

# DRAFT CHARTER

## INTRODUCTION

This Charter of Cotecons Construction Joint-Stock Company (hereinafter “**The Company**”) - is the legal basis for all operations of the Company, a joint stock company incorporated and operating under the Enterprise Law, Law on Securities and related regulations. This Charter, the resolutions, decisions of the Shareholders’ Meeting and the Board of Directors and other decisions issued by the Company, which have been approved legitimately in conformity with the relevant laws, will become binding rules and regulations to conduct the business operations of the Company.

We, the shareholders attending the Shareholders’ Meeting, have discussed and agreed to authorize the Charter amendments:

The first time	on March 30, 2005;
The second time	on March 25, 2006;
The third time	on April 20, 2007;
The fourth time	on April 4, 2008;
The fifth time	on April 10, 2009;
The sixth time	on April 15, 2010;
The seventh time	on April 21, 2011;
The eighth time	on May 22, 2012
The ninth time	on April 25, 2013;
the tenth time	on August 5, 2015;
The eleventh time	on December 4, 2015;
The twelfth time	according to the Shareholders’ Meeting resolution on April 12, 2016;
The thirteenth time	on June 14, 2016;
The fourteenth time	on August 25, 2016;
The fifteenth time	on October 18, 2016;
The sixteenth time	on November 17, 2016;
The seventeenth time	according to the Shareholders’ Meeting resolution on June 29, 2017;
The eighteenth time	on January 10, 2018;
The nineteenth time	on February 20, 2019;
The twentieth time	according to the Shareholders’ Meeting resolution on June 30, 2020.
The twenty first time	according to the Shareholders’ Meeting resolution on April 26, 2021

## I. DEFINITIONS AND TERMINOLOGIES IN THE CHARTER

### Article 1. Definitions

1. Terminology in this Charter is defined as follows:

- a) *Chartered Capital* refers to the total par value of shares which are sold or registered to purchase when the company issues shares to increase capital and as defined in Article 6 of this Charter;
- b) *Voting capital* is the share capital whereby the owner has the right to vote on matters falling under the deciding authority of the General Meeting of Shareholders;
- c) *Enterprise Law* refers to the Enterprise Law No. 59/2020/QH14 passed by the National Assembly

on June 17, 2020

d) *The Securities Law* means the Law on Securities No.54/2019/QH14 passed by the National Assembly on November 26, 2019

đ) *Vietnam* means the Socialist Republic of Vietnam;

e) *Date of Establishment* refers to the date when the Company was granted an Enterprise Registration Certificate (Business Registration Certificate) for the first time;

g) *Senior Managers* mean the Director (General Director), Deputy Director (Deputy General Director), Chief Accountant and other executives as prescribed by the company's charter;

h) *Executives* refers to the Chairman of Board of Directors, Board of Directors members, Director (General Director) and other individual managers in accordance with the company's charter;

i) *Related Persons* refers to any individual or organization defined in Clause 46 of Article 4 of the Securities Law

k) *Shareholders* are all individuals or entities own at least one share of the Company;

l) *Founding Shareholders* means a shareholder owning at least one common share and signing under the Company's list of founding shareholders in accordance with the Law on Enterprises;

m) *Major shareholder* means a shareholder as defined in Clause 18, Article 4 of the Securities Law

n) *Operating Term* refers to the operating term of the Company as stipulated in Article 2 of this Charter and extension (if any) ratified by the General Meeting of Shareholders

o) *The Stock Exchange* are the Vietnam Stock Exchange and its subsidiaries.

2. In this Charter, any article or document used for reference will include all subsequent changes or replacement documents.

3. Headings (chapter or article of this Charter) are used for reference only and do not affect the content of this Charter.

## **II. NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATION, OPERATING TERM AND LEGAL REPRESENTATIVES OF THE COMPANY.**

### **Article 2. Name, Form, Headquarters, Branches, Representative Offices, Business location and Operating Term of the Company**

1. The legal name of the Company:

- Vietnamese name: **CÔNG TY CỔ PHẦN XÂY DỰNG COTECCONS**

- English name: **COTECCONS CONSTRUCTION JOINT STOCK COMPANY**

- Transaction name: **COTECCONS GROUP**

- Abbreviation name: **COTECCONS**

2. The Company is a joint-stock company and has a legal status in accordance with the current Law of Vietnam.

3. The registered headquarters of the Company:

- Address: 236/6 Dien Bien Phu Street, Ward 17, Binh Thanh District, HCM City.

- Telephone: (84.28) 35142255 - 35142266

- Fax: (84.28) 35142277

- E-mail: [contact@coteccons.vn](mailto:contact@coteccons.vn)

- Website: [www.coteccons.vn](http://www.coteccons.vn)

4. The Company can open branches and representative offices in its business area to carry out the Company's objectives in accordance with the resolutions of the Board of Directors and to the extent of the prevailing laws. Currently, the Company has:

**4.1 The Company has a representative office in Hanoi:**

- Representative office name : REPRESENTATIVE OFFICE OF COTECCONS CONSTRUCTION JOINT STOCK COMPANY
- Address : Floor 5, Starcity Building, Land lot No. 2, Land unit 4.1 - CC, Nhan Chinh Ward, Thanh Xuan District, Hanoi
- Telephone : (84.24) 37834851
- Fax : (84.24) 37834850

**4.2 The Company has a representative office in Binh Duong:**

- Branch name : BRANCH OF COTECCONS CONSTRUCTION JOINT STOCK COMPANY
- Address : 1B, An Phu Ward, Thuan An Town, Binh Duong Province
- Telephone : (84.650) 713390
- Fax : (84.650) 713389

5. The company has an unlimited Operating Term from the Date of Establishment, unless the Company terminates its Operating Term ahead of schedule as in Clause 2, Articles 59 or extends as in Articles 60 of this Charter.

**Article 3. Legal Representatives of the Company**

Company has two legal representatives being the Chairman and Director or General Director.

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

**Article 4. Objectives of the Company**

1. The business lines of the company:

No.	Name of business lines	Name of business lines
1	Manufacture of machinery for mining, quarrying and construction - Detail: Production of construction machinery and equipment.	2824
2	Production of concrete and products from concrete, cement and plaster - In detail: Production of construction structures; Production of construction materials (not at the head office).	2395
3	Other specialized wholesale trade not elsewhere classified	4669

	- Detail: Specialize in export and import business, export and import right of the following items: iron, steel, building structures, materials and installation equipment, materials – machinery – equipment – spare parts, technological line of construction industry and production of construction materials, construction machinery and equipment	
4	Construction of railways	4211
5	Construction of road	4212
6	Electrical installation - Detail: Install MEP systems, installation of wiring, transformer station, industrial machinery and equipment.	4321
7	Other construction installation - Detail: Installation of non-electrical, plumbing, heating or air conditioning systems or industrial machinery in the construction and civil engineering industry; Installation of industrial equipment systems in the construction and civil engineering industry such as: Elevator, Automatic Stairs, Automated Doors, Lighting System, Vacuum System, Sound System, System of equipment used for entertainment.	4329
8	Other activities auxiliary to financial services not elsewhere classified - Detail: Investment consultancy.	6619
9	Architectural and engineering activities and related activities Detail: Architectural activities and relevant technical consultancy: Design general layout plan of Works; Architectural design of civil and industrial Works; Indoor and outdoor design; Design of heating, ventilation, and air conditioning for civil and industrial Works; Design ME part of Works; Construction design for civil - industrial Works; Structural design for civil - industrial Works; Water drainage and supply design for civil - industrial Works, Design of urban infrastructure construction.	7110
10	<b>Construction of residential buildings</b>	<b>4101 (main code)</b>
11	Construction of non-residential buildings	4102
12	Construction of electrical works	4221
13	Construction of water supply and drainage works	4222
14	Construction of telecommunications and communication constructions	4223
15	Construction of other utility projects	4229
16	Construction of hydraulic structures	4291
17	Construction of mining and quarrying facilities	4292
18	Construction of manufacturing facilities	4293
19	Construction of other civil engineering projects	4299
20	Demolition	4311
21	Site preparation	4312
22	Plumbing, heat and air-conditioning installation	4322
23	Building completion and finishing	4330
24	Other specialized construction activities	4390
25	Specialized design activities - Detail: Interior decoration activities	7410
26	Wholesale of other machinery and equipment - Detail: Trading of machinery and equipment construction, building	4659

	materials, spare parts, technology lines in the construction industry, manufacturing construction materials.	
27	Wholesale of construction materials and other installation supplies - Detail: Wholesale of machines, construction equipment, building materials	4663

2. The objectives of the Company are mobilizing and using the capital effectively in its fields of business in order to maximize profits, to increase benefits for Shareholders, to create jobs and income for its employees, and to fulfill its tax obligations to the State as well as to develop the company stronger and greater.

#### **Article 5. Business scope and operations**

The Company is allowed to plan and to execute all business activities which are mentioned in the Enterprise Registration Certificate and this Charter, in accordance with the current Law, as well as to carry out all suitable and useful measures to obtain the objectives of the Company. The Company is able to pursue any other business activities permitted by the Law and approved by General Meeting of Shareholders.

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

#### **Article 6. Chartered Capital, Shares, Founding Shareholders**

1. Company's Chartered Capital: **VND 792,550,000,000.**

**(In words: Seven hundred ninety-two billion five hundred and fifty million Vietnam Dong).**

The total charter capital of the Company is divided into 79,255,000 shares with a face value of VND 10,000 (ten thousand dong) pershare

2. The Company can change its Chartered Capital when the General Meeting of Shareholders issues its approval in line with the prevailing regulations of the Law.

3. All shares issued by the Company on the date of this Charter's approval are ordinary shares. The rights and obligations attached to ordinary shares are defined in Article 12 and Article 13 of this Charter.

4. The Company can issue other preferred shares when the General Meeting of Shareholders issues its approval in line with the prevailing regulations of the Law.

