

No.: 12/2025/TGG/BOD-Submission

Ho Chi Minh City, June 6, 2025

## SUBMISSION

**Regarding the change in the Company's governance structure model; amendment, supplementation, and issuance of the Company Charter, Internal Corporate Governance Regulations, Board of Directors' Operational Regulations; dismissal of Members of the Supervisory Board;**

**Submitted to: The General Meeting of Shareholders of The Golden Group Joint Stock Company**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019;
- Decree No. 155/2020/ND-CP dated December 31, 2020 providing detailed regulations for the implementation of a number of articles of the Law on Securities
- Pursuant to the Charter and Internal Corporate Governance Regulations of The Golden Group Joint Stock Company;

The Board of Directors ("BOD") hereby submits to the General Meeting of Shareholders ("GMS") the proposal regarding the change in the Company's governance structure model as follows:

### 1. Proposal to change the Company's governance model

Currently, the Company's governance and operations are organized according to the model stipulated at point a, clause 1, Article 137 of the Law on Enterprises 2020. The BOD proposes changing to a new governance structure model to strengthen internal control and risk management. Concurrently, applying corporate governance standards according to best practices. This change is expected to support the Company in optimizing corporate governance activities, enhancing operational efficiency, and gradually developing the Company sustainably according to international standards. Therefore, the BOD proposes changing the company's governance model to the model stipulated at point b, clause 1, Article 137 of the Law on Enterprises 2020 as follows:

Current organizational and management structure	Proposed organizational and management structure change
1. General Meeting of Shareholders; 2. Board of Directors; 3. Supervisory Board; 4. General Director.	1. General Meeting of Shareholders; 2. Board of Directors and Audit Committee directly under the Board of Directors; 3. General Director.

According to the new governance structure model, the Company must ensure that at least 20% of the Members of the BOD must be independent members and have an Audit Committee directly under the BOD. The Audit Committee must have a minimum of 2



members, in which the Chairman of the Audit Committee is an independent member of the BOD and the remaining members must be non-executive members of the BOD.

The BOD submits to the GMS for authorization to the BOD to:

- Organize the implementation of the Company's new governance structure model and operations after being approved by the GMS, ensuring compliance with legal regulations and the company's Charter;
- Establish the Audit Committee, issue the Operational Regulations of the Audit Committee, and appoint personnel as stipulated.

## **2. Proposal for dismissal of the Company's Supervisors**

Pursuant to the proposal for changing the Company's governance model stated in section 1 of this Submission, the BOD respectfully submits to the GMS for approval the dismissal of all the Company's Supervisors, including the individuals listed below, from the date the GMS approves the change in the Company's governance structure model stated in this Submission:

No.	Full name	Position
1	Mr. Do Manh Hung	Head of Supervisory Board
2	Mr. Cao Viet Bach	Member of Supervisory Board
3	Mr. Nguyen Kien Giang	Member of Supervisory Board

## **3. Amendment and Supplementation of the Company Charter:**

- The BOD respectfully submits to the GMS for approval the amendment of some articles of the Company Charter to be consistent with the Company's management structure after the change. The full text of the amended and supplemented Charter is attached to this Submission.

## **4. Amendment and Supplementation of the Internal Corporate Governance Regulations and the Operational Regulations of the Board of Directors:**

- The BOD respectfully submits to the GMS for approval the amendment of some Articles of the Internal Corporate Governance Regulations and the Operational Regulations of the Board of Directors to be consistent with the management structure after changing the Company's governance model;
- The full text of the Internal Regulation on Corporate Governance and the Operating Regulation of the Board of Directors are attached to this Submission.

Within the scope of the amendments to the Charter, the Internal Regulation on Corporate Governance, and the Operating Regulation of the Board of Directors as approved by the General Meeting of Shareholders above, the General Meeting of Shareholders authorizes the Board of Directors to have full authority to decide on matters arising related to the registration of Charter amendments, the issuance of regulations, and information disclosure in accordance with the law.

Submitted to the General Meeting of Shareholders for consideration and approval.

Sincerely,.

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

***Recipients:***

- GMS;
- BOD;
- Management Board;
- Supervisory Board;
- Save: Shareholder Relations Department.



**Ngô Quang Tuan**



**SOCIALIST REPUBLIC OF VIETNAM**

**Independence - Freedom - Happiness**

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**THE GOLDEN**  
GROUP

**CHARTER**

**JOINT STOCK COMPANY**

**THE GOLDEN GROUP**

**(12th amendment, dated ... day ... month ... year 2025)**



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## PREAMBLE

This Charter is adopted pursuant to Resolution No. .../2025/TGG/GMS-RES dated ... of the Annual General Meeting of Shareholders 2025

## CHAPTER I. DEFINITIONS OF TERMS IN THE CHARTER

### Điều 1. Interpretation of Terms

1. In this Charter, the following terms shall be understood as follows:
  - a. *Charter capital is the total par value of shares sold or registered for purchase upon the establishment of the joint stock company and as stipulated in Article 6 of this Charter;*
  - b. *Law on Enterprises is Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;*
  - c. *Law on Securities is Law on Securities No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;*
  - d. *Vietnam is the Socialist Republic of Vietnam;*
  - e. *The Company is The Golden Group Joint Stock Company;*
  - f. *Establishment Date is the date on which the Company was first issued the Enterprise Registration Certificate (Business Registration Certificate and equivalent documents);*
  - g. *Company Executive Officers include the General Director, Deputy General Directors, Chief Accountant, and other executive officers appointed by the Board of Directors;*
  - h. *Company Managers include the Chairman of the Board of Directors, members of the Board of Directors, the General Director, and other managers appointed by the General Meeting of Shareholders or the Board of Directors;*
  - i. *Related Person is an individual or organization as stipulated in Clause 46, Article 4 of the Law on Securities;*
  - j. *Shareholder is an individual or organization owning at least one share of the joint stock company;*
  - k. *Founding Shareholder is a shareholder owning at least one ordinary share and signing the list of founding shareholders of the joint stock company;*
  - l. *Major Shareholder is a shareholder as stipulated in Clause 18, Article 4 of the Law on Securities;*
  - m. *Term of Operation is the operating period of the Company as stipulated in Article 2 of this Charter;*
  - n. *Stock Exchange is the Vietnam Stock Exchange and its subsidiaries.*
2. In this Charter, references to any provision or other document include any amendments, supplements, or replacement documents.
3. The headings (Chapters, Articles of this Charter) are used for convenience of understanding the content and do not affect the content of this Charter.

**CHAPTER II. NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE  
OFFICES, BUSINESS LOCATIONS, TERM OF OPERATION AND LEGAL  
REPRESENTATIVE OF THE COMPANY**

**Điều 2. Name, form, headquarters, branches, representative offices, business locations, and term of operation of the Company**

1. Company Name
  - Company Name in Vietnamese: CÔNG TY CỔ PHẦN THE GOLDEN GROUP
  - Company Name in Foreign Language:
  - Abbreviated Company Name:
2. The Company is a joint stock company with legal personality in accordance with the current laws of Vietnam.
3. Registered Headquarters of the Company:
  - Head office address: 7th Floor, No. 45 Vo Thi Sau Street, Da Kao Ward, District 1, Ho Chi Minh City, Vietnam
  - Telephone: 028 7777 9999
  - Fax:
  - E-mail: [info@thegoldengroup.vn](mailto:info@thegoldengroup.vn)
  - Website: <https://thegoldengroup.vn>
4. The Company may establish branches and representative offices within its business area to carry out the Company's operational objectives in accordance with the decision of the Board of Directors and within the scope permitted by law.
5. Unless the operation is terminated before the term specified in Clause 2, Article 54 of this Charter, the term of operation of the Company shall be indefinite from the date of establishment.

**Điều 3. Legal Representative of the Company**

1. The Company shall have one (01) legal representative who is the General Director;
2. The legal representative of the Company is the individual representing the Company to exercise the rights and perform the obligations arising from the Company's transactions; representing the Company as plaintiff, defendant, or person with related rights and obligations before Arbitration or Court. The responsibilities of the legal representative shall be performed in accordance with Article 13 of the Law on Enterprises and other rights and obligations as stipulated by current law.
3. The legal representative of the Company must reside in Vietnam; and must authorize another person in writing to exercise the rights and perform the obligations of the legal representative at the Company when exiting Vietnam.
4. In case the authorization expires and the legal representative of the Company has not returned to Vietnam and there is no other authorization, the authorized person shall continue to exercise the rights and perform the obligations of the legal representative of the Company within the scope of the authorization until the legal representative of the Company returns to work, or until the Board of Directors decides to appoint another person to replace.



5. In case of absence from Vietnam for more than 30 days without authorizing another person to exercise the rights and duties of the legal representative of the Company, the Board of Directors shall appoint another person to replace.

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

#### **Điều 4. Objectives of the Company's Operations**

1. The Company's main business lines are:

- Management consulting activities. (Excluding legal consulting and financial consulting)

Details of the Company's business lines are specified in the Appendix attached to this Charter.

