the Law on Enterprises, the Board of Directors may decide to declare and pay interim dividends if it considers that such payment is justified by the Company's profitability.
3. The Company shall not pay interest on any dividend or other amount payable in respect of any share.
4. The Board of Directors may propose to the General Meeting of Shareholders that all or part of a dividend be paid in shares, and the Board of Directors shall implement such resolution.
5. Where dividends or other amounts payable in respect of a class of shares are paid in cash, the Company shall make such payments in Vietnamese Dong. Payment may be made directly or through banks based on the banking details provided by shareholders. Where the Company has transferred funds in accordance with the banking details supplied by a shareholder but such shareholder does not receive the payment, the Company shall not be liable for the amount so transferred. Dividend payments in respect of shares listed on a stock exchange may be made through a securities company or the Vietnam Securities Depository and Clearing Corporation (VSDC).
6. In accordance with the Law on Enterprises and the Law on Securities, the Board of Directors shall adopt a resolution fixing a record date. Based on such record date, persons registered as shareholders or holders of other securities shall be entitled to receive dividends, interest, profit distributions, shares, notices, or other documents.
7. Other matters relating to the distribution of profits shall be implemented in accordance with applicable laws and regulations.

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

### **Article 40. Bank Accounts**

1. The Company shall open and maintain bank accounts with a Vietnamese bank or with foreign banks duly licensed to operate in Vietnam.
2. Subject to prior approval from the competent authorities, where necessary, the Company may open bank accounts abroad in accordance with applicable laws and regulations.



3. The Company shall conduct all payments and accounting transactions through its Vietnam Dong or foreign currency accounts maintained with banks where the Company has opened accounts.

#### **Article 41. Financial Year**

The financial year of the Company shall commence on the first day of January each year and end on the thirty-first (31st) day of December of the same year. The first financial year of the Company shall commence on the date of issuance of the Enterprise Registration Certificate and end on the thirty-first (31st) day of December of that year.

#### **Article 42. Accounting System**

1. The accounting system adopted by the Company shall be the Vietnamese Accounting Standards (VAS) or any other accounting system approved by the Ministry of Finance.
2. The Company shall maintain its accounting books and records in the Vietnamese language. The Company shall retain accounting records appropriate to the nature of its business activities. Such records must be accurate, up-to-date, systematic, and sufficient to evidence and explain the Company's transactions.
3. The Company shall use Vietnam Dong (VND) as the accounting currency.

### **XV. ANNUAL REPORT, DISCLOSURE OBLIGATIONS AND PUBLIC ANNOUNCEMENTS**

#### **Article 43. Periodic Financial Statements**

1. The Company shall prepare annual financial statements in accordance with applicable laws. The annual financial statements shall be audited in accordance with Article 45 of this Charter and, within ninety (90) days from the end of the financial year, shall be disclosed periodically and submitted to the competent State authorities as required by law.
2. The annual financial statements shall include an income statement fairly and accurately reflecting the Company's profit and loss for the financial year, a statement of financial position fairly and accurately reflecting the Company's financial condition as of the reporting date, a cash flow statement, and notes to the financial statements. Where the Company is a parent company, the annual financial statements shall also include consolidated financial statements reflecting the financial position and operations of the Company and its subsidiaries at the end of each financial year.
3. The Company shall prepare and disclose quarterly financial statements and reviewed semi-annual financial statements in accordance with the laws on information disclosure and submit them to the competent State authorities.
4. The audited annual financial statements shall be provided to all shareholders, publicly disclosed, and posted on the Company's website.
5. Any organization or individual having an interest shall have the right to obtain copies of the audited annual financial statements at the Company's head office upon payment of a reasonable fee.

#### **Article 44. Annual Report**

The Company shall prepare and disclose its annual report in accordance with the laws and regulations on securities and the securities market.

### **XVI. AUDIT OF THE COMPANY**



#### **Article 45. Audit**

1. The Annual General Meeting of Shareholders (AGM) shall appoint an independent auditing firm, or approve a list of independent auditing firms and authorize the Board of Directors to select one of such firms to conduct the audit of the Company for the following financial year, based on the terms and conditions agreed upon with the Board of Directors. The Company shall prepare and submit its annual financial statements to the independent auditing firm after the end of the financial year.
2. The independent auditing firm shall examine, certify, and report on the annual financial statements reflecting the Company's revenues and expenditures, and shall prepare an audit report for submission to the Company.
3. The audit report shall be attached to the Company's annual financial statements.
4. The auditors conducting the audit of the Company shall be entitled to attend meetings of the General Meeting of Shareholders and shall have the right to receive notices and other information relating to such meetings that shareholders are entitled to receive. They may also express their opinions at the meeting on matters related to the audit.

### **XVII. CORPORATE SEAL**

#### **Article 46. Corporate Seal**

1. The Board of Directors shall decide on and approve the Company's official seal, and the seal shall be engraved and used in accordance with applicable laws and regulations.
2. The Board of Directors and the Chief Executive Officer (CEO) shall use and manage the Company's seal in compliance with the prevailing laws and regulations.

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

#### **Article 47. Termination of Operations**

1. The Company may be dissolved or cease operations in the following cases:
  - a. Upon expiry of the Company's operating term, including any extended term;
  - b. When the Company is declared bankrupt by a court in accordance with applicable laws;
  - c. Early dissolution pursuant to a resolution of the General Meeting of Shareholders;
  - d. Other cases as prescribed by law.
2. In the event of early dissolution as resolved by the General Meeting of Shareholders, the Board of Directors shall implement the dissolution procedures. Such dissolution resolution must be notified to, or approved by, the competent authorities (where required) in accordance with applicable regulations.

#### **Article 48. Liquidation**

1. At least six (06) months before the expiry of the Company's operating term, or immediately following a resolution on the Company's dissolution, the Board of Directors shall establish a Liquidation Committee comprising three (03) members. 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 auditing firm. The Liquidation Committee shall adopt its own operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent professionals. All expenses related to the liquidation process shall be paid by the Company with priority over all other debts and obligations.



2. The Liquidation Committee shall notify the business registration authority of its establishment date and commencement date of operation. From that time onward, the Liquidation Committee shall represent the Company in all matters relating to the liquidation process before courts and administrative authorities.

3. Proceeds from the liquidation shall be distributed in the following order of priority:

- a. Liquidation expenses;
- b. Salaries and insurance expenses payable to employees;
- c. Taxes and other tax-related obligations payable to the State;
- d. Loans and borrowings (if any);
- e. Other liabilities of the Company;
- f. Any remaining balance after payment of all obligations specified in items (a) through (e) above shall be distributed to the shareholders. Preferred shares shall have priority in payment over ordinary shares.

## **XIX. SETTLEMENT OF INTERNAL DISPUTES**

### **Article 49. Settlement of Internal Disputes**

1. In the event of any dispute or claim relating to the operations of the Company or to the rights of shareholders arising from the Charter, the Law on Enterprises, other applicable laws, or administrative regulations, between:

- a. A shareholder and the Company; or
- b. A shareholder and the Board of Directors, the Supervisory Board, the Chief Executive Officer, or senior management personnel, the parties concerned shall first seek to resolve such dispute through negotiation and mediation.

Except for disputes involving the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the dispute resolution process and shall request each party to submit the factual matters relevant to the dispute within fifteen (15) working days from the date the dispute arises. In the case of disputes involving the Board of Directors or the Chairman of the Board of Directors, either party may request or appoint an independent expert to act as an arbitrator for the dispute resolution process.

2. If no settlement 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, either party may refer the dispute to a competent Economic Arbitration Center or the competent People's Court.

3. Each party shall bear its own costs and expenses incurred in connection with the negotiation and mediation process. Court costs and expenses shall be borne by the party as determined by the court's judgment or decision.

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

### **Article 50. Amendments and Supplements to the Charter**

1. Any amendment or supplement to this Charter shall be subject to review and approval by the General Meeting of Shareholders.

2. In the event that any provisions of law relating to the Company's operations are not provided for in this Charter, or where new legal provisions differ from those set out in this Charter, such provisions of law shall automatically apply and govern the Company's operations accordingly.



## **XXI. EFFECTIVE DATE**

### **Article 51. Effective Date**

1. This Charter consists of XXI (Twenty-One) Chapters and 51 Articles and was unanimously approved by the General Meeting of Shareholders of Truong Phu Joint Stock Company on 27 June 2026. The General Meeting of Shareholders hereby approves the full effectiveness of this Charter.
2. This Charter is the sole and official Charter of the Company.