5. Shareholders will be given priority to buy new ordinary shares in proportions corresponding to the percentage of ordinary shares currently held by each shareholder in the company, except for other cases given in General Meeting of Shareholders' decisions. Any shares which are not purchased following the offering announcement will be decided by the Company's Board of Directors. The Board of Directors can allocate the shares to the candidates with conditions and methods which Board of Directors deems suitable, but those shares cannot be purchased with the terms that are more advantageous than the terms offered to the Shareholders, unless otherwise agreed by the General Meeting of Shareholders.

6. The Company can buy back its issued shares in any methodology in this Charter and the current Law.

7. The Company may issue other types of securities in accordance of the Law

8. Maximum foreign ownership ratio in the Company: Comply with the Law.

#### **Article 7. Share certificates**

1. All Shareholders have the right to be granted a share certificate corresponding to the number and type of their shares.

2. Shares are securities that certify the legal rights and interests of the owner to a portion of share capital of the issuer. Shares must have all the contents specified in Clause 1, Article 121 of the Enterprise Law.

3. Within 14 days from the date of submitting sufficient documents for the shares transfer according to the regulations of the Company, or within two months (or a longer period as stipulated in terms of issue) since the date of full payment as stipulated in the Company shares' issuance plan, the owner of shares will be granted a certificate. Shareholders will not pay to the Company any printing cost or any other fees.

4. In case a share certificate is lost or damaged, it will be reissued at the request of its shareholder. The request shall contain:

a) Information about the lost or damaged certificate;

b) The commitment to take responsibility for disputes caused by its reissuance.

#### **Article 8. Other securities certificates**

All forms of bonds or other securities of the Company will be issued with the seal and signature of the legal representative of the Company.

#### **Article 9. Share transfer**

1. All shares can be transferred freely except the Charter and Law have other regulations, shares listed and registered for trading on the Stock Exchange are transferred in accordance with the law on securities and securities market.

2. Shares which have not been paid in full would not be transferred and perceived any benefits such as the right to receive dividends, right to receive shares issued to increase share capital from owner's equity, right to buy new shares to be offered for sale.

#### **Article 10. Share reclamation**

1. If a Shareholder does not make complete and on-schedule payment for his stock purchase, Board of Directors can send a notice to the Shareholder at any time requiring full payment of the purchase price and responsible for the total par value of shares registered to buy for the financial obligations of the Company arising from the Shareholder does not make complete and on-schedule payment.

2. The notice mentioned above will include a new deadline for payment (a minimum of seven days from the date the notice is sent) and venue for payment, and will clearly state that in the event that payment is not made according to the request, any shares not yet completely paid for will be reclaimed.

3. The Board of Directors can reclaim all shares does not make complete and on-schedule payment.

4. A share which is reclaimed are considered as authorized shares with the following regulations in Clause 3 Article 112 Enterprise Law. The BOD may directly sell or authorize to sell or re-distribute such shares to, on the conditions and in the manner the BOD considers appropriate.

5. A Shareholder who owns shares which are reclaimed must abandon his Shareholder status in relation to those shares, but still to take responsibility for the total par value of shares registered to buy for the financial obligations of the Company arising at the reclaim under a decision of the

Board of Directors from the date of reclaim to the date of payment.

6. When a share is reclaimed, a notice about the reclamation will be sent to the person who owned the share before the date of reclamation; but in no case will the reclamation be made invalid for reasons of omission or carelessness in the sending of the notice.

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

### **Article 11. Organizational structure, management and control**

Organizational structure, management and control include:

1. General Meeting of Shareholders.
2. Board of Directors.
3. Board of Supervisors.
4. General Director.

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

### **Article 12. Rights of Shareholders**

1. Owners of ordinary shares have the following rights:

a) attend and speak at the General Meeting of Shareholders and exercise the voting right in person at the General Meeting of Shareholders or through an authorized representative or another form accordance with this Charter's Company and Law. Each ordinary share has one vote.

b) to receive dividends according to decision by General Meeting of Shareholders;

c) to be prioritized in buying new shares offered for sale with an amount corresponding to the number of ordinary shares which they are holding

d) to freely transfer shares to others, in accordance with this Charter and the Law, except for the cases specified in Clause 3, Article 120, Clause 1, Article 127 of the Enterprises Law and other relevant laws;

đ) access names and addresses on the list of voting shareholders; request rectification of incorrect information about themselves;

e) to consider, look up and make an extraction or copy of this Charter, the minutes of the General Meeting of Shareholders and the resolutions of General Meeting of Shareholders;

g) in the case of the Company's dissolution, to receive assets of the Company in an amount corresponding to the number of shares they are holding;

h) to request the Company to re-purchase their shares in cases stipulated Article 132, Enterprise Law;

i) Right of fair treatment. Each share of the same type gives the owner the same rights, obligations and interests. In case the Company has types of preference shares, the rights and obligations associated with those types of preference shares must be approved by General Meeting of Shareholders and fully disclosed to the Shareholder;

k) Right to fully access to periodic and extraordinary information published by the Company in accordance with the law;

l) to have their legitimate rights and interests protected; propose suspension or cancellation of resolutions and decisions of the General Meeting of Shareholders, the Board of Directors by the Enterprises Law;

m) other rights in accordance with the Law and this Charter.

2. A Shareholder or a group of Shareholders holding more than 5% of the total ordinary shares will have additional rights as following:

a) to nominate members of Board of Directors or the Board of Supervisors in accordance with the Enterprises Law and this Charter;

b) to request the Board of Directors to convene General Meeting of Shareholders in accordance with the provisions of Clause 3, Article 115 and Article 140 of the Enterprises Law;

c) to review, lookup, extract minutes book and resolutions, decisions of the Board of Directors, half-yearly and annual financial statements, reports of the Board of Supervisors, contracts, and transactions must be passed by the Board of Directors and other documents, except documents related to trade secrets of the Company;

d) to request the Board of Supervisors to inspect each particular issue relating to the management and administration of the operations of the Company in cases where it is considered necessary. The request must be in writing, must contain full name, address, nationality, legal personal identification of an individual shareholder, names, number of business registration or legal document numbers, head office address of an organizational shareholder; number of shares and time of registration of shares of each shareholder, total number of shares of the group of shareholders and the percentage of ownership in the total number of shares of the Company; the subject to be inspected and purposes of the inspection.

đ) Propose the issue to be included in the agenda of the General Meeting of Shareholders. The proposals must be made in writing and sent to the Company at least three working days ahead of the date of the General Meeting of Shareholders. The proposal must include details about the name of Shareholder, the number and type of shares which they are holding, and the issues proposed for the agenda;

e) other rights as stipulated in the Law and this Charter.

### **Article 13. Obligations of Shareholders**

Ordinary Shareholders have the following obligations:

1. To pay in full and on-schedule for the number of registered shares.

2. It is not allowed to withdraw the capital contributed by ordinary shares from the Company in any form, except in the case where the company or other people buy back the shares. Where a shareholder withdraws part of or all of the contributed capital in contravention of this clause, such shareholder and related people in the Company shall be jointly liable for the debts and other liabilities to the extent of the value of withdrawn shares and occurred damages.

3. To abide by this Charter and the Corporate Governance regulation.

4. To abide by this decisions of the Board of Directors, and resolutions of the General Meeting of Shareholders.



5. To protect the confidentiality of information provided by the company in accordance with the company's charter and the law; only use the provided information to perform and protect their lawful rights and interests; do not spread or share information provided by the company to any other organization or individual
6. To attend the meeting of the General Meeting of Shareholders and exercise the right to vote through the following forms:
  - a) Attend and vote directly at the meeting;
  - b) Authorize another individuals or organizations to attend and vote at the meeting
  - c) Attend and vote via online conferences, electronic voting or other electronic forms;
  - d) Send votes to the meeting by mail, fax and email.
7. To take personal responsibility in the event that he or she performs one of the following acts under any form in the name of the Company:
  - a) Breaching of the law;
  - b) Doing business and other transactions for personal benefits of himself or herself or other organizations or individuals;
  - c) Paying debts in advance of term in case the Company is likely to be in financial problem.
8. To complete other obligations as prescribed by the current Law.

#### **Article 14. General Meeting of Shareholders**

1. The General Meeting of Shareholders comprises all the shareholders having the voting rights and it has the highest jurisdiction of the Company. The General Meeting of Shareholders must be held annually within four (04) months since the end of financial year. The Board of Directors decides to extend the Annual General Meeting of Shareholders when necessary, but not more than 6 months since the end of financial year. In addition to the annual meeting, the General Meeting of Shareholders may hold an extraordinary meeting. The location of the meeting shall be determined as the place where the chairperson attends the meeting and must be held at a venue in Vietnam.
2. The Annual General Meeting of Shareholders is convened by the Board of Directors and held at a venue in Vietnam as decided each time by the Board of Directors. The Annual General Meeting of Shareholders decides on issues allowed by the Charter and the Law, especially will approve the audited annual financial statements. In case the Company's audited annual financial statements contain material exceptions, conflicting opinions, or refuses, the Company must invite representatives of the approved auditing organizations to audit the report. The representative of the auditing organization above is responsible for attending the Annual General Meeting of Shareholders of the Company
3. The Board of Directors must convene an Extraordinary General Meeting of Shareholders in the following cases:
  - a) The Board of Directors deems it necessary for the Company's benefits;
  - b) The number of Board of Directors members, Supervisors is lower than the number required by the Law;
  - c) A Shareholder or a group of Shareholders as stipulated in Clause 2, Article 115 of the Enterprise

Law requests the convening of a meeting with a written petition which gives details about the reasons for and purposes of the meeting and have enough signatures of related shareholders or the written request to be made in many copies and gathered together with the signatures of the related shareholders;

d) At the request of the Board of Supervisor;

đ) Other cases as prescribed by the 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 30 days from the date the number of remaining members of Board of Directors, independent members of the Board of Directors, Board of Supervisors is as prescribed in Clause 3(b) of this or receiving the requests mentioned in Clause 3(d) of this.

b) If the Board of Directors does not convene the meeting as stipulated in Clause 4 (a) Article 14, within the following 30 days, the Board of Supervisors will act on behalf of the Board of Directors to convene the meeting as stipulated in Clause 3 Article 140 of Enterprise Law.

c) If the Board of Supervisors does not convene the meeting as stipulated in Clause 4 (b) Article 14, the Shareholder or group of Shareholders as regulated in Clause 3 (c) Article 14 shall have the rights to act on behalf of the Board of Directors and the Board of Supervisors to convene the General Meeting of Shareholders, as stipulated in the Enterprise Law.