2. Objectives of the Company's Operations:

The Company is established to mobilize and utilize capital with the highest efficiency, constantly organize and develop business activities in various fields to maximize profits, ensure benefits for shareholders, create stable jobs and improve income and living standards for employees, fulfill tax obligations to the State Budget, and develop the Company strongly.

#### **Điều 5. Scope of Business and Activities of the Company**

The Company is permitted to conduct business activities in the lines registered in this Charter, which have been registered, notified of changes in registration content with the business registration authority, and published on the National Business Registration Portal. In case the Company conducts business in conditional business investment lines, the Company must fully meet the business conditions as stipulated by the Law on Investment and relevant specialized laws.

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

#### **Điều 6. Charter Capital, Shares, Founding Shareholders**

1. The Charter Capital of the Company is VND 272,999,900,000 (in words: Two hundred seventy-two billion nine hundred ninety-nine million nine hundred thousand Vietnamese Dong).

The total Charter Capital of the Company is divided into 27,299,990 shares with a par value of VND 10,000 per share.

2. The Company may change its Charter Capital upon approval by the General Meeting of Shareholders and in compliance with the provisions of law.
3. The shares of the Company on the date of adoption of this Charter include ordinary shares and preference shares (if any). The rights and obligations of shareholders holding each type of share are stipulated in Article 11 and Article 12 of this Charter.
4. The Company may issue other types of preference shares after obtaining the approval of the General Meeting of Shareholders and in compliance with the provisions of law.



5. On the date of adoption of this Charter, the Company has no founding shareholders.
6. Ordinary shares must be preferentially offered for sale to existing shareholders in proportion to their percentage of ordinary share ownership in the Company, unless otherwise decided by the General Meeting of Shareholders. The number of shares not fully subscribed by shareholders shall be decided by the Board of Directors of the Company. The Board of Directors may distribute such shares to shareholders and other persons under conditions no less favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders or otherwise provided by the law on securities.
7. The Company may repurchase shares issued by the Company itself in the manner stipulated in this Charter and current law.
8. The Company may issue other types of securities in accordance with the provisions of law.

#### **Điều 7. Share Certificates**

1. Shareholders of the Company shall be issued share certificates corresponding to the number and type of shares held.
2. A share is a type of security that confirms the legal rights and interests of the holder in a portion of the charter capital of the issuing organization. A share must contain all the contents specified in Clause 1, Article 121 of the Law on Enterprises.
3. Within 30 days from the date of submission of a complete application file for share ownership transfer in accordance with the Company's regulations or within 30 days from the date of full payment for share purchase in accordance with the Company's share issuance plan (or other period as stipulated in the issuance terms), the holder of the shares shall be issued a share certificate. The share holder is not required to pay the Company the cost of printing the share certificate.
4. In case a share certificate is lost, damaged, or destroyed in any other form, the shareholder shall be re-issued a share certificate by the Company upon the shareholder's request. The shareholder's request must include the following contents:
  - a. Information about the share certificate that was lost, damaged, or destroyed in any other form;
  - b. A commitment to be responsible for disputes arising from the re-issuance of the new share certificate.

#### **Điều 8. Other Securities Certificates**

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

#### **Điều 9. Share Transfer**

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



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

### **Điều 10. Organizational Structure, Governance, and Control**

The organizational, governance, and control structure of the Company includes:

1. General Meeting of Shareholders.
2. Board of Directors, Audit Committee.
3. General Director.

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

### **Điều 11. Rights of Shareholders**

1. Ordinary shareholders have the following rights:
  - a. To attend and speak at the General Meeting of Shareholders and exercise voting rights directly or through an authorized representative or other form as stipulated by the Company Charter and the law. Each ordinary share carries one voting right;
  - b. To receive dividends at the rate decided by the General Meeting of Shareholders;
  - c. To have priority in purchasing new shares in proportion to the percentage of ordinary shares held by each shareholder in the Company;
  - d. To freely transfer their shares to others, except as stipulated in Clause 3, Article 120, Clause 1, Article 127 of the Law on Enterprises and other relevant legal provisions;
  - e. To review, look up, and extract information regarding names and contact addresses in the list of shareholders with voting rights; to request correction of their inaccurate information;
  - f. To review, look up, extract, or copy the Company Charter, minutes of the General Meeting of Shareholders, and Resolutions of the General Meeting of Shareholders;
  - g. Upon the Company's dissolution or bankruptcy, to receive a portion of the remaining assets corresponding to their shareholding percentage in the Company;
  - h. To request the Company to repurchase shares in the cases stipulated in Article 132 of the Law on Enterprises;
  - i. To be treated equally. Each share of the same class grants the holder equal rights, obligations, and benefits. If the Company has preferred shares, the rights and obligations associated with preferred shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;
  - j. To have full access to periodic and extraordinary information disclosed by the Company in accordance with legal provisions;
  - k. To have their legitimate rights and interests protected; to request suspension or cancellation of resolutions, decisions of the General Meeting of Shareholders, Board of Directors in accordance with the Law on Enterprises;
  - l. Other rights as stipulated by law and this Charter.
2. Rights of preferred shareholders (if any) as stipulated by the Law on Enterprises



3. Shareholders or a group of shareholders holding 5% or more of the total ordinary shares have the following rights:
  - a. To request the Board of Directors to convene a General Meeting of Shareholders in accordance with the provisions of Clause 3, Article 115 and Article 140 of the Law on Enterprises;
  - b. To review, look up, and extract minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial reports, reports of the Audit Committee, contracts, transactions requiring Board of Directors approval, and other documents, except for documents related to the Company's trade secrets and business secrets;
  - c. To request the Audit Committee to examine specific matters related to the management and operation of the Company when deemed necessary. The request must be in writing and must include the following information: full name, contact address, nationality, legal document number of the individual shareholder; name, enterprise code or legal document number of the organization, head office address for organizational shareholders; number of shares and time of share registration for each shareholder, total number of shares of the entire group of shareholders and their ownership percentage in the total shares of the Company; the matter to be examined, the purpose of the examination;
  - d. Proposing matters to be included in the agenda of the General Meeting of Shareholders. The proposal shall be prepared in accordance with the provisions of Clause 4, Article 17 of these Articles of Association;
  - e. Other rights as stipulated by law and these Articles of Association.
4. A shareholder or group of shareholders holding 10% or more of the total ordinary shares has the right to nominate individuals to the Board of Directors. The nomination of individuals to the Board of Directors shall be carried out as follows:
  - a. In case ordinary shareholders form a group to nominate individuals to the Board of Directors, they must notify the shareholders attending the meeting about the group meeting before the opening of the General Meeting of Shareholders;
  - b. Based on the number of members of the Board of Directors, the shareholder or group of shareholders specified in this clause shall have the right to nominate one or more individuals as candidates for the Board of Directors in accordance with the provisions of Clause 2, Article 24 of these Articles of Association. If the number of candidates nominated by the shareholder or group of shareholders is less than the required number to be elected, the remaining candidates shall be nominated by the Board of Directors and other shareholders.

## **Điều 12. Obligations of shareholders**

1. Ordinary shareholders have the following obligations:
  - a. Fully and timely pay for the shares committed to be purchased;
  - b. Not to withdraw capital contributed in the form of ordinary shares from the Company in any form, except when the shares are repurchased by the Company or another person. If a shareholder withdraws a part or all of the contributed share capital contrary to the provisions of this clause, that shareholder and related parties in the Company shall be jointly liable for the Company's debts and other property obligations within the scope of the value of the withdrawn shares and the damages incurred;



- c. Comply with the Company's Articles of Association and the Company's Internal Management Regulations;
  - d. Abide by the Resolutions and decisions of the General Meeting of Shareholders and the Board of Directors;
  - e. Keep confidential the information provided by the Company as stipulated in the Company's Articles of Association and the law; only use the provided information to exercise and protect their legitimate rights and interests; strictly prohibited from disseminating or copying and sending information provided by the Company to other organizations or individuals;
  - f. Attend the General Meeting of Shareholders and exercise the right to vote/elect through the following forms:
    - Attend and vote/elect directly at the meeting;
    - Authorize another individual or organization to attend and vote/elect at the meeting;
    - Attend and vote/elect through online conference, electronic voting, or other electronic forms;
    - Send the ballot/voting slip to the meeting via mail, fax, or email.
  - g. Bear personal responsibility when acting on behalf of the Company in any form to perform any of the following acts:
    - Violating the law;
    - Conducting business and other transactions for personal gain or to serve the interests of other organizations or individuals;
    - Paying debts not yet due before financial risks occur to the Company.
  - h. Fulfill other obligations as stipulated by current law.
2. Obligations of preferred shareholders (if any) as stipulated by the Law on Enterprises.