## **ON BEHALF OF THE BOARD OF DIRECTORS CHAIRMAN**

**Lương Hoài Nam**

## **LEGAL REPRESENTATIVE OF THE COMPANY**



**DRAFT**

## **REGULATIONS ON THE OPERATION OF THE SUPERVISORY BOARD TRUONG PHU JOINT STOCK COMPANY**

### **Chapter I. GENERAL PROVISIONS**

#### **Article 1. Scope of Regulation and Applicable Subjects**

1. Scope of Regulation: The Regulations on the Operation of the Supervisory Board stipulate the organizational structure, personnel, standards, conditions, rights and obligations of the Supervisory Board and its members as prescribed in the Enterprise Law, the company's charter, and other relevant regulations.
2. Applicable Subjects: The Regulations on the Operation of the Supervisory Board apply to the Supervisory Board and its members.

#### **Article 2. Principles of Operation of the Supervisory Board**

The Supervisory Board operates on the principle of collective responsibility. Members of the Supervisory Board are individually responsible for their assigned tasks and jointly responsible to the General Meeting of Shareholders and to the law for the work and decisions of the Supervisory Board.

### **Chapter II. MEMBERS OF THE SUPERVISORY BOARD (SUPERVISORS)**

#### **Article 3. Rights, obligations and responsibilities of members of the Supervisory Board**

1. Strictly comply with the law, the company's charter, resolutions of the General Meeting of Shareholders, and professional ethics in exercising assigned rights and obligations.
2. Exercise assigned rights and obligations honestly, carefully, and to the best of their ability to ensure the maximum legitimate interests of the Company.
3. Be loyal to the interests of the Company and shareholders; do not abuse their position, title, or use the Company's information, know-how, business opportunities, or other assets for personal gain or to serve the interests of other organizations or individuals.
4. Other obligations as stipulated by the Enterprise Law and the company's charter.
5. In case of violations of the provisions of Clauses 1, 2, 3, and 4 of this Article that cause damage to the Company or other persons, the members of the Supervisory Board shall be personally or jointly liable for compensation for such damage. Income and other benefits



obtained by the members of the Supervisory Board from the violation must be returned to the Company.

6. If a member of the Supervisory Board is found to have violated the exercise of their assigned rights and obligations, a written notification must be sent to the Supervisory Board, requesting the person committing the violation to cease the violation and remedy the consequences.

#### **Article 4. Term and Number of Members of the Supervisory Board**

1. The Supervisory Board shall have 3 (three) members. The term of the Supervisory Board shall not exceed 5 years and may be re-elected for an unlimited number of terms.

2. Members of the Supervisory Board do not necessarily have to be shareholders of the Company.

3. More than half of the members of the Supervisory Board must be residents of Vietnam. 4. In cases where members of the Supervisory Board have their terms ending at the same time, and a new member of the Supervisory Board has not yet been elected, the member whose term has ended shall continue to exercise their rights and obligations until a new member of the Supervisory Board is elected and assumes their duties.

#### **Article 5. Standards and Conditions for Members of the Supervisory Board**

Members of the Supervisory Board must meet the standards and conditions as stipulated in the Company's Charter and Internal Regulations on Corporate Governance.

#### **Article 6. Head of the Supervisory Board**

1. The Head of the Supervisory Board must have a university degree or higher, specializing in economics or economic management.

2. The Head of the Supervisory Board is elected by the Supervisory Board from among its members; election, dismissal, and removal shall be by majority vote.

3. The rights and obligations of the Head of the Supervisory Board are stipulated in the Company's Charter.

#### **Article 7. Nomination and Candidacy of Supervisory Board Members**

1. Shareholders holding at least 05% of the common shares have the right to combine their individual voting rights to nominate candidates for the Board of Directors. Shareholders or groups of shareholders holding from 5% to less than 10% of the voting shares may nominate one candidate; from 10% to less than 30% may nominate two candidates; from 30% to less than 40% may nominate three candidates; from 40% to less than 50% may nominate four candidates; and from 50% to less than 60% may nominate a maximum of five (05) candidates.



2. If the number of candidates for the Supervisory Board nominated through election and candidacy is still insufficient as stipulated in Clause 5, Article 115 of the Enterprise Law, the incumbent Supervisory Board shall nominate additional candidates or organize nominations in accordance with the company's charter, internal regulations on corporate governance, and the Supervisory Board's operating regulations. The incumbent Supervisory Board's nomination of additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect members of the Supervisory Board in accordance with the law.

#### **Article 8. Method of Election, Dismissal, and Removal of Supervisory Board Members**

1. The election, dismissal, and removal of Supervisory Board members are within the authority of the General Meeting of Shareholders.

2. The voting for Supervisory Board members must be conducted using cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of Supervisory Board members to be elected. Shareholders have the right to allocate all or part of their total votes to one or more candidates. The elected Supervisory Board members are determined by the number of votes received, from highest to lowest, starting with the candidate with the highest number of votes until the number of members stipulated in the company's charter is reached. In the event that two or more candidates receive the same number of votes for the last Supervisory Board member, a re-election will be held among those candidates or a selection will be made according to the criteria stipulated in the election regulations or the company's charter.

#### **Article 9. Cases of Dismissal and Removal of Supervisory Board Members**

The General Meeting of Shareholders may consider dismissing or removing members of the Supervisory Board in accordance with the Company's Charter and Internal Regulations on Corporate Governance.

#### **Article 10. Notification of Election, Dismissal, and Removal of Supervisory Board Members**

1. If a candidate for the Supervisory Board has been identified, the Company must publish information related to the candidates at least 10 days before the opening of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Supervisory Board must provide a written commitment regarding the truthfulness and accuracy of the published personal information and must commit to performing their duties honestly, diligently, and in the best interests of the Company if elected as a member of the Supervisory Board. Information regarding candidates for the Supervisory Board that is disclosed includes:

a) Full name, date of birth;

b) Professional qualifications;

*TGP Regulations on the Operation of the Supervisory Board*



- c) Work experience;
  - d) Other management positions;
  - e) Interests related to the Company and its related parties;
  - f) Other information (if any) as stipulated in the Company's Articles of Association;
  - g) The Company is responsible for disclosing information about the companies in which the candidate holds management positions and any interests related to the Company that the candidate for the Supervisory Board holds (if any).
2. The notification of the results of the election, dismissal, and removal of members of the Supervisory Board shall be carried out in accordance with the regulations guiding the disclosure of information.

### **Chapter III. BOARD OF SUPERVISORS**

#### **Article 11. Rights, Obligations, and Responsibilities of the Board of Supervisors**

The rights and obligations of the Board of Supervisors are stipulated in Article 33 of the Company's Charter.

#### **Article 12. Rights of the Board of Supervisors to Receive Information**

1. Documents and information must be sent to members of the Board of Supervisors at the same time and in the same manner as to members of the Board of Directors, including:
  - a) Notices of meetings, ballots for opinions of members of the Board of Directors, and accompanying documents;
  - b) Resolutions, decisions, and minutes of meetings of the General Meeting of Shareholders and the Board of Directors;
  - c) Reports of the General Director submitted to the Board of Directors or other documents issued by the Company.
2. Members of the Board of Supervisors have the right to access the Company's records and documents kept at the head office, branches, and other locations; and have the right to visit the workplaces of the Company's managers and employees during working hours.
3. The Board of Directors, its members, the General Director, and other managers must provide complete, accurate, and timely information and documents on the management, operation, and business activities of the Company as requested by members of the Supervisory Board or the Supervisory Board itself.



### **Article 13. Responsibilities of the Supervisory Board in convening extraordinary General Meetings of Shareholders**

1. The Supervisory Board is responsible for replacing the Board of Directors in convening a General Meeting of Shareholders within 30 days if the Board of Directors fails to do so in the following cases:

- a) The number of remaining members of the Board of Directors or Supervisory Board is less than the number of members stipulated by law;
- b) At the request of a shareholder or group of shareholders as stipulated in Clause 2, Article 115 of the Enterprise Law;
- c) When the Supervisory Board requests the convening of an extraordinary General Meeting of Shareholders but the Board of Directors fails to comply.