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Register to supervise the order and procedures for convene, and making decisions of the General Meeting of Shareholders. The Company will pay for all expenses needed to convene and conduct a General Meeting of Shareholders. These expenses do not include the costs incurred by Shareholders while participating in the General Meeting of Shareholders, such as travel and accommodation charges.

d) Procedures for organizing the General Meeting of Shareholders are specified in Clause 5 Article 140 of the Enterprises Law.

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

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

a) Approve Company's Development Orientation;

b) Approve the types of shares and amount of each type of shares which shall be issued; the annual dividend rates for each type of shares in conformity;

c) Elect, remove, dismiss members of the Board of Directors and of the Board of Supervisors;

d) Decide on investment or sale of assets of with the value equal to or more than 35% of the total asset value of the Company written in the latest financial statement of the Company;

đ) Amend and modify the Charter;

e) Approve the annual financial reports;

g) Re-purchases over 10% each type of the issued shares;

h) Examine violations of the Board of Directors or the Board of Supervisors that cause damages to

the Company and the shareholders of the Company;

i) Re-organize and dissolve of the Company;

k) Decide on the budget or the total remuneration, bonus and other benefits for the Board of Directors, Board of Supervisors;

l) Approve the Corporate Governance regulations of the company, regulations of organization and operation of the Board of Directors and the Board of Supervisors;

m) Approve the list of independent audit companies; choose independent audit companies carry out audit of the company; dismiss independent audits where necessary;

n) Other rights and obligations prescribed by Law.

2. The General Meeting of Shareholders discuss and ratify the following issues:

a) The Company's annual business plan;

b) Audited annual financial statements;

c) Reports of the Board of Directors on the governance and results of operations of the Board of Directors and each member of the Board of Directors;

d) Report of the Board of Supervisor on the business results of the Company, operation results of the Board of Directors, General Director;

đ) The report of the Board of Supervisor on its performance and that of the member's Board of Supervisor;

e) Dividend of each type of shares;

g) Number of members of the Board of Directors, Board of Supervisor;

h) The election, removal, dismissal of members of the Board of Directors and of the Board of Supervisors;

i) Decision on the budget or the total remuneration, bonus and other benefits for the Board of Directors, Board of Supervisors;

k) Approve the list of independent audit companies; choose independent audit companies carry out audit of the company; dismiss independent audits where necessary;

l) The amendments and modifications of the Charter;

m) The types of shares and amount of each type of shares which shall be issued;

n) The division, separation, consolidation, merger or transformation of the Company;

o) The re-organization and dissolution (terminations) of the Company and the appointment of liquidators;

p) Decision on investment or sale of assets of with the value equal to or more than 35% of the total asset value of the Company written in the latest financial statement of the Company;

q) Company re-purchases over 10% each type of the issued shares;

- r) The Company enters into contracts or transaction with those who are defined in Clause 1, Article 167 of the Enterprise Law with a value of 35% or more of the total value of assets of the Company recorded the most recent financial statements
- s) Approve the transactions specified in Clause 4, Article 293 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Securities Law
- t) Approve the Corporate Governance regulations of the company, regulations of organization and operation of the Board of Directors and the Board of Supervisors;
- u) Other issues according to the provisions of Law and this Charter.

3. The General Meeting of Shareholders must discuss and vote on resolutions about issues raised on the meeting agenda.

### **Điều 16. Authorized to attend the General Meeting of Shareholders**

- 1. Shareholders, authorized representatives of organization shareholders may directly attend the meeting or authorize one or some other individuals or organizations to attend the meeting or to attend the meeting through one of the prescribed forms in Clause 3, Article 144 of the Enterprises Law.
- 2. The authorization for representative individuals or organizations to attend the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be made in writing. The authorization document is made according to the provisions of civil law and must clearly state the name of the authorized shareholder, the name of the individual, the authorized organization, the number of authorized shares, the content of authorization, the scope of authorization, term of authorization, signatures of the principal and the authorized party.

The person authorized to attend the General Meeting of Shareholders must submit a written authorization when registering to attend the meeting. In case of re-authorization, meeting attendees must present the initial authorization document of shareholder, the authorized representative of shareholder who is an organization (if it has not been registered with the Company before).

- 3. The votes of the authorized person attending the meeting within the scope of authorization are still valid in one of the following cases:
  - a) dies or is unable to control his behavior;
  - b) annuls the authorization;
  - c) has the authorized person's rights annulled.

However, this will not apply if the Company receives a notice about one of the issues mentioned above before the meeting or before the meeting is reconvened.

### **Article 17. Changes of rights**

- 1. Special rights attached to each share category can be changed or annulled with agreements from at least 65% total number of votes of all attending shareholders. Resolution of the General Meeting of Shareholders on the content that changes the rights and obligations of shareholders who own preferred shares shall only be approved if the number of preferred shareholders of the same type attending the meeting is at least 75% of the total Preferred shares of that type approved or approved by preferred shareholders of the same type owning 75% or more of that type of preferred shares in case of passing a resolution in the form of written opinion.

2. To organize such a meeting, it is necessary to have at least two Shareholders (or their Proxies) in attendance, who are holding at least one-third of the face value of shares of the issued share category (but if the meeting does not have the number of delegates as mentioned above, the meeting will be re-organized within 30 days after that, and any persons holding shares in that category who attends directly or through a Proxy will be seen as a sufficient number of attendees). At these private meetings, anyone who is holding shares of that category and is present at the meeting, or has a Proxy at the meeting, has the right to request a secret ballot. Each person will be given one vote for each of the shares of that category which he owns.

3. The procedures of the private meetings are implemented similarly to the regulations in Articles 19, 20 and 21 of this Charter.

4. Unless the terms of share issue are defined differently, special rights related to the division of profits or assets of the Company attached to shares with preferential rights will not be changed if more shares of the same category are issued.

### **Article 18. General Meeting of Shareholders, agenda and announcement**

1. The Board of Directors convene the Annual and Extraordinary General Meeting of Shareholders. The Board of Directors will convene the extraordinary General Meeting of Shareholders according to the cases specified in Clause 3, Article 14 of this Charter.

2. People who convene a General Meeting of Shareholders are required to complete the following tasks:

a) Prepare a list of all Shareholders eligible to participate in and to vote at the meeting. The list shall be compiled not more than 10 days before the date of sending the invitation. The company must disclose information on the making of a list of shareholders entitled to attend the meeting of the General Meeting of Shareholders at least 20 days prior to the final registration date;

b) Prepare the agenda and content of the meeting;

c) Prepare the materials of the meeting

d) Draft resolutions of the General Meeting of Shareholders according to the proposed contents of the meeting;

đ) Determine the time and venue of the meeting;

e) Announce and send invitation letter to all shareholders eligible to participate in the meeting;

g) Other tasks of the meeting.

3. Notice of the General Meeting of Shareholders is sent to all shareholders by a method to ensure the contact address of shareholders, announced on the media of the Stock Exchange and posted on the website of the Company simultaneously. The person who convenes the General Meeting of Shareholders shall send invitations to all shareholders on the list of shareholders entitled to participate in the General Meeting of Shareholders at least 21 days before the meeting (from the date the notice is properly sent). The agenda of the General Meeting of Shareholders and documents relating to the issues to be voted at the meeting shall be sent to the shareholders and/or posted on the website of the Company. If the documents are not enclosed with the notice of the General Meeting of Shareholders, the notice must specify the website address so that shareholders can access, include:

a) Agenda, materials of the meeting;

b) Lists and details of the candidates in case of election of Board of Directors members, Board of Supervisors members;

c) Voting paper;

d) Draft resolution of each issue in the agenda.

4. The proposals must be made in writing and sent to the Company at least three working days ahead of the date of the General Meeting of Shareholders. The proposal must include details about the name of Shareholder, the number and type of shares which they are holding, and the issues proposed for the agenda

5. People convening General Meeting of Shareholders have the right to refuse a proposal related to Clause 4 of this Article if:

a) The petition was sent in contravention of the provisions of Clause 4 of this Article;

b) At the time of proposal, the Shareholder or group of Shareholders don't own at least 5% of the common shares required by Clause 2, Article 12

c) Proposed issues are not in the scope of authority of the General Meeting of Shareholders to discuss and approve;

d) The proposal does not contain essential details.

6. People convening General Meeting of Shareholders must accept and include the recommendations specified in Clause 4 of this Article into the proposed agenda and materials of the meeting, except for the case specified in Clause 5 of this Article; the recommendation is officially added to the agenda and content of the meeting if it is approved by the General Meeting of Shareholders.

### **Article 19. Conditions for conducting a General Meeting of Shareholders**

1. A General Meeting of Shareholders can be proceeded when the attending Shareholders own more than 50% of the total voting shares.

2. In case the first meeting is not eligible to be held as prescribed in Clause 1 of this Article, the second meeting must be reconvened within thirty (30) days after the scheduled date of the first meeting. In the second meeting, it is required that all attending Shareholders and authorized representatives who own at least 33% of the total voting shares must be present.