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

1. The General Meeting of Shareholders comprises all shareholders with voting rights and is the highest decision-making body of the Company. The General Meeting of Shareholders shall hold an annual meeting once a year and within four (04) months from the end of the fiscal year. The Board of Directors may extend the time limit for holding the annual General Meeting of Shareholders if necessary, but not exceeding 06 months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The location of the General Meeting of Shareholders shall be determined as the place where the chairperson attends the meeting and must be within the territory of Vietnam.
2. The Board of Directors shall convene the annual General Meeting of Shareholders and select a suitable venue. The annual General Meeting of Shareholders shall decide on matters as stipulated by law and the Company Charter, particularly approving the audited annual financial statements. In case the audited annual financial statements of the Company contain material qualifications, an adverse opinion, or a disclaimer of opinion, the Company must invite a representative of the approved audit firm that performed the audit of the Company's financial statements to attend the annual General Meeting of Shareholders, and the representative of the aforementioned approved audit firm is responsible for attending the Company's annual General Meeting of Shareholders.



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 interest of the Company;
  - b. The number of remaining members of the Board of Directors is less than the minimum number stipulated by law;
  - c. Upon the request of a shareholder or group of shareholders as stipulated in Clause 3 Article 11 of this Charter; the request to convene a General Meeting of Shareholders must be in writing, clearly stating the reasons and purpose of the meeting, with sufficient signatures of the relevant shareholders or the written request is prepared in multiple copies and collectively bears sufficient signatures of the relevant shareholders;
  - d. Other cases as stipulated by law.
4. Convening Extraordinary General Meeting of Shareholders
  - a. The Board of Directors must convene a General Meeting of Shareholders within 60 days from the date the number of remaining members of the Board of Directors is as stipulated in point b clause 3 of this Article or from receiving the request stipulated in points c and d clause 3 of this Article;
  - b. The Board of Directors must report on the case where an independent member of the Board of Directors no longer meets the standards and conditions at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect or replace the independent member of the Board of Directors within 06 months from the date of receiving notification from the relevant independent member of the Board of Directors.
  - c. In case the Board of Directors fails to convene a General Meeting of Shareholders as stipulated in point a clause 4 of this Article, within the subsequent 30 days, the shareholder or group of shareholders stipulated in point c clause 3 of this Article shall have the right to request the Company's representative to convene a General Meeting of Shareholders as stipulated in the Law on Enterprises;
  - d. In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the procedures for convening, conducting, and making decisions at the General Meeting of Shareholders. All costs for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. These costs do not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.
  - e. Procedures for organizing a General Meeting of Shareholders as stipulated in clause 5 Article 140 of the Law on Enterprises.

#### **Điều 14. Rights and Obligations of the General Meeting of Shareholders**

1. The General Meeting of Shareholders has the following rights and obligations:
  - a. Approving the Company's development orientation;
  - b. Deciding on the types of shares and the total number of shares of each type authorized for offer; deciding on the annual dividend rate for each type of share;
  - c. Electing, dismissing, and removing members of the Board of Directors;
  - d. Decision on investment in or sale of assets valued at 50% or more of the total asset value recorded in the Company's most recent financial statements;



- e. Decision on amending or supplementing the Company Charter;
  - f. Approving the annual financial statements;
  - g. Decision on repurchasing over 10% of the total number of sold shares of each type;
  - h. Reviewing and handling violations by members of the Board of Directors and members of the Audit Committee causing damage to the Company and its shareholders;
  - i. Decision on restructuring or dissolution of the Company;
  - j. Decision on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Audit Committee;
  - k. Approving/Amending and supplementing the Internal Governance Regulation; the Operating Regulation of the Board of Directors and the Audit Committee;
  - l. Approving the list of approved audit firms; deciding on the approved audit firm to inspect the Company's operations, dismissing the approved auditor when deemed necessary;
  - m. Other rights and obligations as stipulated by law.
2. The General Meeting of Shareholders shall discuss and approve the following matters:
- a. The Company's annual business plan;
  - b. The audited annual financial statements;
  - c. Report of the Board of Directors on the governance and performance of the Board of Directors and each member of the Board of Directors;
  - d. Report of the Audit Committee on the Company's business results, the performance of the Board of Directors and the General Director;
  - e. Self-assessment report on the performance of the Audit Committee and its members;
  - f. The dividend rate for each share of each type;
  - g. The number of members of the Board of Directors;
  - h. Electing, dismissing, or removing members of the Board of Directors;
  - i. Decision on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Audit Committee;
  - j. Approving the list of approved audit firms; deciding on the approved audit firm to inspect the Company's operations when deemed necessary;
  - k. Supplementing and amending the Company Charter;
  - l. The type and number of new shares to be issued for each type of share;
  - m. Division, separation, consolidation, merger, or transformation of the Company;
  - n. Restructuring and dissolution (liquidation) of the Company and appointing the liquidator;
  - o. Decision on investment in or sale of assets valued at 50% or more of the total asset value recorded in the Company's most recent Financial Statements;
  - p. Decision on repurchasing over 10% of the total number of sold shares of each type;
  - q. The Company entering into contracts or transactions with the subjects specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than



35% of the total asset value of the Company recorded in the most recent financial statements;

- r. Approving transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;

In case of providing loans or guarantees to related organizations of members of the Board of Directors, the General Director, or other managers where the company and that organization are companies within the same group or companies operating as a group, including parent company - subsidiary, economic group, the General Meeting of Shareholders shall approve transactions from 35% or more of the total asset value recorded in the Company's most recent Financial Statements, and the Board of Directors shall approve transactions below 35% of the total asset value recorded in the Company's most recent Financial Statements;

- s. Approve the Internal Corporate Governance Regulations, the Board of Directors Operating Regulations, and the Audit Committee Operating Regulations;
  - t. Other matters as stipulated by law and this Charter.
3. All resolutions and matters included in the meeting agenda must be presented for discussion and voting at the General Meeting of Shareholders.

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

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

The authorized person attending the General Meeting of Shareholders must submit the power of attorney when registering to attend the meeting.

- 3. The voting slip/ballot of the authorized person attending the meeting, within the scope of authorization, remains valid in one of the following cases:
  - a. The authorizing person has died, has their legal capacity restricted, or has lost their legal capacity;
  - b. The authorizing person has revoked the authorization;
  - c. The authorizing person has revoked the authority of the person carrying out the authorization.

This clause does not apply if the Company receives notification of one of the above events before the opening time of the General Meeting of Shareholders or before the meeting is reconvened.

#### **Điều 16. Changes to Rights**

- 1. Changes or cancellation of special rights attached to a class of preferred shares shall be effective when approved by shareholders representing 65% or more of the total voting



shares of all attending shareholders. A resolution of the General Meeting of Shareholders concerning matters that adversely change the rights and obligations of preferred shareholders shall only be approved if it is assented to by preferred shareholders of that class attending the meeting who own 75% or more of the total preferred shares of that class, or if it is assented to by preferred shareholders of that class owning 75% or more of the total preferred shares of that class in case the resolution is passed by way of written opinions.

2. The convening of a meeting of shareholders holding a class of preferred shares to approve the aforementioned change of rights shall only be valid if there are at least 02 shareholders (or their authorized representatives) present, holding at least 1/3 of the par value of the issued shares of that class. If the required number of representatives is not met as stated above, the meeting shall be reconvened within the next 30 days, and those holding shares of that class (regardless of the number of persons and shares) who are present in person or through authorized representatives shall be deemed to constitute the required quorum. At the meetings of preferred shareholders mentioned above, those holding shares of that class who are present in person or through a representative may request a secret ballot. Each share of the same class shall have equal voting rights at the aforementioned meetings.
3. The procedure for conducting such separate meetings shall be carried out similarly to the provisions in Articles 18, 19, and 20 of this Charter.
4. Unless otherwise provided by the terms of share issuance, the special rights attached to classes of preferential shares regarding some or all matters related to the distribution of the Company's profits or assets shall not be altered when the Company issues additional shares of the same class.

#### **Điều 17. Convening, agenda, and notice of the General Meeting of Shareholders**

1. The Board of Directors shall convene the annual and extraordinary General Meeting of Shareholders. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the cases specified in Clause 3 of Article 13 of this Charter.
2. The person convening the General Meeting of Shareholders must perform the following tasks:
  - a. Prepare the list of shareholders eligible to attend and vote/elect at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than 10 days before the date of sending the notice of meeting of the General Meeting of Shareholders. The Company must disclose information regarding the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the record date;
  - b. Prepare the agenda and content of the meeting;
  - c. Prepare documents for the meeting;
  - d. Draft the resolution of the General Meeting of Shareholders based on the proposed content of the meeting;
  - e. Determine the time and place for holding the meeting;
  - f. Notify and send the notice of meeting of the General Meeting of Shareholders to all shareholders entitled to attend;
  - g. Other tasks serving the meeting.