2. If the Supervisory Board fails to convene a General Meeting of Shareholders as prescribed, the Supervisory Board shall compensate the Company for any resulting damages.

3. The costs of convening and conducting the General Meeting of Shareholders as prescribed in Clause 1 of this Article shall be reimbursed by the Company.

## **Chapter IV. SUPERVISORY BOARD MEETING**

### **Article 14. Meetings of the Supervisory Board**

1. The Supervisory Board shall meet at least two (02) times per year, with the number of members attending the meeting being at least two-thirds (2/3) of the Supervisory Board members.

2. The Supervisory Board has the right to request members of the Board of Directors, the General Director, and representatives of approved auditing organizations to attend and answer questions requiring clarification.

### **Article 15. Minutes of the Supervisory Board Meeting**

Minutes of the Supervisory Board meeting shall be prepared in detail and clearly. The person recording the minutes and the Supervisory Board members attending the meeting must sign the minutes. Minutes of the Supervisory Board meetings must be kept to determine the responsibilities of each Supervisory Board member.

## **Chapter V.**

### **REPORTING AND DISCLOSURE OF INTERESTS**



## **Article 16. Annual Reports**

The Supervisory Board's reports at the Annual General Meeting of Shareholders shall include the following contents:

1. Report on the Company's business results, the performance of the Board of Directors, and the General Director, to be submitted to the Annual General Meeting of Shareholders for approval.
2. Self-assessment report on the performance of the Supervisory Board and its members as stipulated in the Company's Charter and Internal Regulations on Corporate Governance.
3. Remuneration, operating expenses, and other benefits of the Supervisory Board and each member of the Supervisory Board.
4. Summary of Supervisory Board meetings and conclusions and recommendations of the Supervisory Board; results of monitoring the Company's operations and finances.
5. Assessment report on transactions between the Company, its subsidiaries, and other companies in which the Company holds control of more than fifty percent (50%) of the charter capital with members of the Board of Directors, the General Director, and their related parties; transactions between the Company and companies in which members of the Board of Directors are founding members or business managers during the three years preceding the transaction.
6. Results of monitoring the Board of Directors, the General Director, and other business executives.
7. Results of assessing the coordination of activities between the Supervisory Board and the Board of Directors, the General Director, and shareholders.
8. Propose and recommend to the General Meeting of Shareholders the approval of the list of auditing firms approved to audit the Company's financial statements; and the list of auditing firms approved to conduct inspections of the Company's operations when deemed necessary.

## **Article 17. Salaries and Other Benefits**

The salaries, remuneration, bonuses, and other benefits of members of the Supervisory Board shall be implemented according to the following regulations:

1. Members of the Supervisory Board shall be paid salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide on the total amount of salaries, 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 food, accommodation, travel, and the use of independent consulting services. The total amount of remuneration and expenses shall not exceed the total annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless the General Meeting of Shareholders decides otherwise.

3. The salaries and operating expenses of the Supervisory Board shall be included in the Company's business expenses in accordance with the law on corporate income tax, other relevant laws, and must be listed as a separate item in the Company's annual financial statements.

#### **Article 18. Disclosure of Related Interests**

1. Members of the Company's Supervisory Board must declare to the Company their related interests, including:

a) The name, business registration number, head office address, business sector, and business activities of the enterprise in which they own or hold capital contributions or shares; the percentage and time of ownership of those capital contributions or shares;

b) Name, business registration number, head office address, and business lines of the enterprise in which their related parties own, co-own, or individually own capital contributions or shares exceeding 10% of the charter capital.

2. The declaration as stipulated in Clause 1 of this Article must be made within 7 working days from the date the related interest arises; any amendments or additions must be notified to the Company within 7 working days from the date of the corresponding amendments or additions.

3. Members of the Supervisory Board and their related parties may only use information obtained through their positions to serve the interests of the Company.

4. Members of the Supervisory Board are obligated to notify the Board of Directors and the Supervisory Board in writing of transactions between the Company, its subsidiaries, and other companies in which the Company holds control of more than fifty percent (50%) of the charter capital, and members of the Supervisory Board or their related parties, as stipulated by law. For such transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information regarding these resolutions in accordance with securities law regulations on information disclosure.

5. Members of the Supervisory Board and their related parties are prohibited from using or disclosing internal information to others for the purpose of conducting related transactions.



## **Chapter VI.**

### **RELATIONSHIP OF THE SUPERVISORY BOARD**

#### **Article 19. Relationship between members of the Supervisory Board**

Members of the Supervisory Board have an independent and non-dependent relationship with each other, but they coordinate and cooperate in common work to ensure the effective performance of the responsibilities, rights, and duties of the Supervisory Board as prescribed by law and the company's charter. The Head of the Supervisory Board coordinates the general work of the Supervisory Board but does not have the right to control the members of the Supervisory Board.

#### **Article 20. Assignment of duties among members of the Supervisory Board**

Each member of the Supervisory Board, under the direction and assignment of the Head of the Supervisory Board, has the following duties and powers:

##### **1. Duties**

- a) Proposing the selection of an independent auditing firm, the audit fee, and all matters related to the withdrawal or dismissal of an independent auditing firm;
- b) Discuss with the independent auditor the nature and scope of the audit before commencing the audit;
- c) Seek independent professional advice or legal counsel and ensure the involvement of external experts with appropriate experience and expertise in the company's work if deemed necessary;
- d) Discuss any difficulties and deficiencies identified from the interim or final audit results, as well as any issues the independent auditor wishes to discuss;
- e) Review the management letter from the independent auditor and the feedback from the Board of Directors;
- f) Review the company's report on internal control systems;
- g) Review the results of internal investigations and the feedback from the Board of Directors;
- h) To oversee business operations, inspect accounting records, assets, and annual, semi-annual, and quarterly financial reports before submission to the Board of Directors and recommend corrective actions for any irregularities (if any);



- i) To have the right to request the Executive Board to provide information, data, documents, and explanations of the company's business operations;
- j) To present to the General Meeting of Shareholders the audited financial year summary report;
- k) To report to the General Meeting of Shareholders on unusual financial events, strengths and weaknesses in the financial management of the Board of Directors and the General Director, with their independent opinions. To be personally responsible for their assessments and conclusions. If they are aware of irregularities but fail to report them, they will be held legally responsible for any damages (if any);
- l) To periodically inform the Board of Directors of the results of the oversight;
- m) To be invited by the Chairman of the Board of Directors to attend certain Board meetings when necessary, to express opinions and make recommendations, but not to participate in voting. If there is a difference in opinion from the Board of Directors' decision, the Supervisory Board has the right to request that its opinion be recorded in the meeting minutes and to report directly to the next General Meeting of Shareholders.

## 2. Powers

- a) The Supervisory Board has the right to request the Board of Directors to hold an extraordinary meeting;
- b) To attend meetings of the Board of Directors; to have the right to discuss but not to vote;
- c) Other rights and duties as stipulated in the company's charter and legal regulations;
- d) The inspection and control as stipulated in this regulation shall not hinder the normal operation of the Board of Directors, nor disrupt the General Director's management.

### **Article 21. Relationship with the Executive Board**

The Supervisory Board has an independent relationship with the Company's Executive Board and is the unit that performs the function of supervising the Executive Board's activities.

### **Article 22. Relationship with the Board of Directors**

The Supervisory Board has an independent relationship with the Company's Board of Directors and is the unit that performs the function of supervising the Board of Directors' activities.



## **Chapter VII.**

### **IMPLEMENTATION CLAUSES**

#### **Article 23. Effective Date**

The Regulations on the Operation of the Supervisory Board of Truong Phu Joint Stock Company consist of 7 chapters and 23 articles and shall be effective from June 27, 2026.

**On behalf of the Supervisory Board Chairman**

**PHAM DUY THANH**



**DRAFT**

## **REGULATIONS ON THE OPERATION OF THE BOARD OF DIRECTORS TRUONG PHU JOINT STOCK COMPANY**

### **CHAPTER I**

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

##### **1. Scope of Regulation**

These Regulations on the Operation of the Board of Directors set forth the organizational and personnel structure, operating principles, rights and obligations of the Board of Directors and its members to ensure their operation in compliance with the Law on Enterprises, the Company Charter and other relevant legal regulations.

2. Subjects of Application: These Regulations shall apply to the Board of Directors and all members of the Board of Directors.