3. If the meeting for the second time is not eligible as prescribed in Clause 2 of this Article, the invitation to the third meeting must be sent within 20 days after the scheduled date of the second meeting. The third General Meeting of Shareholders will be held regardless of the total number of votes of the attending shareholders.

### **Article 20. Formality and voting method of the General Meeting of Shareholders**

1. Shareholder registration procedures must be implemented and continued until all eligible Shareholders complete registration as following:

a) During the process of Shareholder registration, the Company will give to each Shareholder or Proxy a voting card which includes the registration number and name of the Shareholder, the name of the Proxy, and the number of votes of the Shareholder. The voting process of the General Meeting of Shareholders will start by first collecting votes for a resolution and then votes against the resolution. Counting the number of votes for and against a resolution will reveal the result. The

General Meeting of Shareholders elects the people responsible for counting votes or supervising the counting of votes at the proposal of the Chairperson. The number of members of the vote counting committee is decided by the General Meeting of Shareholders based on the proposal of the Chairperson of the meeting.

b) Shareholders who come to the General Meeting of Shareholders late have the right to register immediately and then have the right to participate in voting at the General Meeting of Shareholders. However, the chairperson will not have to pause the General Meeting of Shareholders for the Shareholder to complete his registration and the outcome of any votes already completed will not be affected.

2. The election of the Chairperson, Secretary and the Vote-counting Committee is stipulated as follows:

a) The Chairperson of the Board of Directors will preside over the General Meeting of Shareholders or authorize another member of the Board of Directors of the General Meeting of Shareholders convened by the Board of Directors. In cases where the Chairperson is absent or temporarily incapable of work, the remaining members shall elect one of them to preside over the meeting on the principle of majority basis. If the chairperson cannot be elected, Head of the Board of Supervisors shall lead the General Meeting of Shareholders to elect the chairperson of the meeting among the participants and the person who have the highest votes to preside over the meeting.

b) Except for the case specified at Point (a) of this Clause, the person who signs to convene the General Meeting of Shareholders shall lead the General Meeting of Shareholders to elects the chairperson of the meeting and the person who have the highest votes to preside over the meeting.

c) The Chairperson shall designate one or some persons as the secretary(ies) of the General Meeting of Shareholders;

d) The General Meeting of Shareholders elects one or more people to the Vote-counting Committee at the request of the meeting Chairperson;

3. The agenda and content of the meeting must be approved by the General Meeting of Shareholders at the opening the meeting. The agenda must clearly define and time in detail for each issue in the agenda.

4. The chairperson of the General Meeting of Shareholders can carry out activities which they deem essential to control the General Meeting of Shareholders appropriately and orderly; or to let the General Meeting of Shareholders reflect the expectations of the majority of the participants.

a) Adjust the number of participants at the venue for the General Meeting of Shareholders;

b) Ensure safety for participants at the venue;

c) Provide conditions for Shareholders to attend the General Meeting of Shareholders (or continue attending). The Board of Directors can change the measures at any time. The measures can include and are not limited to issuing admission tickets or using other forms of selection.

5. The General Meeting of Shareholders must discuss and vote on resolutions about issues raised on the meeting agenda. The voting process of the General Meeting of Shareholders will start by first collecting votes for a resolution and then votes against the resolution. Counting the number of votes for and against a resolution will reveal the result.

6. Shareholders who come to the General Meeting of Shareholders late have the right to register immediately and then have the right to participate in voting at the General Meeting of Shareholders and the outcome of any votes already completed will not be affected.

7. People convening General Meeting of Shareholders or Chairperson have the rights:

- a) To require all meeting attendees to be subject to inspection or other legal, reasonable security measures;
- b) To request competent authorities to maintain meeting order; expel those who act against the Chairperson's direction, cause disruption, obstruct the normal progress of the meeting, or refuse to comply with security check requirements from the Meeting.

8. The Chairperson has the right to postpone the General Meeting of Shareholders that has a sufficient number of participants for up to 03 working days from the initial opening day or change the meeting location in the following cases:

- a) The current meeting location does not have enough seats for all participants;
- b) Communication devices at the current meeting location are not adequate for all participant to discuss and vote;;
- c) One or some participants disrupt the meeting and thus threaten the fairness and legality of the meeting.

9. In case the Chairperson postpones or suspends the General Meeting of Shareholders against Clause 8 of this Article, the General Meeting of Shareholders shall elect another participant to chair the meeting until the end; all resolutions ratified at the meeting shall be effective.

10. In case the Company applies technology to organize the General Meeting of Shareholders through an online meeting, the Company is responsible for ensuring that shareholders attend and vote in the form of electronic or electric voting. other entities as prescribed in Article 144 of the Enterprises Law and Clause 3 Article 273 of the Government's Decree No. 155/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Securities Law.

#### **Article 21. Conditions for ratification of resolutions of the GMS**

1. The approval form of the resolution of General Meeting of Shareholders:

- a) The General Meeting of Shareholders approves for the decisions under its authority by voting at the meeting or collecting written opinions.
- b) When it is deemed necessary for the benefit of the Company or the epidemic situation, the Board of Directors has the right to consult shareholders in writing to pass resolutions of the General Meeting of Shareholders on all matters under authority of the General Meeting of Shareholders. Authority and method of collecting written opinions to pass resolutions of the General Meeting of Shareholders shall comply with Article 22 of this Charter.

2. Resolution of the General Meeting of Shareholders on following issues shall be approved if they are approved by the shareholders representing at least 65% of the total number of votes of all the attending shareholders, except for the case specified in Clauses 3, 4 and 6, Article 148 of the Enterprises Law.

- a) Type of shares and total number of shares of each type;
- b) Changing lines of business and business activities;
- c) Changing the organizational structure of the Company;
- d) Decision on investment or transactions of sale of assets of the Company with a value equal to or



more than 35% of total value of the assets of the Company recorded in the most recent financial statements

d) Reorganization, dissolution of the Company.

3. Other resolutions shall be adopted when they are approved by a number of shareholders representing more than 50% of the total number of votes of all the attending shareholders

4. Any Resolution of the General Meeting of Shareholders which is passed with 100% of voting shares shall be legitimate and effective even if the procedures for passing such Resolution are not conformable with regulations.

## **Article 22. Jurisdiction and formality for Approval of Resolutions via written documents**

Every resolution of the General Meeting of Shareholders can be approved by the form of written opinions and to be implemented as following:

1. The Board of Directors takes the right to have resolutions of Shareholders approved via written documents any time they deem that is necessary for the Company' benefit.

2. Board of Directors must prepare comment forms and draft of meetings' decision and necessary documents. All of those must be sent to Shareholders' permanent residence by registered letters at least 10 days before deadline. Requirements and methods of sending opinion form and attached documents are specified in Clause 3, Article 18 of this Charter.

3. Written opinion forms should include:

a) Name, head office address, business registration number;

b) Purpose of collecting written opinions;

c) Full name, address, nationality, legal personal identification of an individual shareholder, names, number of business registration or legal document numbers, head office address of an organizational shareholder; number of shares and time of registration of shares of each shareholder, total number of shares of the group of shareholders and the percentage of ownership in the total number of shares of the Company

d) Issues need to get opinions to pass;

đ) The way of voting including agreement, disagreement and non-comments;

e) Deadline of written opinion form to be returned;

g) Name and surname, signature of chairman.

4. Shareholders submit their written responses to the company by mail, fax or email according to the following regulations:

a) Mail: answered written opinion form must be signed by individual shareholders, authorized representative or legal representative of institutional shareholders. The comment form sent to the Company must be in a sealed envelope and no one shall be entitled to open it before the votes counting;

b) Fax or email: answered comment form sent to the company by fax or email must be kept confidential until the time of votes counting;

c) Comment forms sent to the Company after the deadline or have been opened in the case of mail sending and disclosed in the case of faxing or emailing is not valid. Comment forms have not been sent to the Company are considered unopposed.

5. Board of Directors will check and count the forms and have the minute in the witness of Board of Supervisors or non-management shareholders. The form checking minute should mention the followings:

a) Name, head office address and business registration number;

b) Purposes and issues to be approved;

c) Number of Shareholders with valid forms and invalid forms, together with the list of voting shareholders;

d) Total agreeing forms, disagreeing forms and non-comments on each of the issues;

đ) The issues have been approved and the proportion of votes respectively;

e) Name and surname, signature of chairman, vote counters and supervisor counting

Members of the Board of Directors, vote counters and the person who supervised the votes counting shall be jointly liable for the truthfulness and accuracy of the minutes of votes counting and damages arising from decisions made due to untruthful and inaccurate counting

6. The minutes of form counting and resolution must be sent to the shareholders within 15 days from the date of ending the form counting. The sending of the vote counting minutes and resolutions can be replaced by posting on the Company's website within 24 hours from the date of ending the form counting.

7. The answers, the minutes of the form counting, the full text of resolutions approved and the relevant documents attached must be kept at the head office of the company.

8. Resolutions of the General Meeting of Shareholders are passed in the form of written ballot when approved by a number of shareholders representing more than 50% of the total voting shares.

### **Article 23. Minute, Resolution of General Meeting of Shareholders**

1. The General Meeting of Shareholders must be recorded in minutes and may be recorded and saved in another electronic form. The minutes must be written in Vietnamese and may be made in foreign languages and have the following main contents:

a) Name, head office address, business registration number;

b) Time and avenue of the General Meeting of Shareholders;

c) Agenda and contents of the meeting;

d) Full name of the chairperson and secretary;

đ) Summary of the meeting and the opinions raised in the General Meeting of Shareholders on each issue in the meeting agenda;

e) Number of shareholders and total number of votes of the attending shareholders, annex of the registered shareholders, representatives of shareholders with the number of shares and the corresponding number of votes;

g) Total number of votes for each voting issue, including voting method, total number of valid, invalid, approved, disapproved and non-comment votes; The proportion of the voting shares of the attending shareholders;

h) The issues have been approved and the proportion of votes respectively;

i) Full name of the chairperson and secretary. If the chairperson or secretary refuses to sign the meeting minutes, this minutes shall be effective if signed by all other members of the Board of Directors attending the meeting and fully contain the contents as prescribed in this Clause. Minutes of the meeting clearly state that the chairperson and secretary refused to sign the minutes of the meeting

2. Minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The chairperson and secretary of the meeting shall be jointly liable for the truthfulness and accuracy of the minutes' contents.