3. The notice of meeting of the General Meeting of Shareholders shall be sent to all shareholders by registered mail to the shareholder's contact address or by electronic means from the Company's email address to the shareholder's email address registered with the Securities Depository Center, and simultaneously disclosed on the company's website and the State Securities Commission, the Stock Exchange where the Company's shares are listed or registered for trading.
4. Shareholders or groups of shareholders as stipulated in Clause 3 of Article 11 of this Charter shall have the right to propose matters for inclusion in the agenda of the General Meeting of Shareholders. The proposal must be in writing and must be sent to the Company no later than 03 working days before the date of the meeting commencement. The proposal must clearly state the shareholder's name, the number of shares of each class held by the shareholder, contact address, nationality, Citizen Identity Card number, Identity Card number, Passport or other valid personal identification for individual shareholders; name, enterprise code or establishment decision number, head office address for organizational shareholders; the number and class of shares held by that shareholder, and the matter proposed for inclusion in the meeting agenda.
5. The person convening the General Meeting of Shareholders shall have the right to refuse the proposal specified in Clause 4 of this Article if it falls into one of the following cases:
  - a. The proposal is not sent in accordance with the provisions of Clause 4 of this Article;
  - b. At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of the ordinary shares as stipulated in Clause 3 of Article 11 of this Charter;
  - c. The proposed matter is not within the scope of the decision-making authority of the General Meeting of Shareholders;
  - d. Other cases as stipulated by law and this Charter.
6. The person convening the General Meeting of Shareholders must accept and include the proposal specified in Clause 4 of this Article in the proposed agenda and content of the meeting, except for the cases specified in Clause 5 of this Article; the proposal shall be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

#### **Điều 18. Conditions for holding the Shareholders' General Meeting**

1. The Shareholders' General Meeting shall be held when the number of attending shareholders represents more than 50% of the total voting shares.
2. If the first meeting does not meet the conditions for holding as stipulated in Clause 1 of this Article, the notice for the second meeting shall be sent within 30 days from the date scheduled for the first meeting. The second Shareholders' General Meeting shall be held when the number of attending shareholders represents 33% or more of the total voting shares.
3. If the second meeting does not meet the conditions for holding as stipulated in Clause 2 of this Article, the notice for the third meeting must be sent within 20 days from the date scheduled for the second meeting. The third Shareholders' General Meeting shall be held regardless of the total number of voting shares of the attending shareholders.



## **Điều 19. Procedures for holding and voting at the Shareholders' General Meeting**

1. Before the meeting opens, the Company must conduct shareholder registration procedures and must continue registration until all shareholders entitled to attend the meeting who are present have registered in the following order:
  - a. When conducting shareholder registration, the Company shall issue to each shareholder or authorized representative entitled to vote a voting card/ballot, on which the registration number, full name of the shareholder, full name of the authorized representative, and the number of voting shares/ballots of that shareholder are recorded. The Shareholders' General Meeting shall discuss and vote on each item on the agenda. Voting shall be conducted by voting for approval, disapproval, and abstention. The vote counting results shall be announced by the Chair or the Vote Counting Committee immediately before the meeting closes. The General Meeting shall elect persons responsible for counting votes or supervising vote counting as proposed by the Chair. The number of members of the Vote Counting Committee shall be decided by the Shareholders' General Meeting based on the proposal of the meeting Chair;
  - b. Shareholders, authorized representatives of corporate shareholders, or authorized persons arriving after the meeting has opened are entitled to register immediately and thereafter are entitled to participate and vote/elect at the general meeting immediately after registration. The Chair is not responsible for pausing the general meeting to allow late-arriving shareholders to register, and the validity of matters already voted/elected on prior thereto shall not change.
2. The election of the Chair, Secretary, and Vote Counting Committee is stipulated as follows:
  - a. The Chairman of the Board of Directors shall act as chair or authorize another member of the Board of Directors to act as chair of the Shareholders' General Meeting convened by the Board of Directors. If the Chairman is absent or temporarily incapacitated, the remaining members of the Board of Directors shall elect one of them to act as chair of the meeting by majority rule. If a chair cannot be elected, the Chairman of the Audit Committee shall preside to allow the Shareholders' General Meeting to elect a chair from among the attendees, and the person with the highest number of votes shall act as chair of the meeting;
  - b. Except for the case stipulated in point a of this Clause, the person who signed the notice convening the Shareholders' General Meeting shall preside to allow the Shareholders' General Meeting to elect a chair of the meeting, and the person with the highest number of votes shall act as chair of the meeting;
  - c. The Chair shall appoint one or more persons to act as Secretary of the meeting;
  - d. The Shareholders' General Meeting shall elect one or more persons to the Vote Counting Committee upon the proposal of the meeting chair.
3. The agenda and content of the meeting must be approved by the Shareholders' General Meeting at the opening session. The agenda must clearly and specifically define the time for each item on the meeting agenda.
4. The Chairperson of the General Meeting has the right to implement necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda, and to reflect the wishes of the majority of attendees.
  - a. Arranging seating at the venue of the General Meeting of Shareholders;



- b. Ensuring safety for everyone present at the meeting venues;
  - c. Facilitating shareholders' attendance (or continued attendance) at the meeting. The convener of the General Meeting of Shareholders has full authority to change the aforementioned measures and apply all necessary measures. The applied measures may include issuing admission tickets or using other alternative forms.
5. The convener or the chairperson of the General Meeting of Shareholders has the following rights:
- a. To require all attendees to undergo inspection or other lawful, reasonable security measures;
  - b. To request competent authorities to maintain order at the meeting; to expel from the General Meeting of Shareholders those who do not comply with the chairperson's authority, intentionally disrupt order, obstruct the normal progress of the meeting, or do not comply with security inspection requirements.
6. The Chairperson has the right to postpone the General Meeting of Shareholders when the required number of registered attendees is met, for a maximum of no more than 03 working days from the scheduled opening date of the meeting, and may only postpone the meeting or change the venue in the following cases:
- a. The meeting venue does not have enough convenient seating for all attendees;
  - b. Communication facilities at the meeting venue do not ensure that attending shareholders can participate, discuss, and vote;
  - c. There are attendees obstructing, disrupting order, posing a risk that the meeting cannot be conducted fairly and lawfully.
7. In case the chairperson postpones or suspends the General Meeting of Shareholders contrary to the provisions in Clause 6 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the chairperson and conduct the meeting until its conclusion; all resolutions adopted at that meeting shall be effective.
8. In case the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company is responsible for ensuring that shareholders can attend and vote by electronic ballot or other electronic means in accordance with the provisions of Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

## **Điều 20. Conditions for the adoption of Resolutions of the General Meeting of Shareholders**

1. Resolutions on the following matters shall be adopted if approved by shareholders representing 65% or more of the total voting shares of all attending shareholders, except for cases specified in Clauses 3, 4, and 6, Article 148 of the Law on Enterprises:
- a. Types of shares and total number of shares of each type;
  - b. Changes in business lines, trades, and sectors;
  - c. Changes in the Company's management structure;
  - d. Investment projects or sale of assets with a value of 50% or more of the total asset value recorded in the Company's most recent financial statement
  - e. Reorganization, dissolution of the Company;



- f. Amendments and additions to the Company's Charter.
- 2. Other resolutions shall be adopted when approved by shareholders holding over 50% of the total voting shares of all attending shareholders, except for cases specified in Clause 1 of this Article and Clauses 3, 4, and 6, Article 148 of the Law on Enterprises;
- 3. The voting for electing members of the Board of Directors must be conducted by cumulative voting, whereby each shareholder has a total number of voting shares corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors, and the shareholder has the right to cumulate all or part of their total votes for one or more candidates. The successful candidate for membership of the Board of Directors or Supervisory Board shall be determined by the number of votes from highest to lowest, starting from the candidate with the highest number of votes until the number of members stipulated in the Company's Articles of Association is reached. In case two or more candidates receive the same number of votes for the final member of the Board of Directors, a re-election shall be conducted among the candidates with equal votes or selection shall be made according to the criteria stipulated in the election regulations.
- 4. Resolutions of the General Meeting of Shareholders approved by 100% of the total voting shares are legal and effective even if the order and procedures for convening the meeting and approving such resolution violate the provisions of the Law on Enterprises and the Company's Articles of Association.

**Điều 21. Authority and procedure for obtaining shareholder opinions in writing to approve Resolutions of the General Meeting of Shareholders**

The authority and procedure for obtaining shareholder opinions in writing to approve resolutions of the General Meeting of Shareholders shall be carried out according to the following provisions:

- 1. The Board of Directors has the right to obtain shareholder opinions in writing to approve Resolutions of the General Meeting of Shareholders regarding the following matters:
  - a. Amending and supplementing the contents of the Company's Articles of Association;
  - b. Approving/amending and supplementing the Internal Regulations on Company Governance; Operating Regulations of the Board of Directors; Operating Regulations of the Audit Committee;
  - c. Company development orientation;
  - d. Types of shares and the total number of shares of each type;
  - e. Electing, dismissing, removing members of the Board of Directors;
  - f. Investment projects or sale of assets valued at equal to or greater than 50% of the total asset value recorded in the Company's most recent financial statement;
  - g. Changing business lines, trades, and sectors;
  - h. Changing the Company's management organizational structure;
  - i. Other matters deemed necessary for the Company's interests.
- 2. The Board of Directors must prepare the opinion form, the draft resolution of the General Meeting of Shareholders, documents explaining the draft resolution, and send them to all shareholders with voting rights at least 10 days before the deadline for returning the opinion form. The requirements and method for sending the opinion form



and accompanying documents shall be carried out according to the provisions in Clause 3, Article 17 of these Articles.