#### **Article 2. Operating Principles of the Board of Directors**

1. The Board of Directors shall operate on the principle of collective decision-making. Members of the Board of Directors shall bear individual responsibility for the duties assigned to them and shall jointly bear responsibility before the General Meeting of Shareholders and before the law for resolutions and decisions of the Board of Directors relating to the development of the Company.

2. The Board of Directors shall assign the General Director to organize and manage the implementation of the resolutions and decisions of the Board of Directors.

### **CHAPTER II**

#### **MEMBERS OF THE BOARD OF DIRECTORS**

##### **Article 3. Rights and Obligations of Members of the Board of Directors**

1. Members of the Board of Directors shall have all rights prescribed by the Law on Securities, relevant laws and the Company Charter, including the right to be provided with information and documents relating to the financial position and business operations of the Company and its affiliated units.

2. Members of the Board of Directors shall perform the obligations prescribed in the Company Charter and the following obligations:

- a) To perform their duties honestly and prudently in the best interests of the shareholders and the Company;
- b) To attend all meetings of the Board of Directors and express opinions on matters submitted for discussion;
- c) To promptly and fully report to the Board of Directors any remuneration received from subsidiaries, affiliated companies and other organizations;
- d) To report to the Board of Directors at its nearest meeting any transactions between the Company, its subsidiaries, or other companies in which the Company holds more than 50% of the charter capital, and such member of the Board of Directors and his/her related persons; and transactions between the Company and enterprises in which such member is a founding shareholder or enterprise manager within the three (03) years immediately preceding the transaction date;
- e) To disclose information when conducting transactions in the Company's shares in accordance with the law.

3. An independent member of the Board of Directors of a listed company shall prepare a report evaluating the performance of the Board of Directors.

#### **Article 4. Right of Members of the Board of Directors to Access Information**



1. A member of the Board of Directors shall have the right to request the General Director, Deputy General Directors and other managers of the Company to provide information and documents relating to the financial position and business operations of the Company.

2. The requested managers must provide complete, accurate and timely information and documents as requested by members of the Board of Directors. The procedures for requesting and providing information shall be governed by the Company Charter.

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## **Article 5. Term of Office and Number of Members of the Board of Directors**

1. The Board of Directors shall consist of five (05) members.

2. The term of office of a member of the Board of Directors shall not exceed five (05) years and such member may be re-elected for an unlimited number of terms.

3. Where all members of the Board of Directors simultaneously complete their terms of office, they shall continue to serve until newly elected members assume their positions and duties.

## **Article 6. Standards and Conditions for Members of the Board of Directors**

1. A member of the Board of Directors must satisfy the following standards and conditions:

a) Not falling within the categories of persons prohibited under Clause 2, Article 17 of the Law on Enterprises;

b) Possessing professional qualifications and experience in business administration or in the Company's business sectors, and not necessarily being a shareholder of the Company;

c) A member of the Board of Directors of the Company may concurrently serve as a member of the board of directors of another company;

d) Being in good health, possessing good moral character, honesty and integrity, having full legal capacity and knowledge of the law, and having the competence and commitment required to address the Company's long-term strategic issues; being able to participate effectively in discussions and willing to exercise authority in a cooperative spirit.

2. An independent member of the Board of Directors as prescribed in Point b, Clause 1, Article 137 of the Law on Enterprises must satisfy the following standards and conditions:

a) Not being currently employed by the Company, its parent company or its subsidiary; and not having been employed by the Company, its parent company or its subsidiary during at least the preceding three (03) consecutive years;

b) Not receiving salary or remuneration from the Company, except for allowances payable to members of the Board of Directors in accordance with regulations;

c) Not being the spouse, biological parent, adoptive parent, biological child, adopted child, sibling of a major shareholder of the Company, or of a manager of the Company or its subsidiary;

d) Not directly or indirectly owning one percent (1%) or more 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 during at least the preceding five (05) consecutive years, except where such person has been appointed for two consecutive terms.

3. An independent member of the Board of Directors shall notify the Board of Directors if he/she no longer satisfies the standards and conditions specified in Clause 2 of this Article and shall automatically cease to be an independent member from the date on which such standards and conditions are no longer met.



The Board of Directors shall notify the General Meeting of Shareholders at its next meeting of any case where an independent member no longer satisfies the required standards and conditions, or shall convene a General Meeting of Shareholders to elect an additional or replacement independent member within six (06) months from the date of receipt of such notification.

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## **Article 7. Chairman of the Board of Directors**

1. The Chairman of the Board of Directors shall be elected, removed from office, or dismissed by the Board of Directors from among its members.
2. The Chairman of the Board of Directors of the Company shall not concurrently hold the position of General Director.
3. The Chairman of the Board of Directors shall have the following rights and obligations:
  - a) To formulate programs and plans for the activities of the Board of Directors;
  - b) To prepare agendas, contents and documents for meetings; convene, chair and preside over 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 chair meetings of the General Meeting of Shareholders;
  - f) Other rights and obligations prescribed by the Law on Enterprises and the Company Charter.
4. Where the Chairman resigns or is removed from office, the Board of Directors shall elect a replacement within ten (10) days from the date of receipt of the resignation or removal decision.

Where the Chairman is absent or unable to perform his/her duties, he/she shall authorize another member in writing to exercise the rights and perform the obligations of the Chairman in accordance with the Company Charter.

If no authorization is granted, or where the Chairman dies, is missing, is detained, serving a prison sentence, subject to compulsory administrative measures, absconds from residence, has limited or lost legal capacity, experiences difficulties in cognition and behavior control, or is prohibited by a court from holding office, practicing a profession or performing certain work, the remaining members shall elect one of themselves as Chairman by majority vote until a new decision of the Board of Directors is issued.

5. Where deemed necessary, the Board of Directors may appoint a Company Secretary.

The Company Secretary shall have the following rights and obligations:

- a) Assisting in organizing meetings of the General Meeting of Shareholders and the Board of Directors and recording meeting minutes;
- b) Assisting members of the Board of Directors in exercising their rights and performing their duties;
- c) Assisting the Board of Directors in applying and implementing corporate governance principles;
- d) Assisting the Company in maintaining shareholder relations, protecting the lawful rights and interests of shareholders, and ensuring compliance with information disclosure and administrative procedures;
- e) Other rights and obligations prescribed by the Company Charter.

## **Article 8. Removal, Dismissal, Replacement and Supplementation of Members of the Board of Directors**

### **1. Removal from Office**



The General Meeting of Shareholders shall remove a member of the Board of Directors from office in the following cases:

- a) The member no longer satisfies the qualifications and conditions prescribed in Article 155 of the Law on Enterprises;
- b) The member submits a resignation letter and such resignation is accepted;
- c) Other cases as stipulated in the Company Charter.

## **2. Dismissal**

The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:

- a) Failure to participate in the activities of the Board of Directors for six (06) consecutive months, except in cases of force majeure;
- b) Other cases as stipulated in the Company Charter.

3. Where deemed necessary, the General Meeting of Shareholders may decide to replace, remove from office or dismiss a member of the Board of Directors in circumstances other than those specified in Clauses 1 and 2 of this Article.

4. The Board of Directors shall convene a General Meeting of Shareholders for the election of additional members of the Board of Directors in the following cases:

- a) The number of members of the Board of Directors is reduced by more than one-third (1/3) of the number prescribed in the Company Charter. In such case, the Board of Directors must convene a General Meeting of Shareholders within sixty (60) days from the date on which the number of members is reduced beyond such threshold;
- b) The number of independent members of the Board of Directors falls below the minimum ratio required under Point b, Clause 1, Article 137 of the Law on Enterprises;
- c) Except for the cases specified in Points a and b above, the General Meeting of Shareholders shall elect new members to replace those who have been removed from office or dismissed at its nearest meeting

## **Article 9. Election, Removal and Dismissal of Members of the Board of Directors**

1. A shareholder or group of shareholders holding five percent (5%) or more of the total ordinary shares shall have the right to nominate candidates to the Board of Directors in accordance with the Company Charter.

2. Where the number of candidates nominated or self-nominated remains insufficient as required under Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors may nominate additional candidates or organize nominations in accordance with the Company Charter.

Any additional nominations made by the incumbent Board of Directors must be clearly disclosed before the General Meeting of Shareholders votes on the election of members of the Board of Directors in accordance with applicable laws.