3. The minutes made in Vietnamese language and foreign languages shall have equal legal effectiveness. In case of any discrepancies between the Vietnamese version and foreign language version, the Vietnamese version shall prevail.

4. Resolutions, Minutes of the General Meeting of Shareholders, appendix of list of shareholders registering to attend the meeting with shareholder signatures, authorization documents to attend the meeting, all documents attached to the Minutes (if any) and relevant documents attached to the meeting invitation must be disclosed in accordance with the law on information disclosure on the stock market and must be kept at the head office of the Company.

#### **Article 24. Demand for cancellation of resolutions of the General Meeting of Shareholders**

Within ninety (90) days from the date of receipt of the Resolution, Minutes of the General Meeting of Shareholders or the minutes of votes counting, Shareholders or groups of Shareholders as stipulated in Clause 2, Article 155 of the Enterprises Law shall have the right to request a court or Vietnam International Arbitration Centre (VIAC) to review or cancel a part or full of resolution of the General Meeting of Shareholders in the following circumstances:

1. The order and procedures for convening the meeting and making decisions of the General Meeting of Shareholders seriously violate the provisions of the Enterprise Law and the company's charter, except for the case specified in Clause 4, Article 21 of this Charter.

2. Resolution's contents violate the Law or Company's Charter.

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

#### **Article 25. Nominate and candidate members of the Board of Directors**

1. In case the candidates have been identified in advance, information about Board of Directors candidates shall be included in the meeting documents of the General Meeting of Shareholders and shall be announced at least ten (10) days prior to the opening of the General Meeting of Shareholders on the Company's website for shareholders' consideration before voting. Board of Directors nominees must have written commitments to the truthfulness, accuracy and reasonableness of the published personal information and must commit to honestly perform the duties if elected as a Member of the Board of Directors. The information related to the Board of Directors candidates shall be published, at least including:

a) Full name, date of birth;

b) Professional qualifications and education;

- c) Employment history;
- d) Other managerial positions (including titles of the Board of Directors of other companies);
- đ) Interests related to the Company and related parties of the Company;
- e) Other information (if any) in accordance with the company's charter;
- g) The company is responsible for disclosing information about the companies in which the candidate holds the position of member of the Board of Directors, other managerial positions and the interests related to the company of the candidate. Board of Directors (if any).

2. A shareholder or group of shareholders who own at least 5% of the total common shares are entitled rights to nominate members of the Board of Directors. Shareholders are entitled to aggregate the number of voting rights to nominate members of the Board of Directors. Shareholders or a group of Shareholders holding more than 5% to below 10% of total shares with voting rights have the right to nominate 1 member of the Board of Directors; in cases of having from 10% to below 30%, they have the right to nominate two members; in cases of having from 30% to below 40%, they have the right to nominate three members; in cases of having from 40% to below 50%, they have the right to nominate four members; in cases of having from 50% to below 60%, they have the right to nominate five members; in cases of having from 60% to below 70%, they have the right to nominate six members; in cases of having from 70% to below 80%, they have the right to nominate seven members and in cases of having from 80% to below 90%, they have the right to nominate eight members.

3. In case the necessary number of nominated persons and candidates to the election of members of the Board of Directors is insufficient as prescribed in Clause 5 Article 115 of the Enterprises Law, the current Board of Directors may nominate candidates or organize the nomination in accordance with this Charter, the Corporate Governance and the regulations of organization and operation of the Board of Directors. The introduction of candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

4. Members of the Board of Directors must satisfy the criteria and conditions specified in Clauses 1 and 2, Article 155 of the Enterprises Law and the company's charter.

#### **Article 26. Composition and term of Board of Directors members**

1. The number of members of the Board of Directors will not be less than five (05) or more than eleven (11). The number of Board of Directors members in each period/term will be decided by General Meeting of Shareholders.

2. The term of the Board of Directors shall be five (5) years, members of the Board of Directors may be re-elected without term limits. An individual can only be elected as an independent member of the Board of Directors of a company for no more than 2 consecutive terms. In case the term of office of all members of the Board of Directors ends at the same time, they shall remain members of the Board of Directors until new members are elected and take over their jobs unless otherwise prescribed by company's charter.

3. The member structure of the Board of Directors is as follows:

The structure of the Board of Directors of the Company must ensure that at least 1/3 of the total number of the members of the Board of Directors are non-executive members.

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

- a) Have at least 01 independent member in case the company has 3 to 05 members of the Board of Directors;
  - b) Have at least 02 independent members in case the company has 6-8 members of the Board of Directors;
  - c) Have at least 03 independent members in case the company has 9 to 11 members of the Board of Directors.
4. The Board of Directors members shall no longer have the capacity as members in the case of dismissal, removal, or replacement of the General Meeting of Shareholders by Article 160 of the Enterprises Law
  5. The appointment of members of the Board of Directors must be announced in accordance with the laws on securities and securities market.
  6. Member of the Board of Directors is not necessary to be a shareholder of the Company.

### **Article 27. Rights and obligations of the Board of Directors**

1. The Board of Directors is the governing body of the Company, having full authority to make decisions in the name of the Company, to exercise the rights and obligations of the Company which do not fall within the authority of the General Meeting of Shareholders.

2. Rights and obligations of the Board of Directors are stipulated by the Law, this Charter and resolutions of the General Meeting of Shareholders. Particularly, the Board of Directors has the following rights and obligations:

- a) Decide on the strategy, mid-term development plan and annual business plan of the Company;
- b) Propose type of shares and total number of shares for each type to be offered for the new issuance;
- c) Decide on the sale of new issued shares within the limit of the number of shares to be offered for sale of each type; decide to raise more capital in other forms;
- d) Decide on the selling price of shares and bonds of the Company;
- đ) Decide repurchase of up to 10% of total shares as stipulated in Clause 1, 2, Article 133 of the Enterprises Law;
- e) Decide on investment plans and investment projects within the authority and limitations prescribed by law;
- g) Decide solutions for market development, marketing, and technology;
- h) Approve on the purchase, sale, borrowing, lending and other contracts with the value equal to or more than 30% (thirty percent) of the total asset value written in the latest financial statement of the Company, except for contracts and transactions under the deciding competence of the General Meeting of Shareholders as provided for at Point d, Clause 2, Article 138, Clause 1 and Clause 3, Article 167 of the Enterprises Law.
- h1) Decide on investment or transactions of sale of assets of the Company with a values are from 20% to less than 35% of total value of the assets of the Company recorded in the most recent financial statements;

- i) Election, dismissal and removal of the Chairman of the Board of Directors, the Vice Chairman of the Board of Directors; appoint, dismiss, sign contract, terminate contract with respect to the General Director and other important managers as stipulated in the company's charter; decide the salaries, remuneration, bonuses and other benefits of those managers; appoint an authorized representative to participate in the Members' Council or the General Meeting of Shareholders in another company, and decide on the remuneration and other benefits of such persons;
- k) Supervise and direct the General Director and other managers in operating the daily business of the Company;
- l) Decide on the organizational structure, internal control policy of the company, decide on the establishment of subsidiaries, branches and representative offices and capital contribution and shares purchase of other enterprises;
- m) Approve the agenda and content of documents serving the General Meeting of Shareholders, convene the General Meeting of Shareholders or consult the General Meeting of Shareholders for approval of the decision;
- n) Submit the annual audited financial statement to the General Meeting of Shareholders;
- o) Suggest the dividend ratio to be paid; decide the time and procedures for dividends payment or resolve the losses incurred during the business operation;
- p) Propose the reorganization, dissolution and bankruptcy of the company;
- q) Decision to promulgate regulations on operation of the Board of Directors, internal regulations on corporate governance after approval by the General Meeting of Shareholders, Regulations on corporate information disclosure;
- s) Other rights and obligations in accordance with the Law on Enterprises, the Law on Securities, other regulations of the law and the company's charter.

3. The Board of Directors must report to the General Meeting of Shareholders the results of the activities of the Board of Directors in accordance with the provisions of Article 280 of the Government's Decree No. 155/2020 / ND-CP dated December 31, 2020, detailing regulations enforce a number of articles of the Securities Law.

#### **Article 28. Remuneration, bonuses and other benefits of members of the Board of Directors**

1 The company has the right to pay remuneration and bonuses to members of the Board of Directors according to business results and efficiency.

2. Members of the Board of Directors are entitled to remuneration and bonuses. Remuneration for work is calculated according to the number of working days necessary to fulfill the duties of the members of the Board of Directors and the daily remuneration rate. The Board of Directors estimates the remuneration for each member on the principle of consensus. The total remuneration and bonus of the Board of Directors is decided by the General Meeting of Shareholders at the annual meeting.

3. The remuneration of each member of the Board of Directors is included in the business expenses of the Company in accordance with the provisions of the law on corporate income tax, which is presented as a separate item in the annual financial statements of the Company and must report to the General Meeting of Shareholders at the annual meeting.

4. Members of the Board of Directors holding executive positions or members of the Board of Directors work at sub-committees of the Board of Directors or perform other work outside the

normal duties of a member of the Board of Directors. Management, may be paid additional remuneration in the form of a lump-sum remuneration, salary, commission, percentage of profit or in other forms as decided by the Board of Directors.

5. Members of the Board of Directors have the right to be reimbursed for all travel, meals, accommodation and other reasonable expenses they have to pay when performing their responsibilities as members of the Board of Directors. Including costs incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors or sub-committees of the Board of Directors.