3. The opinion form must contain the following main contents:
  - a. Name, head office address, enterprise code;
  - b. Purpose of obtaining opinions;
  - c. Full name, contact address, nationality, legal document number of the individual for individual shareholders; name, enterprise code or legal document number of the organization, head office address for organizational shareholders; or full name, contact address, nationality, legal document number of the individual for the representative of the organizational shareholder; number of shares of each type and the shareholder's voting shares;
  - d. Matter for which opinion is sought to approve a decision;
  - e. Voting options including approve, not approve, and no opinion for each matter for which opinion is sought;
  - f. Deadline for returning the completed opinion form to the Company;
  - g. Full name, signature of the Chairman of the Board of Directors.
4. Shareholders may send the completed opinion form to the Company by mail, fax, or electronic mail in accordance with the following provisions:
  - a. In case of sending by mail, the completed opinion form must bear the signature of the individual shareholder, or the authorized representative or legal representative of the organizational shareholder. The opinion form sent to the Company must be enclosed in a sealed envelope and no one shall be entitled to open it before the vote counting;
  - b. In case of sending by fax or electronic mail, the opinion form sent to the Company must be kept confidential until the time of vote counting;
  - c. Opinion forms sent to the Company after the deadline specified in the opinion form content, or that have been opened in case of sending by mail, or disclosed in case of sending by fax or electronic mail, are invalid. An opinion form that is not sent back shall be considered a form that did not participate in voting.
5. The Board of Directors shall count the votes and prepare a vote counting record under the supervision of the Audit Committee or a shareholder who does not hold a management position in the Company. The vote counting record must contain the following main contents:
  - a. Name, head office address, enterprise code;
  - b. Purpose and issues for which opinions are sought to adopt a resolution;
  - c. Number of shareholders with the total number of voting/election votes that participated in voting/election, distinguishing between the number of valid voting/election votes and invalid voting/election votes, and the method of sending the voting/election forms, accompanied by an appendix listing the shareholders participating in voting/election;
  - d. Total number of votes in favor, against, and abstentions for each issue, total number of votes for each candidate (if any);
  - e. Issues that have been approved and the corresponding approval voting percentage;



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

Members of the Board of Directors, vote counters, and vote counting supervisors shall be jointly liable for the truthfulness and accuracy of the vote counting record; jointly liable for damages arising from decisions adopted due to untruthful or inaccurate vote counting.

6. The vote counting record and the resolution must be sent to shareholders within 15 days from the date the vote counting concludes. Sending the vote counting record and resolution may be replaced by posting them on the Company's electronic information portal within 24 hours from the time the vote counting concludes.
7. The completed opinion forms, vote counting record, adopted resolution, and related documents sent with the opinion forms must all be kept at the Company's head office.
8. A resolution adopted in the form of obtaining shareholder opinions in writing shall be valid if approved by the number of shareholders holding over 50% of the total voting shares of all shareholders entitled to vote. A resolution adopted in the form of obtaining shareholder opinions in writing shall have the same value as a resolution adopted at a General Meeting of Shareholders.

## **Điều 22. Resolution, Minutes of the General Meeting of Shareholders**

1. The General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese, may also be prepared in a foreign language, and must contain the following main contents:
  - a. Name, head office address, enterprise code;
  - b. Time and location of the General Meeting of Shareholders;
  - c. Meeting agenda and contents of the meeting;
  - d. Full name of the chairperson and the secretary;
  - e. Summary of the meeting proceedings and opinions expressed at the General Meeting of Shareholders regarding each item on the meeting agenda;
  - f. Number of shareholders and total voting shares of attending shareholders, appendix listing registered shareholders, shareholder representatives attending the meeting with corresponding number of shares and votes;
  - g. Total voting shares for each voting matter, clearly stating the voting method, total valid votes, invalid votes, votes for, votes against, and abstentions; the corresponding percentage of the total voting shares of attending shareholders;
  - h. Summary of votes for each candidate (if any);
  - i. Matters that have been approved and the corresponding percentage of voting shares for approval;
  - j. Full name and signature of the Chairperson and the Secretary. In case the Chairperson or the Secretary refuses to sign the meeting minutes, these minutes shall be valid if signed by all other members of the Board of Directors attending the meeting and contain full content as stipulated in this Clause. The meeting minutes shall clearly state the refusal of the Chairperson or the Secretary to sign the meeting minutes.
2. The minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The Chairperson and the Secretary of the meeting or other



persons signing the meeting minutes shall be jointly and severally liable for the truthfulness and accuracy of the content of the minutes.

3. Minutes prepared in Vietnamese and a foreign language shall have equal legal validity. In case of any difference in content between the minutes in Vietnamese and in a foreign language, the content in the minutes in Vietnamese shall prevail.
4. Resolutions, minutes of the General Meeting of Shareholders, appendix listing registered shareholders with shareholder signatures, power of attorney for attending the meeting, all documents attached to the minutes (if any), and related documents accompanying the notice of meeting must be kept at the Company's head office.

Resolutions, minutes of the General Meeting of Shareholders, and accompanying documents in the minutes and resolutions must be disclosed in accordance with the law on information disclosure on the securities market.

### **Điều 23. Request for Annulment of General Meeting of Shareholders Resolution**

Within 90 days from the date of receiving the resolution or minutes of the General Meeting of Shareholders or the minutes of vote counting results for obtaining opinions from the General Meeting of Shareholders, a shareholder or group of shareholders specified in Clause 2, Article 115 of the Law on Enterprises shall have the right to request the Court or Arbitration to review and annul the resolution or a part of the content of the General Meeting of Shareholders resolution in the following cases:

1. The order and procedures for convening and making decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the Company's Charter, except for the case specified in Clause 4, Article 20 of this Charter.
2. The content of the resolution violates the law or this Charter.

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

### **Điều 24. Nomination and Election of Members of the Board of Directors**

1. In case candidates for the Board of Directors have been identified, the Company must disclose information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's electronic information portal so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the truthfulness and accuracy of the personal information disclosed and must commit to performing their duties honestly, diligently, and for the highest interests of the Company if elected as members of the Board of Directors. Information related to candidates for the Board of Directors to be disclosed includes:
  - a. Full name, date, month, year of birth;
  - b. Professional qualifications;
  - c. Work history;
  - d. Other management titles (including Board of Directors titles in other companies);
  - e. Related interests in the Company and its related parties;
  - f. Other information (if any) as stipulated in the Company Charter;



The Company shall be responsible for disclosing information about the companies where the candidate currently holds the position of a member of the Board of Directors, other management titles, and the related interests of the candidate for the Board of Directors in the Company (if any).

2. A shareholder or group of shareholders owning 10% or more of the total ordinary shares shall have the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the Company Charter. Shareholders holding ordinary shares shall have the right to pool their voting rights to nominate candidates for the Board of Directors. A shareholder or group of shareholders holding from 10% to less than 20% of the total voting shares shall have the right to nominate one (01) candidate; from 20% to less than 30% shall be entitled to nominate a maximum of two (02) candidates; from 30% to less than 40% shall be entitled to nominate a maximum of three (03) candidates; from 40% to less than 50% shall be entitled to nominate a maximum of four (04) candidates; from 50% to less than 60% shall be entitled to nominate a maximum of five (05) candidates; from 60% to less than 70% shall be entitled to nominate a maximum of six (06) candidates; from 70% to less than 80% shall be entitled to nominate a maximum of seven (07) candidates; and from 80% to less than 90% shall be entitled to nominate a maximum of eight (08) candidates.
3. In case the number of candidates for the Board of Directors through nomination and self-nomination is still insufficient, the incumbent Board of Directors shall nominate additional candidates or organize nominations in accordance with the Company Charter, the Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Directors. The nomination of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.
4. Members of the Board of Directors must meet the standards and conditions stipulated in Clauses 1 and 2 of Article 155 of the Law on Enterprises and the Company Charter.

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

1. The minimum number of members of the Board of Directors is 3 and the maximum is 7. The General Meeting of Shareholders shall decide the specific number of members of the Board of Directors from time to time.
2. The term of office for a member of the Board of Directors shall not exceed 05 years and they may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for no more than 02 consecutive terms. In case all members of the Board of Directors simultaneously conclude their term, those members shall continue to be members of the Board of Directors until new members are elected to replace them and take over the work.
3. The structure of the Board of Directors shall be as follows:
  - a. The structure of the Company's Board of Directors must ensure that at least 1/3 of the total number of members of the Board of Directors are non-executive members. The Company shall minimize the number of members of the Board of Directors who also hold executive titles in the Company to ensure the independence of the Board of Directors.
  - b. There shall be at least 01 independent member of the Board of Directors.