3. The election of members of the Board of Directors shall be conducted using the cumulative voting method, 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.

A shareholder may allocate all or part of his/her votes to one or more candidates.

Candidates receiving the highest number of votes shall be elected in descending order until the number of members specified in the Company Charter is filled.

If two or more candidates receive an equal number of votes for the final available seat on the Board of Directors, a re-election shall be conducted among those candidates, or another selection method prescribed in the election regulations or the Company Charter shall apply.



4. The election, removal from office and dismissal of members of the Board of Directors shall be decided by the General Meeting of Shareholders through voting.

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## **Article 10. Announcement of Election, Removal and Dismissal of Members of the Board of Directors**

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

Candidates for membership of the Board of Directors must provide a written commitment confirming the truthfulness and accuracy of the personal information disclosed and undertaking to perform their duties honestly, prudently and in the best interests of the Company if elected.

The information to be disclosed regarding candidates shall include:

- a) Full name and date of birth;
- b) Professional qualifications;
- c) Employment and work experience;
- d) Other relevant information (if any).

2. The announcement of the results of the election, removal from office or dismissal of members of the Board of Directors shall be made in accordance with applicable regulations on information disclosure.

## **CHAPTER III THE BOARD OF DIRECTORS**

### **Article 11. Rights and Obligations of the Board of Directors**

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

2. The rights and obligations of the Board of Directors shall be prescribed by law, the Company Charter and resolutions of the General Meeting of Shareholders. Specifically, the Board of Directors shall have the following powers and duties:

- a) To decide on the Company's development strategy, medium-term development plans and annual business plans;
- b) To recommend 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 authorized shares of each class and to decide on additional capital mobilization in other forms;
- d) To determine the offering price of shares and bonds of the Company;
- e) To decide on the repurchase of shares in accordance with Clauses 1 and 2, Article 133 of the Law on Enterprises;
- f) To decide on investment policies and investment projects within its 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 or transactions having a value equal to or exceeding ten percent (10%) of the total assets recorded in the Company's most recent financial



statements, and contracts or transactions falling within the authority of the General Meeting of Shareholders as prescribed by Point d, Clause 2, Article 138 and Clauses 1 and 3, Article 167 of the Law on Enterprises;

i) To elect, remove from office and dismiss the Chairman of the Board of Directors; to appoint, remove from office, enter into and terminate contracts with the Director/General Director and other key managers as prescribed by the Company Charter; to determine salaries, remuneration, bonuses and other benefits of such managers; to appoint authorized representatives to participate in Members' Councils or General Meetings of Shareholders of other companies and determine their remuneration and other benefits;

k) To supervise and direct the General Director and other managers in conducting 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 to decide on capital contributions to or acquisition of shares in other enterprises;

m) To approve agendas and materials for meetings of the General Meeting of Shareholders; to convene meetings of the General Meeting of Shareholders or collect shareholders' opinions in writing for the adoption of resolutions;

n) To submit audited annual financial statements to the General Meeting of Shareholders;

o) To recommend dividend rates; to decide on the time limit and procedures for dividend payment or the handling of losses incurred during business operations;

p) To recommend the reorganization or dissolution of the Company and to request the initiation of bankruptcy procedures for the Company;

q) To promulgate the Regulations on the Operation of the Board of Directors and the Internal Corporate Governance Regulations; to approve the Regulations on the Operation of the Supervisory Board and the Company's Information Disclosure Regulations;

r) To exercise other rights and perform other obligations as prescribed by the Law on Enterprises, the Law on Securities, other relevant laws and the Company Charter.

3. The Board of Directors shall adopt resolutions and decisions by voting at meetings, collecting written opinions, or by other methods prescribed in the Company Charter. Each member of the Board of Directors shall have one (01) vote.

4. Where a resolution or decision adopted by the Board of Directors is contrary to law, resolutions of the General Meeting of Shareholders or the Company Charter and causes damage to the Company, the members voting in favor of such resolution or decision shall be jointly and severally liable and shall compensate the Company for the damage incurred.

Any member voting against such resolution or decision shall be exempt from liability.

In such cases, shareholders shall have the right to request a competent court to suspend the implementation of or annul such resolution or decision.

#### Article 12. Responsibilities and Authority of the Board of Directors in Approving and Executing Contracts and Transactions

1. The Board of Directors shall approve contracts and transactions having a value exceeding ten percent (10%) of the total assets of the Company, or transactions resulting in the aggregate value of transactions arising within twelve (12) months from the date of the first transaction exceeding ten percent (10%) of the total assets stated in the most recent financial statements, when entered into with any of the following persons or entities:

- Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers and their related persons;
- Shareholders and authorized representatives of shareholders owning more than ten percent (10%) of the total ordinary shares of the Company and their related persons;
- Enterprises related to the persons specified in Clause 2, Article 164 of the Law on Enterprises.



2. The Company's legal representative signing a contract or transaction shall notify the members of the Board of Directors and the Supervisory Board of the related parties involved in such contract or transaction and shall provide a draft contract or a summary of the principal contents thereof.

The Board of Directors shall decide whether to approve the contract or transaction within fifteen (15) days from the date of receipt of such notice, unless the Company Charter provides otherwise.

Any member of the Board of Directors having an interest related to the contract or transaction shall not be entitled to vote on the matter.

### **Article 13. Responsibilities of the Board of Directors in Convening Extraordinary Meetings of the General Meeting of Shareholders**

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

- a) When the Board of Directors deems it necessary for the interests of the Company;
- b) When the number of remaining members of the Board of Directors or the Supervisory Board is lower than the minimum number required by law;
- c) Upon request of a shareholder or group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises. Such request must be made in writing, clearly stating the reasons and purpose of the meeting, and must bear the signatures of the relevant shareholders, either on a single document or on multiple documents compiled together;
- d) Upon request of the Supervisory Board;
- đ. Other cases as prescribed by law and the Company Charter.

2. The number of remaining members of the Board of Directors, independent members of the Board of Directors, or members of the Supervisory Board falls below the minimum number required by the Company Charter; or It receives a request as specified in Points c and d, Clause 1 of this Article.

3 The person convening the General Meeting of Shareholders shall perform the following duties:

- a) Preparing the list of shareholders entitled to attend the meeting;
- b) Providing information and resolving complaints relating to the list of shareholders;
- c) Preparing the agenda and contents of the meeting;
- d) Preparing meeting documents;
- e) Drafting resolutions of the General Meeting of Shareholders corresponding to the proposed agenda items and preparing the list and detailed information of candidates in cases involving the election of members of the Board of Directors or the Supervisory Board;
- f) Determining the time and venue of the meeting;
- g) Sending notices of invitation to all shareholders entitled to attend the meeting in accordance with the Law on Enterprises;
- h) Performing other tasks necessary for the organization of the meeting.

## **CHAPTER IV**

### **MEETINGS OF THE BOARD OF DIRECTORS**

#### **Article 15. Meetings of the Board of Directors**

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within seven (07) working days from the date of completion of the election of the Board of Directors. This meeting shall be convened and chaired by the member receiving the highest number of votes or the highest voting percentage. In



the event that more than one member receives the same highest number of votes or voting percentage, the members shall elect, by majority vote, one among them to convene and chair the meeting.

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

3. The Chairman 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) Other cases as prescribed by the Company's Charter.

4. Requests specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, matters to be discussed, and decisions falling within the authority of the Board of Directors.

5. The Chairman of the Board of Directors shall convene a meeting within seven (07) working days from the date of receipt of a request specified in Clause 3 of this Article. If the Chairman fails to convene the meeting as requested, he/she shall be responsible for any damage caused to the Company; the requesting party shall have the right to convene the meeting in place of the Chairman.

6. The Chairman of the Board of Directors or the person convening the meeting must send a notice of meeting at least five (05) working days before the meeting date. The notice shall clearly specify the time and venue of the meeting, agenda, matters to be discussed, and decisions to be made.

The notice of meeting shall be accompanied by documents to be used at the meeting and voting forms for members.

The notice may be sent by invitation letter, telephone, electronic means, or other methods prescribed by the Company's Charter, provided that it reaches the registered contact address of each Board member.

7. The Chairman of the Board of Directors or the convener shall send the notice of meeting and accompanying documents to members of the Supervisory Board in the same manner as for members of the Board of Directors.