6. Members of the Board of Directors can be purchased liability insurance by the Company after obtaining approval from the General Meeting of Shareholders. This insurance does not include insurance for the responsibilities of the members of the Board of Directors related to the violation of the law and the company's Charter.

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

1. The Chairman of the Board of Directors is elected, dismissed or removed among the members of the Board.

2. The Chairman of the Board of Directors cannot hold the position of General Director of the Company.

3. The Chairman of the Board of Directors has the following rights and obligations:

a) Establish the operation plans and programs of the Board of Directors;

b) Prepare agenda, content, documents for the meeting; convene, chair and chair the meeting of the Board of Directors;

c) Organize the adoption of resolutions and decisions of the Board of Directors;

d) Supervise the implementation of resolutions and decisions of the Board of Directors;

đ) Chair the meeting of the General Meeting of Shareholders;

e) Other rights and obligations in accordance with the Enterprises Law and the company's charter.

4. In case the Chairman of the Board of Directors submits a resignation or is dismissed or dismissed, the Board of Directors must elect a replacement within 10 days from the date of receipt of the resignation or dismissal or removal application.

5. In case the Chairman of the Board of Directors is absent or unable to perform his / her duties, he / she must authorize in writing another member to exercise the rights and obligations of the Chairman of the Board of Directors in accordance with law. In case no person is authorized or the Chairman of the Board of Directors dies, is missing, is held in custody, is serving a prison sentence, is serving administrative handling measures at a compulsory detoxification establishment or establishment Compulsory education, escaping from residence, restricted or incapable of civil acts, having difficulty in understanding, mastering acts, banned by court from holding positions, banned from practicing or working for several certain jobs, the remaining members elect one of the members to hold the position of Chairman of the Board of Directors on the principle that the majority of the remaining members agree until there is a new decision of the Board of Directors.

### **Article 30. Meetings of the Board of Directors**

1. The Chairman of the Board of Directors is elected in the first meeting of the Board of Directors

within 07 working days from the end of the election of the Board of Directors. This meeting is convened and chaired by the member with the highest number of votes or the highest percentage of votes. In case there are more than one member with the highest and equal number of votes or votes, members shall elect according to the majority rule to select 01 of them to convene a meeting of the Board of Directors.

2. The Board of Directors must meet at least once a quarter and may hold an extraordinary meeting.

3. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:

a) At the request of the Board of Supervisor or independent member of the Board of Directors;

b) At the request of the General Director or at least five Managers;

c) At the request of two members of the Board of Directors.

4. The request specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed and decisions under the authority of the Board of Directors.

5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 7 working days from the date of receipt of the request specified in Clause 3 of this Article. In case of not convening a meeting of the Board of Directors at the request, the Chairman of the Board of Directors must be responsible for any damage to the Company; The proposer has the right to replace the Chairman of the Board of Directors to convene a meeting of the Board of Directors.

6. The Chairman of the Board of Directors or the person who convenes the meeting of the Board of Directors must send the meeting invitation at least 03 working days before the meeting date. The meeting invitation must specify the time and location of the meeting, agenda, issues to be discussed and decided. The meeting invitation must be accompanied by documents used at the meeting and votes of the members.

Invitations to meetings of the Board of Directors can be sent by invitation, phone, fax, electronic means or other method prescribed by the company's charter and guaranteed to reach the contact address of each member of the Board Admin is registered at the Company.

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

Members of the Board of Supervisor have the right to attend meetings of the Board of Directors; has the right to discuss but not to vote.

8. A meeting of the Board of Directors is conducted when there are 3/4 of the total number of members attending the meeting. In case the meeting convened as prescribed in this Clause does not have enough members attending the meeting as prescribed, the meeting shall be convened for a second time within 7 days from the intended date of the first meeting. In this case, the meeting may be held if more than half of the members of the Board of Directors attend the meeting.

9. The members of the Board of Directors are considered attending and voting at the meeting in the following cases:

a) Attend and vote directly at the meeting;

b) Authorize another individuals or organizations to attend and vote at the meeting



c) Attend and vote via online conferences, electronic voting or other electronic forms;

d) Send votes to the meeting by mail, fax and email.

10. In case the votes are sent to the meeting via mail, the votes must be contained in a sealed envelope and sent to the Chairman of the Board of Directors at least 01 hour before the opening. Votes can 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 the meeting and vote if it is approved by a majority of the members of the Board of Directors.

12. Resolutions and decisions of the Board of Directors shall be adopted if they are approved by a majority of the attending members; In the case of equal votes, the final decision belongs to the side with the opinion of the Chairman of the Board of Directors.

13. Telephone meetings or other forms: A meeting of the Board of Directors can be organized in a form in which all or some members are at different locations on the condition that each participating member can:

a) Hear every other participating Board member speaking at the meeting;

b) If desired, be able to speak to other participating members simultaneously.

Communication among members can be implemented directly, through the telephone or via any other means of communication (whether already in use at the time of the approval of this Charter or coming into use afterward) or in a way combining all the forms. According to this Charter, each member of the Board who participates in such a meeting is deemed "present" at the meeting. A meeting which is held in line with the regulation is deemed to be taking place at the venue where the largest group of members of the Board of Directors gathers, or if there is no such group, the venue where the chairperson of the meeting is present will be seen as the venue of the meeting.

Resolutions approved at a telephone meeting organized in line with regulations will take effect immediately after the meeting concludes, but they must be confirmed by a written document with signatures of all participating members of the Board.

14. Resolutions approved by collecting written opinions: A written resolution must be signed by all of the following members of the Board:

a) Members with the right to vote on resolutions at meetings of the Board;

b) A number of attending members is not lower than the minimum number of members needed to organize a Board meeting.

Resolutions of this kind take effect and have value exactly like resolutions which are approved by members of the Board at a meeting which is convened and organized in the normal manner. The resolution can be approved by using multiple copies if each copy bears signatures of one member or more.

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

1. The Board of Directors is entitled to establish subcommittees to be in charge of development policy, personnel, salary and bonus, internal audit, risk management and other subcommittees depending on the operational situation of the Company. The number of members of the subcommittee decided by the Board of Directors is at least 03, including members of the Board of Directors and outside members, specifically members are decided by the Board of Directors. The operation of the subcommittee must comply with the regulations of the Board of Directors, the Board of Directors decides on the regulations of the organization and operation and the rights and obligations of each subcommittee. The resolution of the subcommittee is effective only when the majority of members attend and vote for approval at the meeting of the sub-committee

2. Execution of decisions of the Board of Directors, or sub-committees under the Board of Directors must comply with current law provisions and provisions of the company's charter, Internal corporate governance regulations.

### **Article 32. Person in Charge of Corporate Governance**

1. The Board of Management must appoint at least one (1) person to act as the person in charge of Corporate Governance in order to assist corporate governance to be executed effectively. The person in charge of corporate governance can concurrently act as the company secretary according to the provisions of Clause 5, Article 156 of the Enterprises Law

2. Not concurrently work for the independent auditor currently auditing the financial statements of the Company.

3. The person in charge of corporate governance has the following rights and obligations:

a) To advise the Board of Directors on organizing meetings of the General Meeting of Shareholders and on relevant work as between the Company and shareholders;

b) To prepare meetings of the Board of Directors, of the Board of Supervisors and of the General Meeting of Shareholders as requested by the Board of Directors or the Board of Supervisors;

c) To advise on meeting procedures;

d) To attend meetings;

đ) To advise on procedures for formulating resolutions of the Board of Directors in compliance with the law;

e) To provide financial information, copies of minutes of the Board of Directors and other information to members of the Board of Directors and of the Board of Supervisors;

g) To supervise and report to the Board of Directors on activities being disclosure of information by the Company;

h) Be a liaison point with stakeholders;

i) To maintain confidentiality of information in accordance with law and this Charter;

k) Perform other rights and responsibilities as prescribed by laws and the Company's Charter.

## **VIII. GENERAL DIRECTOR, OTHER EXECUTIVE BODIES**

### **Article 33. Management organization**

The management system of the Company must ensure that the management apparatus is accountable to the Board of Directors and subject to the supervision and direction of the Board of Directors in the daily business of the Company. The Company has the General Director, Deputy General Directors, Chief Financial Officer, Chief Accountant and other managerial positions appointed by the Board of Directors. The appointment, removal or dismissal of any position mentioned above must be implemented by a resolution of the Board of Directors

### **Article 34. Senior Managers**

1. Senior Managers mean the General Director, Deputy General Director, Chief Accountant and other executives as prescribed by the company's charter.

2. At the request of the General Director and approved by the Board of Directors, the Company is allowed to recruit other executives with the number and standards in accordance with the Company's structure and management regulations by the Board of Directors. regulations. It is the responsibility of the business operator to support the Company in achieving its operational and organizational goals.

3. The general director is paid a salary and a bonus. Salaries and bonuses of the General Director are decided by the Board of Directors.

4. The salary of the executive bodies is calculated into the business expenses of the Company in accordance with the provisions of the law on corporate income tax, which is presented as a separate item in the annual financial statements of the Company and must be reported to the Company. Shareholders' meeting at the annual meeting.

### **Article 35. Appointment, dismissal, obligation and authority of the General Director**

1. The Board of Directors will appoint a member of the Board or hire another person to be the General Director

2. The General Director is the person who operating the day-to-day business of the Company; subject to the supervision of the Board of Directors; take responsibility before the Board of Directors and law for the performance of assigned rights and obligations.