The rights, obligations, principles of organization, and coordination of activities of independent members of the Board of Directors are stipulated in the Operating Regulations of the Board of Directors.



4. A member of the Board of Directors shall cease to be a member of the Board of Directors if dismissed, removed, or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.
5. The appointment of members of the Board of Directors must be disclosed in accordance with the law on information disclosure on the securities market.
6. Members of the Board of Directors are not necessarily required to be shareholders of the Company.

## **Điều 26. Powers and Duties of the Board of Directors**

1. The Board of Directors is the management body of the Company, having full authority to act on behalf of the Company to decide on, exercise the rights and fulfill the obligations of the Company, except for the rights and obligations falling under the authority of the General Meeting of Shareholders.
2. The rights and obligations of the Board of Directors are stipulated by law, the Company Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and duties:
  - a. Decide on the Company's strategy, medium-term development plan, and annual business plan;
  - b. Propose the types of shares and the total number of shares of each type authorized for offer;
  - c. Decide on the sale of unsold shares within the scope of the total number of shares of each type authorized for offer; decide on raising additional capital in other forms;
  - d. Decide on the selling price of the Company's shares and bonds;
  - e. Decide on the repurchase of shares in accordance with clauses 1 and 2 of Article 133 of the Law on Enterprises;
  - f. Decide on investment plans and investment projects within the authority and limits stipulated by law;
  - g. Decide on market development, marketing, and technology solutions;
  - h. Approve purchase, sale, borrowing, lending contracts and other contracts and transactions with a value of 35% or more of the total asset value recorded in the Company's latest financial statements, except for contracts and transactions falling under the decision-making authority of the General Meeting of Shareholders as stipulated in point d, clause 2 of Article 138, and clauses 1 and 3 of Article 167 of the Law on Enterprises;
  - i.
    - Elect, dismiss, remove the Chairman of the Board of Directors
    - Appoint, dismiss, sign contracts with, and terminate contracts with the General Director, Deputy General Directors, Chief Accountant, and other key executives; decide on their salaries, remuneration, bonuses, and other benefits;
    - Appoint authorized representatives to participate in the Board of Directors, Board of Members, Supervisory Board, or General Meeting of Shareholders in other companies, decide on their remuneration and other benefits;
  - j. Supervise and direct the General Director and other managers in the daily business operations of the Company;



- k. Decide on the organizational structure, internal management regulations of the Company, decide on the establishment of subsidiaries, branches, representative offices, and the contribution of capital to, or purchase of shares in, other enterprises;
  - l. Approve the agenda and content of documents for the General Meeting of Shareholders, convene the General Meeting of Shareholders, or solicit opinions for the General Meeting of Shareholders to adopt resolutions;
  - m. Submit the audited annual financial statements to the General Meeting of Shareholders;
  - n. Propose the dividend payout rate; decide on the timing and procedure for dividend payment or handling losses incurred during business operations;
  - o. Propose the reorganization, dissolution of the Company; request the bankruptcy of the Company;
  - p. Decide on the issuance of the Board of Directors Operating Regulations, Internal Corporate Governance Regulations after approval by the General Meeting of Shareholders; decide on the issuance of the Operating Regulations of the Audit Subcommittee directly under the Board of Directors (if any), the Company's Information Disclosure Regulations;
  - q. To request the General Director, Deputy General Directors, and other managers within the Company to provide information and documents regarding the financial status and business operations of the Company and its units within the Company.
  - r. Other rights and obligations as stipulated by the Law on Enterprises, the Law on Securities, other legal provisions, and the Company Charter.
3. The Board of Directors must report the results of its operations to the General Meeting of Shareholders as stipulated in Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

**Điều 27. 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 based on business results and efficiency.
- 2. Members of the Board of Directors are entitled to work remuneration and bonuses. Work remuneration is calculated based on the number of necessary working days to complete the duties of the Board member and the daily remuneration rate. The Board of Directors estimates the remuneration level for each member based on the principle of unanimity. The total amount of remuneration and bonuses for 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 shall be included in the Company's business expenses in accordance with the law on corporate income tax, shall be presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.
- 4. Members of the Board of Directors holding executive positions or members of the Board of Directors working in sub-committees of the Board of Directors or performing other tasks outside the scope of the ordinary duties of a Board member may be paid additional remuneration in the form of a lump-sum payment per instance, salary, commission, percentage of profit, or in other forms as decided by the Board of Directors.



5. Members of the Board of Directors are entitled to reimbursement of all travel, accommodation, living expenses, and other reasonable expenses incurred by them while performing their responsibilities as Board members, including expenses arising from 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 may be purchased liability insurance by the Company after obtaining approval from the General Meeting of Shareholders. This insurance does not cover the liabilities of Board members related to violations of law and the Company Charter.

#### **Điều 28. Chairman of the Board of Directors**

1. The Chairman of the Board of Directors shall be elected, relieved from duty, or dismissed by the Board of Directors from among its members.
2. The Chairman of the Board of Directors shall not concurrently hold the position of General Director.
3. The Chairman of the Board of Directors has the following rights and obligations:
  - a. Prepare the program and plan of activities for the Board of Directors;
  - b. Prepare the agenda, content, and documents for meetings; convene, preside over, and chair meetings of the Board of Directors;
  - c. Organize the adoption of resolutions and decisions of the Board of Directors;
  - d. Supervise the process of organizing the implementation of resolutions and decisions of the Board of Directors;
  - e. Chair the meeting of the General Meeting of Shareholders;
  - f. Other rights and obligations as stipulated by the Law on Enterprises and this Charter.
4. In case the Chairman of the Board of Directors submits a letter of resignation or is relieved from duty or dismissed, the Board of Directors must elect a replacement within 10 days from the date of receiving the letter of resignation or being relieved from duty or dismissed.
5. In case the Chairman of the Board of Directors is absent or unable to perform his duties, he must authorize in writing another member to exercise the rights and obligations of the Chairman of the Board of Directors in accordance with the principles stipulated in the Company's Charter. In case there is no authorized person or the Chairman of the Board of Directors dies, is missing, is held in temporary detention, is serving a prison sentence, is serving an administrative penalty at a compulsory detoxification center, compulsory education institution, has fled from his place of residence, is restricted or has lost civil act capacity, has difficulty in cognition or controlling his behavior, or is prohibited by the Court from holding a position, practicing a profession, or doing certain work, the remaining members shall elect one person from among them to hold the position of Chairman of the Board of Directors based on the principle of majority approval of the remaining members until a new decision is made by the Board of Directors.

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

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 working days from the date of the conclusion of the election of that Board of Directors. This meeting shall be convened and presided over by the



member with the highest number of votes or the highest percentage of votes. In case there is more than one member with the highest and equal number of votes or percentage of votes, the members shall elect by majority principle to select 01 person from among them to convene the meeting of the Board of Directors.

2. The Board of Directors must meet at least once every quarter and may hold extraordinary meetings.
3. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:
  - a. Upon proposal of the Audit Committee or an independent member of the Board of Directors;
  - b. Upon proposal of the General Director or at least 05 other managers;
  - c. Upon proposal of at least 02 members of the Board of Directors;
4. The proposal stipulated in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed and decided within 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 07 working days from the date of receiving the proposal stipulated in Clause 3 of this Article. If the Chairman of the Board of Directors fails to convene the meeting of the Board of Directors as requested, he shall be responsible for any damages incurred by the Company; the proposing person shall have the right to replace the Chairman of the Board of Directors in convening the meeting of the Board of Directors.
6. The Chairman of the Board of Directors or the person convening the meeting of the Board of Directors must send a notice of meeting at least 01 working day before the meeting date. The notice of meeting must specify the time and place of the meeting, the agenda, the issues for discussion and decision. The notice of meeting must be accompanied by the documents to be used at the meeting and the voting slip of the members.