8. A meeting of the Board of Directors shall be valid when attended by at least three-fourths (3/4) of the total number of Board members.

If a meeting convened under this provision does not have the required quorum, a second meeting shall be convened within fifteen (15) days from the date scheduled for the first meeting. In such case, the meeting shall be valid if attended by more than one-half of the Board members.

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

- a) Attending and voting in person at the meeting;
- b) Authorizing another person to attend and vote on his/her behalf in accordance with Clause 11 of this Article;
- c) Participating and voting through teleconferencing, electronic voting, or other electronic means;
- d) Sending voting ballots to the meeting by mail or email;
- e) Sending voting ballots by other means as prescribed in the Company's Charter.

10. In the case of voting ballots sent by mail, such ballots must be enclosed in sealed envelopes and delivered to the Chairman of the Board of Directors no later than one (01) hour before the opening of the meeting. The 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 on his/her behalf if approved by a majority of the members of the Board of Directors.

12. A resolution of the Board of Directors shall be adopted if approved by a majority of the attending members. In the event of a tie vote, the final decision shall follow the opinion voted for by the Chairman of the Board of Directors.

## **Article 17. Minutes of Meetings of the Board of Directors**



1. All meetings of the Board of Directors must be recorded in minutes and may also be audio-recorded or stored in other electronic forms. The minutes must be prepared in Vietnamese and may additionally be prepared in a foreign language. The minutes shall include the following principal contents:

- a) Name, head office address, and enterprise registration number of the Company;
- b) Time and venue of the meeting;
- c) Purpose, agenda, and contents of the meeting;
- d) Full names of attending members or authorized representatives and the method of attendance; names of absent members and reasons for absence;
- e) Matters discussed and voted on at the meeting;
- f) Summary of opinions expressed by each attending member in the order of the meeting proceedings;
- g) Voting results, clearly stating members voting in favor, against, or abstaining;
- h) Matters approved and the corresponding approval ratios;
- i) Full names and signatures of the chairperson and the minute-taker, except as provided in Clause 2 of this Article.

2. If the chairperson or minute-taker refuses to sign the minutes, the minutes shall remain valid provided that they are signed by all other attending members of the Board of Directors and contain all information required under Points a, b, c, d, e, g, and h of Clause 1 of this Article.

3. The chairperson, minute-taker, and persons signing the minutes shall be responsible for the truthfulness and accuracy of the contents of the minutes.

4. Minutes of meetings of the Board of Directors and documents used at the meetings shall be retained at the Company's head office.

5. Minutes prepared in Vietnamese and in a foreign language shall have equal legal validity. In the event of any discrepancy between the Vietnamese version and the foreign-language version, the Vietnamese version shall prevail.

## **CHAPTER V**

### **REPORTING AND DISCLOSURE OF INTERESTS**

#### **Article 18. Submission of Annual Reports**

1. At the end of each fiscal year, the Board of Directors shall submit the following reports to the General Meeting of Shareholders:

- a) Report on the Company's business performance;
- b) Financial statements;
- c) Report on the management and administration of the Company;
- d) Appraisal report of the Supervisory Board.

2. The reports specified in Points a, b, and c of Clause 1 of this Article must be submitted to the Supervisory Board for appraisal no later than thirty (30) days prior to the opening date of the Annual General Meeting of Shareholders, unless otherwise provided in the Company's Charter.

3. The reports specified in Clauses 1 and 2 of this Article, together with the appraisal report of the Supervisory Board and the audit report, must be kept at the Company's head office no later than ten (10) days before the opening date of the Annual General Meeting of Shareholders, unless the Company's Charter stipulates a longer period.

#### **Article 19. Remuneration, Bonuses and Other Benefits of Members of the Board of Directors**

1. The Company may pay remuneration and bonuses to members of the Board of Directors based on business performance and operational efficiency.

2. Members of the Board of Directors shall be entitled to remuneration for their services. Such remuneration may be calculated on a monthly or annual basis. The Board of Directors shall determine the remuneration of each member based on the principle of consensus. The total remuneration and bonuses of the Board of Directors shall be decided by the General Meeting of Shareholders at its annual meeting.



3. The remuneration of each member of the Board of Directors shall be recorded as a business expense of the Company in accordance with regulations on corporate income tax, disclosed as a separate item in the Company's annual financial statements, and reported to the General Meeting of Shareholders at its annual meeting.

4. A member of the Board of Directors holding an executive position and performing duties beyond the ordinary scope of responsibilities of a Board member may receive additional remuneration in the form of a lump-sum payment, salary, commission, profit-sharing arrangement, or other forms as decided by the Board of Directors.

5. Members of the Board of Directors are entitled to reimbursement of all travel, accommodation, subsistence, and other reasonable expenses incurred in the performance of their duties, including expenses arising from attendance at meetings of the General Meeting of Shareholders and meetings of the Board of Directors.

6. Members of the Board of Directors may be covered by directors' and officers' liability insurance purchased by the Company upon approval of the General Meeting of Shareholders. Such insurance shall not cover liabilities arising from violations of law or the Company's Charter by members of the Board of Directors.

## **Article 20. Disclosure of Related Interests**

Unless the Company's Charter provides for stricter requirements, the disclosure of interests and related persons shall be carried out as follows:

1. Members of the Board of Directors must declare to the Company their related interests, including:

a) The name, enterprise registration number, head office address, and business lines of any enterprise in which they hold contributed capital or shares, together with the percentage and date of acquisition of such ownership interests;

b) The name, enterprise registration number, head office address, and business lines of any enterprise in which their related persons jointly or separately own contributed capital or shares representing more than ten percent (10%) of the charter capital.

2. The declaration specified in Clause 1 of this Article must be made within seven (07) working days from the date the related interest arises. Any amendment or supplementation must be notified to the Company within seven (07) working days from the date of such amendment or supplementation.

3. Any member of the Board of Directors who, in his/her own name or on behalf of another person, conducts any activity in any form within the Company's business scope must disclose the nature and contents of such activity to the Board of Directors and may only proceed upon approval by a majority of the remaining members of the Board of Directors. If such activity is conducted without disclosure or without approval of the Board of Directors, all income derived therefrom shall belong to the Company

## **CHAPTER VI**

### **RELATIONSHIPS OF THE BOARD OF DIRECTORS**

#### **Article 21. Relationships Among Members of the Board of Directors**

1. The relationship among members of the Board of Directors shall be one of coordination. Members shall be responsible for keeping one another informed of matters related to the performance of their assigned duties.

2. In the course of performing assigned duties, the member primarily responsible for a matter shall proactively coordinate with other members when issues arise that relate to areas under their responsibility. Where differing opinions exist among Board members, the member primarily responsible shall report the matter to the Chairman of the Board of Directors for consideration and decision within his/her authority or for the organization of a meeting or collection of opinions from Board members in accordance with applicable laws, the Company's Charter, and these Regulations.

3. In the event of a reassignment of responsibilities among members of the Board of Directors, the relevant members shall hand over all related work, files, and documents. Such handover must be documented in writing and reported to the Chairman of the Board of Directors.

#### **Article 22. Relationship with the Board of Management**

In its governance role, the Board of Directors shall issue resolutions for implementation by the Board of Management. At the same time, the Board of Directors shall inspect and supervise the implementation of such resolutions.

#### **Article 23. Relationship with the Supervisory Board**



1. The relationship between the Board of Directors and the Supervisory Board shall be one of coordination. Their working relationship shall be based on the principles of equality and independence, while maintaining close cooperation and mutual support in the performance of their respective duties.

2. Upon receipt of inspection minutes or consolidated reports from the Supervisory Board, the Board of Directors shall be responsible for reviewing such documents and directing the relevant departments to formulate and implement corrective measures in a timely manner.

## **CHAPTER VII**

### **IMPLEMENTATION PROVISIONS**

#### **Article 24. Effectiveness**

These Regulations on the Organization and Operation of the Board of Directors of Truong Phu Joint Stock Company consist of seven (07) Chapters and twenty-four (24) Articles and shall take effect from the date of promulgation.

These Regulations supersede and replace all previous regulations of the same nature issued by the Company.