3. The term of office of General Director shall not exceed five (05) years and may be reappointed with an unlimited number of terms. The General Director must meet the standards and conditions prescribed by law and the company's charter

4. The General Director has the following rights and obligations:

a) Decide on issues related to the daily business of the Company that are not within the authority of the Board of Directors;

b) Organize the implementation of resolutions and decisions of the Board of Directors;

c) Organize the implementation of business plans and investment plans of the Company;

d) Propose organizational structure plan, internal management regulations of the Company;

đ) Appoint, dismiss and remove managerial positions in the Company, except for positions within the authority of the Board of Directors;

e) Decide on salary and other benefits for employees in the Company, including the manager who is under the authority to appoint of the General Director;

g) Labor recruitment;

h) Propose plans to pay dividends or deal with business losses;

i) Other rights and obligations as prescribed by law, the company's charter and resolutions and decisions of the Board of Directors.

5. The Board of Directors can dismiss the General Director when a majority of the members of the Board of Directors who have the right to attend the meeting agree and appoint a new General Director to replace.

## **IX. BOARD OF SUPERVISORS**

### **Article 36. Nomination of members of the Board of Supervisors (Supervisors)**

1. The candidacy and nomination of members of the Board of Supervisors shall be carried out similarly with the provisions in Clauses 1 and 2, Article 25 of this Charter.
2. In case the necessary number of nominated persons and candidates to the election of members of the Board of Supervisors is insufficient, the current Board of Supervisors may nominate candidates or organize the nomination in accordance with this Charter, the Corporate Governance and the regulations of organization and operation of the Board of Supervisors. The introduction of candidates by the incumbent Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with the Law.

### **Article 37. Composition of the Board of Supervisors**

1. The Board of Supervisors has 3 members. The term of the Board of Supervisors shall be five (5) years, members of the Board of Supervisors may be re-elected without term limits.
2. Members of the Board of Supervisors must meet the criteria and conditions specified in Article 169 of the Enterprises Law and not fall into the following cases:
  - a) Work in the accounting and finance department of the Company;
  - b) Be a member or employee of an independent audit company auditing financial statements of the company in the previous 3 years.
3. A member of the Board of Supervisors is dismissed in the following cases:
  - a) No longer meets the criteria and conditions for being a supervisor as stipulated in Clause 2 of this Article;
  - b) Resign with a written resignation which is approved.
4. A member of the Board of Supervisors is dismissed in the following cases:
  - a) Failure to finish the assigned tasks, works;
  - b) Not exercise their rights and obligations for a period of 6 consecutive months, except in cases of force majeure;
  - c) Seriously or repeatedly violate the supervisors' obligations as stipulated in the Enterprise Law and Company's Charter;
  - d) According to the resolution of the General Meeting of Shareholders.

### **Article 38. Head of the Board of Supervisors**

1. Head of the Board of Supervisors is elected by the Board of Supervisors from among the members of the Board of Supervisors; election, dismissal, and removal from office according to the majority rule. The Board of Supervisors must have more than half of its members permanently residing in Vietnam. The Head of Board of Supervisors must have a university or higher degree in one of the majors in economics, finance, accounting, auditing, law, business administration or a major related to the business activities of the business. industry, unless a higher standard is provided in the company's charter.
2. The Head of the Board of Supervisors has the following authorities and responsibilities:

- a) To convene the meeting of the Board of Supervisors;
- b) To request the Board of Directors, General Director and other Managers to provide relevant information to report to the Board of Supervisors;
- c) To prepare and to sign the Board of Supervisors' reports after consulting with the Board of Directors to present to the General Meeting of Shareholders.

### **Article 39. Rights and obligations of the Board of Supervisors**

The Board of Supervisors has the rights and obligations prescribed in Article 170 of the Law on Enterprises and the following rights and obligations:

1. Propose the General Meeting of Shareholders to approve the list of auditing organizations approved to audit the financial statements of the Company; decision on an approved auditing organization to inspect the Company's operations, dismiss the approved auditor when deeming it necessary.
2. Be responsible to shareholders for their supervisory activities.
3. Monitor the financial situation of the Company, compliance with the law in the activities of members of the Board of Directors, General Director, other managers.
4. Ensure operational coordination with the Board of Directors, General Director and shareholders.
5. In case of detecting a violation of law or a violation of the company charter of a member of the Board of Directors, the General Director and other executives of the enterprise, the Control Board must notify the Board of Directors in writing. treatment within 48 hours, request the person who commits the violation to stop the violation and take remedial measures.
6. Draft the Operation Regulations of the Board of Supervisors and submitting it to the General Meeting of Shareholders for approval.
7. Report to the General Meeting of Shareholders in accordance with Article 290 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Securities Law.
8. Have access to the Company's records and documents kept at the head office, branches and other locations; have the right to visit the Company's premises of managers and employees during business hours.
9. Have the right to request the Board of Directors, members of the Board of Directors, General Director and other managers to fully, accurately and promptly provide information and documents on the management, administration and operation business of the Company.
10. Other rights and obligations in accordance with the law and this Charter.

### **Article 40. Meeting of the Board of Supervisors**

1. The Supervisory Board must meet at least twice a year, the number of members attending the meeting is at least 2/3 of the members of the Supervisory Board. The minutes of the Supervisory Board meeting are detailed and clear. The minutes maker and members of the Supervisory Board attending the meeting must sign the minutes of the meeting. Minutes of meetings of the Supervisory Board must be kept to determine the responsibilities of each member of the Supervisory Board.
2. The Board of Supervisors has the right to request members of the Board of Directors, General

Director and approved representatives of the auditing organization to attend and answer matters that need to be clarified.

#### **Article 41. Salaries, remuneration, bonuses and other benefits of the Member of the Board of Supervisors**

1. Member of the Board of Supervisor are paid salaries, remuneration, bonuses and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders decides the total salary, remuneration, bonus, other benefits and annual operating budget of the Board of Supervisor.

2. Member of the Board of Supervisor are entitled to the payment of expenses for meals, accommodation, travel, and expenses for using independent consulting services at a reasonable level. The total remuneration and expenses must not exceed the total annual operating budget of the Board of Supervisor approved by the General Meeting of Shareholders, unless the General Meeting of Shareholders has another decision.

3. Salaries and operating costs of the Supervisory Board are included in the business costs of the Company in accordance with the law on corporate income tax, other relevant laws and must be made into a separate section. in the annual financial statements of the Company.

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

Member of Board of Directors, Board of Supervisors, General Director, and Managers are responsible for implementing their tasks, including tasks as members of sub-committee of the Board of Directors honestly and in the way that to their belief will bring about highest benefit for the Company.

#### **Article 42. Responsible for being loyal and avoiding conflict of interest**

1. Members of the Board of Directors, members of the Supervisory Board, General Director and other managers must disclose related interests in accordance with the Enterprise Law and relevant legal documents.

2. Members of the Board of Directors, members of the Supervisory Board, General Director, other managers and related persons of these members are only allowed to use information obtained through their positions for their benefit of the Company.

3. Members of the Board of Directors, members of the Supervisory Board, General Director and other managers are obliged to notify in writing the Board of Directors, the Supervisory Board of the transactions between the Company, subsidiaries, other companies whose control is over 50% or more of the public company charter capital with that object itself or with related persons of that object in accordance with the provisions of law. For the above transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information on these resolutions in accordance with the securities law on information disclosure.

4. A member of the Board of Directors is not allowed to vote on a transaction that brings benefits to that member or his/her related persons in accordance with the Enterprises Law and the company's charter.

5. Members of the Board of Directors, members of the Supervisory Board, General Director, other managers and related persons of these subjects are not allowed to use or disclose to others internal information for implementation related transactions.

6. Transactions between the Company and one or more members of the Board of Directors,

members of the Supervisory Board, General Director, other executives and individuals, organizations related to these subjects shall not be invalid in the following cases:

a) For transactions with a value less than 35% of the total value of assets recorded in the most recent financial statements, the important contents of the contract or transaction as well as the relationships and interests of Membership Board of Directors, members of the Supervisory Board, General Director, other executives were reported to the Board of Directors and approved by the Board of Directors by a majority of votes of the members of the Board of Directors who do not have related benefits;

b) For a transaction with a value of 35% or a transaction resulting in transaction value arising within 12 months from the date of making the first transaction with a value of 35% or more of the total asset value recorded in The most recent financial statements, important contents of this transaction as well as the relationship and interests of members of the Board of Directors, members of the Supervisory Board, General Director, other executives have been announced. to shareholders and approved by the General Meeting of Shareholders by votes of shareholders with no related interests.

#### **Article 43. Responsibility for damages and compensation**

1. Member of the Board of Directors, the Board of Supervisors, General Director, and Managers who violate the responsibility of acting honestly, or don't complete their obligations with caution, hard-working and expertise will have to be responsible for damages caused by their violation.

2. The Company will compensate people who have been having risks of being a party in appeals, lawsuits, introduction of instance that have been or might be implemented though they are civil, administrative cases (but not lawsuits conducted by the Company or under the initiation of the Company) if that person is a member of the Board of Director, the Board of Supervisors, Managers, Employees or representative authorized by a company acting honestly and diligently in the interests of the Company, in accordance with regulations and there is no detection or confirmation that the person violated his/her responsibilities.

3. Compensation expenses include rising costs (including the fee to hire layer), decision cost, fines, practical rising payments, or payment considered when resolving these cases within the framework of the law. The Company has the right to buy insurance for such people to avoid the compensation obligations mentioned above

### **XI. AUTHORITY TO INVESTIGATE THE COMPANY'S BOOKS AND RECORDS**

#### **Article 44. Authority to investigate books and records**

1. Ordinary shareholders have the right to authority to investigate books and records as follows:

a) Ordinary shareholders have the right to review, look up and extract information about names and contacts in the list of shareholders with voting rights; request to correct their inaccurate information; review, look up, extract or copy the company's charter, minutes of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;

b) Shareholders or groups of shareholders owning from 05% of the total number of common shares or more have the right to review, look up, extract the book of minutes and resolutions, decisions of the Board of Directors, mid-year financial statements. and annually, reports of the Board of Supervisor, contracts, transactions must be through the Board of Directors and other documents, except documents related to trade secrets, business secrets of the Company..