The notice of meeting of the Board of Directors may be sent by invitation letter, telephone, fax, electronic means, or other methods stipulated by the Company's Charter, ensuring it reaches the contact address of each member of the Board of Directors registered with the Company.
7. The Chairman of the Board of Directors or the convener shall send the notice of meeting and accompanying documents to the members of the Audit Committee in the same manner as to the members of the Board of Directors.
8. A meeting of the Board of Directors shall be conducted when at least 3/4 of the total number of members attend. If the meeting convened in accordance with this Clause does not have the required number of attending members, a second meeting shall be convened within 07 days from the date scheduled for the first meeting. In this case, the meeting shall be conducted if more than half of the members of the Board of Directors attend.
9. A member of the Board of Directors shall be deemed to have attended and voted at the meeting in the following cases:
  - a. Attending and voting directly at the meeting;
  - b. Authorizing another person to attend and vote at the meeting as stipulated in Clause 11 of this Article;
  - c. Attending and voting via online conference, electronic voting, or other electronic means;



- d. Sending the ballot to the meeting via mail, fax, or email.
10. In case of sending the ballot to the meeting via mail, the ballot must be placed in a sealed envelope and must be delivered to the Chairman of the Board of Directors no later than 01 hour before the opening. The ballot shall only be opened in the presence of all attendees.
11. Voting
- a. Except for the provision in point b, Clause 11, Article 29 of this Charter, each member of the Board of Directors or authorized person as stipulated in Clause 9 of this Article who is physically present in person at the Board of Directors meeting shall have one (01) vote;
  - b. A member of the Board of Directors shall not vote on contracts, transactions, or proposals in which that member or a person related to that member has an interest, and such interest conflicts or may conflict with the interests of the Company. A member of the Board of Directors shall not be counted towards the minimum quorum of members present required to hold a Board of Directors meeting regarding decisions on which that member is not entitled to vote;
12. A member of the Board of Directors who directly or indirectly benefits from a contract or transaction that has been entered into or is planned to be entered into with the Company and knows that they have an interest therein is responsible for disclosing this interest at the first meeting of the Board discussing the execution of this contract or transaction. If a member of the Board of Directors does not know that they and related persons have an interest at the time the contract or transaction is signed with the Company, this member of the Board of Directors must disclose the relevant interests at the first meeting of the Board of Directors held after this member becomes aware that they have or will have an interest in the aforementioned transaction or contract.
13. Members must fully attend the meetings of the Board of Directors. A member may authorize another person to attend and vote at the meeting if approved by the majority of the members of the Board of Directors.
14. Resolutions and decisions of the Board of Directors shall be adopted if approved by the majority of the attending members; in case of a tie vote, the final decision shall rest with the side supported by the opinion of the Chairman of the Board of Directors.
15. The Board of Directors has the right to solicit opinions from members of the Board of Directors in writing to adopt a Resolution of the Board of Directors when approving matters within the authority of the Board of Directors as stipulated in Clause 2, Article 26 of this Charter.
- A resolution in the form of soliciting opinions in writing shall be adopted based on the affirmative opinions of the majority of the members of the Board of Directors who are entitled to vote. This resolution shall have the same effect and value as a resolution adopted at a meeting.
16. A meeting of the Board of Directors may be held in the form of an online conference among members of the Board of Directors when all or some members are in different locations, provided that each participating member can:
- a. Hear each other participating member of the Board of Directors speak during the meeting;
  - b. Speak to all other attending members simultaneously. Discussions among members may be conducted directly via telephone or other communication means, or a combination of these methods. A member of the Board of Directors participating in



such a meeting shall be deemed to be “present” at that meeting. The location where the meeting is held in accordance with this provision is the location with the largest number of Board of Directors members present, or the location where the meeting Chairman is present.

Decisions adopted during meetings held and conducted validly via telephone shall take effect immediately upon the conclusion of the meeting but must be confirmed by the signatures on the minutes of all members of the Board of Directors attending such meeting.

17. The minutes of the Board of Directors meeting shall be prepared in Vietnamese and may be prepared in English. The minutes must be signed by the chairperson, all members of the Board of Directors attending the meeting, and the minute-taker. The Chairperson of the Board of Directors shall be responsible for sending the minutes of the Board of Directors meeting to the members, and such minutes shall be authentic evidence of the work conducted during the meeting.

### **Điều 30. Sub-committees of the Board of Directors**

1. The Board of Directors may establish sub-committees to be responsible for development policy, human resources, compensation, internal audit, and risk management. The number of members of a sub-committee shall be decided by the Board of Directors and shall consist of at least 02 persons, including members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members of the Board of Directors should constitute a majority in the sub-committee, and one of these members shall be appointed as the Head of the sub-committee by decision of the Board of Directors. The operations of the sub-committee must comply with the regulations of the Board of Directors. Resolutions of the sub-committee shall only be effective when a majority of attending members vote to approve them at the sub-committee meeting.
2. The implementation of decisions by the Board of Directors, or by a sub-committee of the Board of Directors, must be in accordance with current legal regulations and the provisions of the Company Charter, and the Internal Regulations on Corporate Governance.

### **Điều 31. Corporate Governance Officer**

1. The Company's Board of Directors must appoint at least 01 Corporate Governance Officer to support the Company's governance work at the enterprise. The Corporate Governance Officer may concurrently serve as the Company Secretary as stipulated in Clause 5, Article 156 of the Law on Enterprises.
2. The Corporate Governance Officer shall not concurrently work for the approved audit organization that is auditing the Company's financial statements.
3. The Corporate Governance Officer shall have the following rights and obligations:
  - a. Advise the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and related matters between the Company and shareholders;
  - b. Prepare meetings of the Board of Directors, the Audit Committee, and the General Meeting of Shareholders at the request of the Board of Directors;
  - c. Advise on meeting procedures;
  - d. Attend meetings;



- e. Advise on the procedures for preparing resolutions of the Board of Directors in accordance with legal regulations;
- f. Provide financial information, copies of Board of Directors meeting minutes, and other information to members of the Board of Directors and members of the Audit Committee;
- g. Monitor and report to the Board of Directors on the Company's information disclosure activities;
- h. Serve as the point of contact with relevant stakeholders;
- i. Maintain confidentiality of information in accordance with legal regulations and the Company Charter;
- j. Other rights and obligations as stipulated by law and this Charter.

### **Điều 32. Company Secretary**

When deemed necessary, the Board of Directors shall decide to appoint a Company Secretary for a term as decided by the Board of Directors. The Board of Directors may dismiss the Company Secretary when necessary, provided it is not contrary to current legal regulations on labor. The Company Secretary shall have the following rights and obligations:

- 1. Support organizing the convening of the General Meeting of Shareholders, Board of Directors; recording meeting minutes;
- 2. Support members of the Board of Directors in performing their assigned rights and obligations;
- 3. Support the Board of Directors in applying and implementing the Company's corporate governance principles;
- 4. Support the Company in building shareholder relations and protecting the legal rights and interests of shareholders; compliance with the obligation to provide information, information disclosure, and administrative procedures
- 5. Other rights and obligations as stipulated in the Company Charter, Company Internal Regulations.

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

### **Điều 33. Management Structure**

- 1. The Company shall have a General Director, Deputy General Directors, a Chief Accountant, and other key executives appointed by the Board of Directors.
- 2. The General Director shall be responsible to the Board of Directors for establishing the management system and organizing the management structure to ensure the effective operation of the Company.

### **Điều 34. Company Executives**

- 1. Company Executives include the General Director, Deputy General Directors, Chief Accountant, and other executives.
- 2. Upon the proposal of the General Director and approval of the Board of Directors, the Company may recruit other executives with the number and qualifications suitable to the Company's structure and management regulations stipulated by the Board of



Directors. Company Executives shall be responsible for supporting the Company in achieving the objectives set out in its operations and organization.

3. The General Director shall be paid salary and bonuses. The salary and bonuses of the General Director shall be decided by the Board of Directors.
4. The salaries of executives shall be included in the Company's business expenses in accordance with the law on corporate income tax, shall be presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

### **Điều 35. Appointment, Dismissal, Rights and Obligations of the General Director**

1. The Board of Directors shall appoint 01 member of the Board of Directors or hire another person to be the General Director.
2. The General Director is the person managing the Company's daily business operations; subject to the supervision of the Board of Directors; responsible to the Board of Directors and before the law for the performance of assigned rights and obligations.
3. The term of office of the General Director shall not exceed 05 years and may be re-appointed for an unlimited number of terms. The General Director must meet the standards and conditions stipulated by law and the Company Charter.
4. The General Director shall have the following rights and obligations:
  - a. Decide on matters related to the Company's daily business operations 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 the Company's business plan and investment plan;
  - d. Propose the Company's organizational structure plan and internal management regulations;
  - e. Appoint, dismiss, and remove management positions within the Company, except for positions within the authority of the Board of Directors;
  - f. Decide on salaries and other benefits for employees in the Company, including managers appointed by the General Director;
  - g. Recruitment of labor;
  - h. Propose plans for dividend payment or handling business losses;
  - i. Other rights and obligations as stipulated by law, the Company's Charter, and resolutions, decisions of the Board of Directors.
5. The Board of Directors may dismiss the General Director when a majority of the voting members of the Board of Directors present at the meeting approve and appoint a new General Director as replacement.

## **CHAPTER IX. AUDIT COMMITTEE**

### **Điều 36. Nomination and election of Audit Committee members**

1. The Chairman of the Audit Committee and other members of the Audit Committee shall be nominated by the Board of Directors and shall not be executive officers of the Company.



2. The appointment of the Chairman of the Audit Committee and other members of the Audit Committee must be approved by the Board of Directors at a meeting of the Board of Directors.

### **Điều 37. Composition of the Audit Committee**

1. The Audit Committee shall consist of at least 02 members. The Chairman of the Audit Committee must be an independent member of the Board of Directors. Other members of the Audit Committee must be non-executive members of the Board of Directors.
2. Members of the Audit Committee must have knowledge of accounting, auditing, a general understanding of the law and the Company's operations, and shall not fall into the following cases:
  - a) Working in the accounting or finance department of the Company;
  - b) Being a member or employee of an approved audit organization that performed audits of the company's financial statements in the immediately preceding 03 years.
3. The Chairman of the Audit Committee must hold a university degree or higher in one of the following fields: economics, finance, accounting, auditing, law, or business administration.