TRUONG PHU JOINT STOCK COMPANY  
Lot A2, Phuoc Dien Industrial Park, Mao Dien, Hai  
Phong  
Website: <http://www.truongphucable.vn>

SOCIALIST REPUBLIC OF VIETNAM  
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Hanoi, June 27<sup>th</sup>, 2026

DRAFT

## REGULATIONS

### on organizing the 2026 Annual General Meeting of Shareholders of Truong Phu Joint Stock Company

#### CHAPTER I: GENERAL PROVISIONS

##### Article 1. Scope of application

These Regulations apply to the organization of the 2026 Annual General Meeting of Shareholders of Truong Phu Joint Stock Company (hereinafter referred to as the "Company").

These Regulations specify the rights and obligations of the parties participating in the General Meeting, as well as the conditions and procedures for conducting the General Meeting.

##### Article 2. Applicable subjects Shareholders and participating parties are responsible for complying with the provisions of these Regulations

#### CHAPTER II: RIGHTS AND OBLIGATIONS OF PARTIES PARTICIPATING IN THE GENERAL MEETING

##### Article 3. Composition of attendees at the 2026 Annual General Meeting of Shareholders:

3.1 Shareholders who own shares of the Company in the list of shareholders finalized on May 27, 2026.

3.2 Guests and advisory organizations (if any)

##### Article 4. Rights and obligations of shareholders:

###### 4.1. Rights of shareholders when attending the General Meeting:

4.1.1. All shareholders of the company have the right to attend and vote on matters within the authority of the General Meeting of Shareholders.

4.1.2. In case a shareholder cannot attend the General Meeting, they may authorize another person to attend and vote on matters within their authority. This authorization must be made in writing using the form attached to the Invitation to the Company's General Meeting of Shareholders;



- 4.1.3. Each shareholder attending the General Meeting of Shareholders shall be issued one (01) Voting Card, which indicates the shareholder's name and the number of voting shares they hold or are authorized to represent. This Voting Card is used when the Chairperson requests a vote to approve matters that have been discussed and/or to seek opinions from the General Meeting;
- 4.1.4. Shareholders arriving late at the General Meeting of Shareholders have the right to register immediately and subsequently participate and vote right at the General Meeting. However, the Chairperson is not responsible for stopping the General Meeting for late-arriving shareholders to register, and the validity of voting rounds conducted prior to that will not be affected.

*4.2. Obligations of common shareholders when attending the General Meeting:*

- 4.2.1. The attire of shareholders attending the General Meeting must ensure politeness and solemnity.
- 4.2.2. Fully participate in the General Meeting of Shareholders in accordance with the Company's regulations. In case of inability to attend, authorization must be granted to a representative to participate in accordance with regulations.
- 4.2.3 Shareholders or shareholder representatives attending the meeting must complete the registration procedures with the Organizing Committee of the General Meeting. 4.2.4 Comply with the conditions and procedures stipulated in the Company's Charter and these Regulations.
- 4.2.4 Strictly comply with the internal rules of the General Meeting of Shareholders and respect the working results of the General Meeting.

**Article 5. Rights and obligations of the Chairperson of the General Meeting:**

- 5.1 The Chairperson is the person who presides over the meeting of the General Meeting of Shareholders.
- 5.2 When events arise outside the program of the General Meeting of Shareholders, the Chairperson will discuss with other members of the Organizing Committee (before the General Meeting begins) and the Presidium (during the General Meeting) to find a resolution. However, in case of differing opinions, the opinion supported by the Chairperson shall be decisive.
- 5.3. The Chairperson and the secretary of the General Meeting of Shareholders have the right to implement necessary measures to direct the meeting in a reasonable, orderly manner, in accordance with the approved agenda, and reflecting the wishes of the majority of attendees.
- 5.4. Without seeking opinions from the General Meeting, the Chairperson of the General Meeting of Shareholders has the right to adjourn the General Meeting to another time or change the meeting location in the following cases:

The meeting venue does not have enough convenient seating for all attendees.



There are attendees who behave obstructively, disrupt order, or pose a risk of preventing the meeting from being conducted in a fair and lawful manner.

The maximum adjournment period shall not exceed three days from the date the meeting was scheduled to open;

**Article 6. Rights and obligations of the Secretary of the General Meeting:**

6.1. The Secretary of the General Meeting of Shareholders is designated by the Chairperson and approved by the General Meeting of Shareholders, with the task of supporting the Presidium in running a successful General Meeting, recording, and preparing the minutes of the General Meeting of Shareholders.

6.2. Responsible for the truthfulness, accuracy, and completeness of the Minutes of the 2026 Annual General Meeting of Shareholders.

6.3. Perform other duties assigned by the Presidium during the recess of the General Meeting.

**Article 7. Rights and obligations of the Vote Counting Committee:**

7.1 The Vote Counting Committee is nominated by the Chairperson of the General Meeting and approved by the General Meeting of Shareholders. Members of the Vote Counting Committee can be shareholders of the Company.

7.2 The Vote Counting Committee is tasked with counting the voting cards when matters put forward to the General Meeting of Shareholders are voted on for approval, and immediately reporting the voting results to the Presidium.

7.3 The Vote Counting Committee must be responsible for the truthfulness and accuracy of the vote-counting results.

**CHAPTER III: CONDUCTING THE GENERAL MEETING**

**Article 8. Conditions for conducting the General Meeting:**

The meeting of the General Meeting of Shareholders shall be conducted when the number of attending shareholders represents at least 51% of the total voting shares.

**Article 9. Agenda of the General Meeting:** According to the Agenda of the 2026 Annual General Meeting of Shareholders approved at the General Meeting.

**Article 10. Voting at the General Meeting:**

10.1 Decisions at the General Meeting are approved directly at the General Meeting through the mechanism of voting for approval based on the share ratio of attending shareholders or authorized representatives;

10.2 Shareholders may only use the Voting Card to vote once for a specific content. Shareholders vote Approved, Disapproved, or No Opinion for each matter requiring consultation.





**CHAPTER IV:**  
**CLOSING THE GENERAL MEETING**

**Article 11. Approving decisions of the 2026 Annual General Meeting of Shareholders:**

Except for certain matters specified below, the decisions of the General Meeting of Shareholders on the remaining matters in the meeting shall be approved when accepted by the number of shareholders owning over 50% of the total voting shares of all attending shareholders and shareholder representatives.

The following decisions shall only be approved when accepted by the number of shareholders representing at least 65% or more of the total voting shares present directly or through authorized representatives at the General Meeting: Loại cổ phần và tổng số cổ phần của từng loại;

- Types of shares and the total number of shares of each type.
- Change of business lines, sectors, and industries.
- Change of the company's management organizational structure.
- Investment projects or sale of the Company's assets with a value equal to 35% or more of the total asset value recorded in the most recent audited financial statements of the company.
- Merger, reorganization, or dissolution of the Company.
- Approval of amendments and supplements to the Charter

**Article 12. Minutes of the 2026 Annual General Meeting of Shareholders:**

All contents of the 2026 Annual General Meeting of Shareholders must be recorded in the minutes by the Secretary of the General Meeting. The minutes of the meeting must be read and approved before the closing of the meeting and shall be archived at the Head Office (TGP).

**CHAPTER V:**  
**OTHER PROVISIONS**

**Article 13. Some other regulations:**

- 13.1 Shareholders attending the General Meeting who wish to express their opinions must obtain the consent of the Chairperson of the General Meeting. Shareholders should speak concisely and focus strictly on the key matters that need to be discussed, in line with the approved agenda of the general meeting. The Chairperson of the General Meeting will arrange for shareholders to speak in the order of registration, and at the same time, answer questions from shareholders;
- 13.2 Shareholders will be disqualified from attending the General Meeting of Shareholders by the Presidium of the meeting if they intentionally fail to comply with the regulations of the meeting, cause disruption, disturb order, or take actions that directly affect the management of the meeting.



**CHAPTER VI:**  
**IMPLEMENTATION PROVISIONS**

**Article 14. Effect of the Regulations:**

These Regulations consist of 6 chapters and 14 articles, issued by the Board of Directors of Truong Phu Joint Stock Company on June 2, 2026. They apply solely to the 2026 Annual General Meeting of Shareholders of Truong Phu Joint Stock Company taking place on June 27, 2026, and shall take effect immediately after being approved by the General Meeting of Shareholders./.