2. In case an authorized representative of a shareholder and a group of shareholders request to look up books and records, there must be a power of attorney of the shareholder and group of shareholders that that person represents or a notarized copy of the power of attorney. this right.

3. Members of the Board of Directors, the Board of Supervisors, General Director and Managers have the right to review the Company's Shareholder Register, list of Shareholders and other books and records of the Company for purposes relating to their positions upon the condition that the information is kept confidential.

4. The Company must keep this Charter and its amendments, Business Registration Certificates, statutes, papers certifying asset ownership, minutes of Shareholders Meetings and meetings of the Board of Directors, the Board of Supervisors, annual financial statements, accounting books, and other papers required by the Law at the Company's headquarters or in another place provided that the Shareholders and business registration agencies are informed of the place.

5. Company's Charter must be posted on the company's website.

## **XII. EMPLOYEES AND UNIONS**

### **Article 45. Employees and unions**

1. The General Director must prepare a plan for the Board of Directors' approval on issues related to recruitment, employment, termination of employment, salaries, social security, bonuses, awards and discipline for the Managers and employees.

2. The General Director must prepare a plan for the Board of Directors' approval on issues related to the Company's relationships with recognized labor unions, according to the highest standards, practices and management policies, the practices and policies stated in this Charter, regulations of Company and the Law.

## **XIII. PROFIT SHARING**

### **Article 46. Profit distribution**

1. General Meeting of Shareholders will decide dividends ratio and payment methods annually based on the Company's retained profits.

2. The Company will not be subject to interest of any dividends or possible amounts payable related to a type of share.

3. The Board of Directors can propose the General Meeting of Shareholders to approve the payment of dividends fully or partially by shares, and the Board of Directors is the one to implement the decision.

4. Dividends or other payments in cash for or relating to a share must be done in Vietnamese currency. Dividends may be paid by bank transfer where the Company has sufficient bank details of a Shareholder to directly transfer to such Shareholder's bank account. The Company is not responsible for losses arising from such transfer in the event that the transfer has been made according to the bank details provided by shareholders. The payment of dividends on the shares listed in the Stock Exchanges can be carried out through a securities company or the Vietnam Securities Depository (VSD).

5. Pursuant to the Enterprise Law, the Securities Law, the Board of Directors approves resolutions and decisions to determine a specific date to close the list of shareholders. Based on that date, those registered as shareholders or holders of other securities are entitled to receive dividends in cash or shares, to receive notices or other documents.

6. Company will allocate fund from the net profit after tax to the following funds:

- Financial reserve funds;



- Investment and development funds;
- Bonus and welfare funds.

Distributed amounts are decided by Board of Directors and approved by General Meeting of Shareholders.

Other issues related to the distribution of profits comply with the provisions of law.

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

##### **Article 47. Bank accounts**

1. The Company will open bank accounts in a Vietnamese bank or in foreign banks permitted to operate in Vietnam.
2. With the approval of the relevant State bodies, the Company can open an account abroad as regulated by the Law, if necessary.
3. The Company will make all payments and accounting transactions via the Vietnam dong or foreign currency accounts at the bank where the Company has accounts.

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

The Company's fiscal year begins on January 1 and ends on December 31 of the same year.

##### **Article 49. Accounting system**

1. The accounting system used by the Company is the corporate accounting system or a specific accounting system promulgated and approved by competent agencies.
2. The Company must maintain its accounting books in Vietnamese language. The Company will keep its accounting records in accordance with the types of operations which the Company performs. These records must be accurate, up-to-date, systematic and sufficient to prove and explain all the Company's transactions.
3. The Company uses the Vietnam dong as the official currency in its accounts. In case the Company has economic transactions mainly in a foreign currency, it is allowed to choose that foreign currency as the monetary unit in the accounting, take responsibility for that choice before the law, and notify the agency of direct tax administration.

#### **XV. ANNUAL REPORTS, FINANCIAL STATEMENTS, INFORMATION DISCLOSURE RESPONSIBILITY, PUBLIC ANNOUNCEMENTS**

##### **Article 50. Annual, half-yearly and quarterly reports**

1. The Company must prepare annual financial reports and must be audited in accordance with the law. The company publishes its audited annual financial statements in accordance with the law on disclosure of information on the securities markets and submits it to competent state agencies.
2. Annual financial statements must include all reports, appendices and explanations according to the law on corporate accounting. Annual financial statements must showing honestly and objectively the operation situation of the Company.
3. Companies must prepare and publish reviewed semi-annual financial statements and quarterly financial statements by the law on disclosure of information on the securities markets and submit them to competent state agencies.

## **Article 51. Annual report**

The company shall prepare and publish annual report in accordance with the law on securities and securities markets.

## **XVI. AUDITING**

### **Article 52. Auditing**

1. At the annual General Meeting of Shareholders, an independent auditing company authorized to legally operate in Vietnam and approved by the State Securities Commission to perform audits on financial statements of listed companies will be assigned to perform the Company's auditing activities for the next fiscal year in accordance with the terms and conditions as agreed with by the Board of Directors.
2. The independent auditor's report must be attached to each copy of the annual financial statements of the Company.
3. An auditor performing an audit of the Company is permitted to attend General Meeting of Shareholders and has the rights to receive all announcements and other information relating to any General Meeting of Shareholders which are given to other Shareholders and also has the right to speak at the General Meeting of Shareholders regarding matters relating to auditing work.

## **XVII. SEAL**

### **Article 53. Seal**

1. The seal includes the seal made at the seal engraving establishment or the seal in the form of a digital signature in accordance with the law on electronic transactions.
2. The Board of Directors shall decide on the form, quantity and contents of the company's seal, its branches or representative offices (if any).
3. The Board of Directors and General Director will keep and use the seal in line with corporate governance regulations of the Company.

## **XVIII. TERMINATION OF THE COMPANY**

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

1. The Company can dissolve or terminate its operations under the following conditions:
  - a) The term of operation as stated in the company's charter expires without the decision to extend;
  - b) According to the resolutions and decisions of the General Meeting of Shareholders;
  - c) The Business Registration Certificate is revoked, unless otherwise prescribed by the Law on Tax Administration;
  - d) Other cases as provided for by law.
2. Dissolution of the Company ahead of schedule is decided by the GMS and implemented by the BOD. This decision on dissolution must be announced or approved by the competent authority (if required) as prescribed.

### **Article 55. Liquidation**

1. At least 6 months before the conclusion of the Company's Operating Term or after a decision to dissolve the Company, the Board of Directors must establish a Liquidation Council of three (3) members. Two of the members are assigned by the General Meeting of Shareholders and one is assigned by the Board of Directors from an independent auditing company. The Liquidation Council will prepare its own operating regulations. The members of the Council can be selected from the Company's employees or from independent experts. All expenses incurred during the liquidation will be paid by the Company before the Company's other debts.

2. The Liquidation Council has the responsibility to report to the business registration authorities on its day of establishment and the commencement day of operations. From that day, the Council will represent the Company in all matters relating to the liquidation of the Company before the Court and other administrative authorities.

3. The money collected from liquidation will be paid out in the following order:

a) liquidation expenses;

b) salary debts, severance pay, social insurance and other benefits of the employee under the collective labor agreement and signed labor contract;

c) tax debts;

d) other Company debts;

đ) the remains after the payment of items from (a) to (d) above will be divided among Shareholders. Common Shareholders will be paid after preferential Shareholders.

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

### **Article 56. Settlement of internal disputes**

1. When a dispute or complaint relating to the Company work or the Shareholders' rights arises out of this Charter or any rights or obligations stipulated in the Law on Enterprises or the other laws or the administrative regulations, between:

a) Shareholder and the Company;

b) Shareholder and the Board of Directors, the General Director or Senior Executives ác.

the concerned parties will try to resolve such dispute through reconciliation. Except where such dispute concerning the Board of Directors or the Chairman of the Board of Directors, such Chairman will preside over any meeting for dispute resolution and shall require each party to present the actual factors relating to the dispute within 15 working days from the date of the arising. If the conflict concerns the Board of Directors or the Chairman of the Board, either party may request appointment of an independent expert who shall act as an arbitrator for the dispute resolution.

2. If no reconciliation is reached within 30 days from the date of issuing notice of dispute of a party, then either party may refer the dispute to the Arbitration (VIAC) or court for settlement.

3. Each party will bear its own costs relating to procedures for negotiation and reconciliation. Payment of the court, the arbitration expenses shall be made in accordance with the judgment of the court, the arbitration tribunal.

## **XX. SUPPLEMENTING AND AMENDING THE CHARTER**

### **Article 57. Supplementing and amending the Charter**

1. Any supplement to or amendment of this Charter must be made approved by the General Meeting of Shareholders.
2. Any regulations not yet regulated in this Charter or new regulation different from the terms of this Charter will be obviously executed in accordance with the current regulations and Law.
3. If the State Competent Authority declares or decides that any one or more of the provisions of this Charter are illegal, invalid or unenforceable in accordance with the law, then that clause will be deemed to be removed from the Charter in any case, and other terms of the Charter remain valid.

## **XXI. EFFECTIVE DATE**

### **Article 58. Effective date**

1. The charter contains 58 articles and XXI chapters and was approved by the 2021 General Meeting of Shareholders of Coteccons, and the effectiveness of the full contents of this Charter has been fully agreed upon.
2. This Charter is made in \_\_\_\_\_ originals with the same validity which is approved by the legal representative of the Company and kept at the head office of the Company.
3. This Charter is the unique and official Charter of the Company.
4. Other copies and extracts of the Company's Charter must be signed by the Board Chairman or by at least 1/2 of total number of the Members of the Board of Directors for confirmation to become valid.

Signatures of the legal representative of the company./.

**CHAIRMAN OF THE BOARD OF DIRECTORS**

**BOLAT DUISENOV**