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRMAN**







EcoTGP®

TRUONG PHU JOINT STOCK COMPANY  
Lot A2, Phuc Dien Industrial Park, Mao Dien, Hai Phong,  
Vietnam  
Tel: +84 24 39878258 – +84 24 39878255  
Website: <http://www.truongphucable.vn>

SOCIALIST REPUBLIC OF VIETNAM  
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☸☸☸

Hanoi, June 1<sup>th</sup>, 2026

**DRAFT**

**ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026  
ELECTION REGULATION  
ADDITIONAL ELECTION OF MEMBERS OF THE SUPERVISORY BOARD  
TRUONG PHU JOINT STOCK COMPANY**

Pursuant to:

- The Law on Enterprises 2020 and its guiding and amending documents;
- The Charter on Organization and Operation of Truong Phu Joint Stock Company.

"The 2026 Annual General Meeting of Shareholders ("the 2026 AGM") of Truong Phu Joint Stock Company shall conduct the additional election of members of the Supervisory Board ("the SB") in accordance with the following regulations:"

**Article 1. Scope and Subjects of Application**

These Regulations apply to the supplementary election of Supervisory Board members for the 2023–2028 term at the 2026 Annual General Meeting of Shareholders of Truong Phu Joint Stock Company.

Persons entitled to vote are shareholders holding voting shares or their authorized representatives (according to the shareholder list prepared by the Vietnam Securities Depository and Clearing Corporation as of May 27<sup>th</sup>, 2026) who are present at the Meeting

**Article 2. Number and Qualifications of Supervisory Board Candidates**

1. Number of supplementary Supervisory Board members for the 2023–2028 term

Number of Supervisory Board members to be elected: 02 persons

2. Qualifications

Supervisory Board members must satisfy the requirements stipulated in Article 169 of the Law on Enterprises 2020.

**Article 3. Conditions for Nomination and Self-Nomination of Supervisory Board Members**

3. Nomination Conditions

a. Number of candidates to be elected to the Supervisory Board: 02 persons

b. Pursuant to Clause 2, Article 32 of the Company's Charter:

Shareholders may aggregate their voting rights to nominate candidates to the Supervisory Board. A shareholder or group of shareholders holding:



From 5% to under 10% of total voting shares may nominate one (01) candidate;  
From 10% to under 30% may nominate up to two (02) candidates;  
From 30% to under 40% may nominate up to three (03) candidates;  
From 40% to under 50% may nominate up to four (04) candidates;  
From 50% to under 60% may nominate up to five (05) candidates.

#### **Article 4. Nomination and Self-Nomination Dossiers**

##### **1. Required documents include:**

- Nomination/Self-Nomination Form for supplementary Supervisory Board membership (template provided);
- Personal Information Form (template provided);
- Copy of Citizen Identification Card/Passport;
- Copies of diplomas and certificates evidencing professional qualifications;
- Written agreement among shareholder groups regarding nomination (if any).
- The templates for the Personal Information Form and Nomination/Self-Nomination Form are available on the Company's website at: [www.truongphucable.vn](http://www.truongphucable.vn).

##### **2. Submission of dossiers**

Nomination/self-nomination dossiers must be submitted to the Organizing Committee no later than **5:00 PM on June 24, 2026**, at the following address:

TGP AGM Organizing Committee

Address: No. 10, BT2, Bac Linh Dam, Dinh Cong Ward, Hanoi City

Telephone: +84 24 39878258

The dossier envelope should clearly state:

**“Dossier for Nomination/Self-Nomination of Supplementary Supervisory Board Member for the 2023–2028 Term.”**

##### **3. Eligibility**

Only nomination dossiers and candidates satisfying all applicable requirements for Supervisory Board membership shall be included in the list of candidates announced at the AGM.

##### **4. Insufficient nominations**

After June 24, 2026, if shareholders do not nominate a sufficient number of candidates, or if candidates fail to meet the required standards and conditions, the incumbent Supervisory Board shall nominate candidates in accordance with regulations..

#### **Article 5. Voting Method**

The supplementary election of Supervisory Board members shall be conducted using the cumulative voting method, whereby each shareholder or authorized representative has a total number of votes equal to:

Number of shares owned/represented × Number of members to be elected

Shareholders or authorized representatives may:



Allocate all votes to a single candidate; or  
Distribute votes among selected candidates.

However, each shareholder or authorized representative may vote for a maximum of 02 candidates.

## **Article 6. Voting Procedures**

### **1. Ballots**

The ballots shall be issued by TGP and shall contain:

- Shareholder code;
- Number of shares;
- Total voting rights calculated according to the number of Supervisory Board members to be elected;
- List of nominated candidates.

### **2. Validity of Ballots**

#### **a. A valid ballot must:**

- Be issued by the AGM Organizing Committee;
- Bear the official TGP seal;
- Contain the signature of the shareholder or authorized representative;
- Not be torn, crossed out, erased, altered, or amended.

#### **b. An invalid ballot is one that:**

- Is not issued by the AGM Organizing Committee;
- Does not bear the official TGP seal;
- Is torn, altered, erased, corrected, or contains names not included in the approved candidate list;
- Lacks the shareholder's or authorized representative's signature;
- Contains additional information or symbols;
- Allocates votes exceeding the total votes available to the shareholder;
- Votes for more candidates than the number of Supervisory Board positions to be elected;
- Is submitted after voting has ended and the ballot box has been sealed.

Invalid ballots shall not be counted.

#### **c. Instructions for completing the ballot**

- To vote for a candidate, enter the desired number of votes in the “Number of Votes” column corresponding to that candidate.
- If not voting for a candidate, enter “0” or leave the field blank.
- Shareholders/authorized representatives may allocate votes to one or more candidates or choose not to vote for any candidate.





- If a mistake is made before the ballot is deposited into the ballot box, the shareholder may request a replacement ballot from the Head of the Vote Counting Committee.

### **3. Voting Principles**

- Before voting begins, the Vote Counting Committee shall inspect the ballot box in the presence of shareholders.
- Voting starts upon the signal of the Head of the Vote Counting Committee and ends when the last shareholder casts a ballot or after 30 minutes from commencement, whichever occurs first.
- Shareholders/authorized representatives shall place ballots into the ballot box.
- After voting ends, the ballot box shall be sealed.
- Vote counting shall commence immediately after voting concludes and the ballot box is sealed.

### **4. Vote Counting**

#### **a. Responsibilities of the Vote Counting Committee**

- Work in a separate room/area;
- Use electronic equipment and technical support personnel if necessary;
- Verify ballot validity;
- Review each ballot and record the results;
- Seal all ballots and hand them over to the Chairperson.

#### **b. Vote Counting Minutes and Announcement**

• Upon completion of vote counting, the Committee shall prepare the Vote Counting Minutes.

• The Committee shall announce the election results before the General Meeting of Shareholders.

### **Article 7. Election Principles**

• Elected Supervisory Board members shall be candidates receiving votes in descending order, starting from the highest vote recipient until all positions are filled, and must obtain at least **51%** of the total voting shares represented at the meeting.

The approval rate is calculated as:

**Approval Rate (%) = (Total votes received by candidate / Total voting shares represented at the meeting) × 100%**

The approval rate must be **≥ 51%**.

- If two or more candidates receive the same number of votes, priority shall be given to the candidate holding a larger number of Company shares.
- If the candidates hold an equal number of shares, a re-election shall be conducted among those tied candidates, and the candidate receiving more votes shall be elected.
- If no candidate obtains the required 51% approval rate, the Company shall immediately conduct a re-election during the AGM until all Supervisory Board positions are filled.



### **Article 8. Complaints Regarding Election and Vote Counting**

1. If, after the election results are announced, shareholders lodge complaints or request a review of the results, the Supervisory Board shall directly re-examine the results. If intentional errors or fraud are detected, the Vote Counting Committee shall bear all costs arising from the need to conduct a re-election.
2. Complaints regarding the election and vote counting shall be resolved by the Chairperson of the Meeting and recorded in the AGM Minutes.

### **Article 9. Effectiveness**

1. These Election Regulations shall be read before the AGM and submitted for approval by all attending shareholders prior to implementation.
2. If approved by at least 51% of the voting rights represented at the Meeting, these Regulations shall become effective immediately upon approval by the AGM.

**ON BEHALF OF THE GENERAL MEETING OF  
SHAREHOLDERS  
CHAIRPERSON OF THE MEETING**

**LUONG HOAI NAM**

*Note: This document may be amended or supplemented as appropriate and submitted to the General Meeting of Shareholders for consideration and decision at the Meeting.*