### **Điều 38. Rights and obligations of the Audit Committee**

The Audit Committee shall have the rights and obligations stipulated in Article 161 of the Law on Enterprises, the Company's Charter, and the following rights and obligations:

1. Shall have the right to access documents related to the Company's operational status, communicate with other members of the Board of Directors, the General Director, the Chief Accountant, and other management officers to collect information serving the activities of the Audit Committee.
2. Shall have the right to request representatives of the approved audit organization to attend and answer questions related to the audited financial statements at meetings of the Audit Committee.
3. To use external legal, accounting, or other consulting services when necessary.
4. To develop and submit to the Board of Directors policies for risk identification and management; to propose to the Board of Directors solutions for handling risks arising in the Company's operations.
5. To supervise the integrity of the Company's financial statements and official disclosures related to the Company's financial results;
6. To review related party transactions falling under the approval authority of the Board of Directors or the General Meeting of Shareholders and provide recommendations on transactions requiring approval from the Board of Directors or the General Meeting of Shareholders;
7. To supervise the Company's internal audit department;
8. To recommend the independent audit firm, its remuneration, and related terms in the contract with the audit firm for approval by the Board of Directors before submitting to the General Meeting of Shareholders for approval;
9. To monitor and evaluate the independence and objectivity of the audit firm and the effectiveness of the audit process, especially when the Company uses non-audit services from the auditor;



10. Supervision to ensure the Company's strict compliance with the provisions of law, requirements of regulatory authorities, and other internal regulations of the Company.
11. Prepare written reports to the Board of Directors when discovering that members of the Board of Directors, the General Director, and other managers have not fully performed their responsibilities as stipulated in the Law on Enterprises and the Company Charter.
12. Develop the Operating Regulations of the Audit Committee and submit them to the Board of Directors for approval.

**Điều 39. Meetings of the Audit Committee**

1. The Audit Committee must meet at least 02 times per year. Meeting minutes must be prepared in detail, clearly, and must be fully retained. The minute-taker and the attending members of the Audit Committee must sign the meeting minutes.
2. The Audit Committee adopts decisions by voting at meetings, obtaining opinions in writing, or through other forms in accordance with regulations. Each member of the Audit Committee has one vote. Decisions of the Audit Committee are adopted if approved by a majority of the attending members; in case of a tie vote, the final decision rests with the side supported by the opinion of the Chairman of the Audit Committee.

**Điều 40. Report on the activities of the independent member of the Board of Directors within the Audit Committee at the Annual General Meeting of Shareholders**

1. The independent member of the Board of Directors within the Audit Committee is responsible for reporting on activities at the Annual General Meeting of Shareholders.
2. The report on the activities of the independent member of the Board of Directors within the Audit Committee at the Annual General Meeting of Shareholders must include the following contents:
  - a) Remuneration, operating expenses, and other benefits of the Audit Committee and each member of the Audit Committee as stipulated in the Law on Enterprises and the Company Charter;
  - b) Summary of the Audit Committee's meetings and the Audit Committee's conclusions and recommendations;
  - c) Results of supervision over the Company's financial statements, business performance, and financial situation;
  - d) Report evaluating transactions between the Company, its subsidiaries, other companies where the Company holds control over 50% or more of the charter capital, and members of the Board of Directors, the General Director, other executives of the enterprise, and their related persons; transactions between the Company and companies in which members of the Board of Directors, the General Director, or other executives of the enterprise were founding members or managers of the enterprise within the last 03 years preceding the transaction;
  - đ) Results of the evaluation of the Company's internal control system and risk management;
  - e) Results of supervision over the Board of Directors, the General Director, and other executives of the enterprise;



g) Results of evaluating the coordination of activities between the Audit Committee and the Board of Directors, the General Director, and the shareholders;

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

Members of the Board of Directors, Members of the Audit Committee, the General Director, and other executives are responsible for performing their duties, including those as members of the sub-committees of the Board of Directors, honestly and diligently for the benefit of the Company.

### **Điều 41. Duty of honesty and avoiding conflicts of interest**

1. Members of the Board of Directors, members of the Audit Committee, the General Director, and other managers must disclose related interests in accordance with the Law on Enterprises and relevant legal documents.
2. Members of the Board of Directors, members of the Audit Committee, the General Director, other managers, and their related persons may only use information obtained by virtue of their positions for the benefit of the Company.
3. Members of the Board of Directors, members of the Audit Committee, the General Director, and other managers have the obligation to notify the Board of Directors in writing of transactions between the Company, its subsidiaries, or other companies in which the Company holds control of 50% or more of the charter capital, and themselves or their related persons, in accordance with the law. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with the provisions of the Law on Securities regarding information disclosure.
4. A member of the Board of Directors may not vote on a transaction that brings benefit to that member or a related person of that member, in accordance with the Law on Enterprises and the Company's Charter.
5. Members of the Board of Directors, members of the Audit Committee, the General Director, other managers, and their related persons may not use or disclose inside information to others to carry out related transactions.
6. Transactions between the Company and one or more members of the Board of Directors, members of the Audit Committee, the General Director, other executive officers, and individuals or organizations related to these persons shall not be invalidated in the following cases:
  - a. For transactions valued at less than 35% of the total asset value recorded in the most recent financial statements, the important contents of the contract or transaction, as well as the relationships and interests of the member of the Board of Directors, member of the Audit Committee, General Director, or other executive officer, have been reported to the Board of Directors and approved by the Board of Directors by a majority of affirmative votes of the members of the Board of Directors who do not have related interests;
  - b. For transactions valued at 35% or more, or transactions resulting in a transaction value arising within 12 months from the date of the first transaction being 35% or more of the total asset value recorded in the most recent financial statements, the important contents of this transaction, as well as the relationships and interests of



the member of the Board of Directors, member of the Audit Committee, General Director, or other executive officer, have been disclosed to the shareholders and approved by the General Meeting of Shareholders by the voting shares of the shareholders without related interests.

#### **Điều 42. Responsibility for Damages and Compensation**

1. Members of the Board of Directors, members of the Audit Committee, the General Director, and other executive officers who violate their duties and responsibilities of honesty and diligence, or fail to fulfill their obligations, shall be liable for the damages caused by their violations.
2. The Company shall indemnify persons who have been, are currently, or may become a party involved in claims, lawsuits, or prosecutions (including civil and administrative cases, but not cases where the Company is the plaintiff) if such person was or is a member of the Board of Directors, member of the Audit Committee, General Director, other executive officer, employee, or authorized representative of the Company who was or is performing duties as authorized by the Company, acting honestly and diligently for the benefit of the Company in compliance with the law, and there is no evidence confirming that such person has breached their responsibilities.
3. Indemnification costs include judgment costs, fines, actual expenses incurred (including attorney fees) or expenses deemed reasonable in resolving these matters within the scope permitted by law. The Company may purchase insurance for these persons to avoid the aforementioned indemnification liabilities.

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

#### **Điều 43. Right to inspect books and records**

1. Ordinary shareholders have the right to inspect books and records, specifically as follows:
  - a. Ordinary shareholders have the right to review, inspect, and extract information regarding names and contact addresses in the list of shareholders with voting rights; request correction of their inaccurate information; review, inspect, extract, or copy the Company Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;
  - b. Shareholders or groups of shareholders holding 05% or more of the total ordinary shares have the right to review, inspect, and extract minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Audit Committee, contracts, transactions requiring approval by the Board of Directors, and other documents, except for documents related to the Company's trade secrets and business secrets.
2. In case an authorized representative of a shareholder or group of shareholders requests to inspect books and records, such request must be accompanied by the power of attorney from the shareholder or group of shareholders whom that person represents or a notarized copy of such power of attorney.
3. Members of the Board of Directors, members of the Audit Committee, the General Director, and other executive officers have the right to inspect the Company's shareholder register, list of shareholders, and other books and records of the Company



for purposes related to their positions, provided that such information is kept confidential.

4. The Company must keep this Charter and its amendments and supplements, the Enterprise Registration Certificate, regulations, documents proving asset ownership, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Audit Committee, annual financial statements, accounting books, and other documents as prescribed by law at its head office or another location, provided that shareholders and the Business Registration Authority are notified of the location where these documents are stored.
5. The Company Charter must be published on the Company's electronic information portal.

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

### **Điều 44. Employees and trade union**

1. The General Director must prepare an annual recruitment plan for submission to the Board of Directors for approval.
2. In case of changes in structure or technology that affect the employment of many employees, the General Director is responsible for developing and implementing a labor utilization plan in accordance with regulations. The development of the labor utilization plan must involve the participation of the grassroots-level collective labor representative organization.

## **CHAPTER XIII. PROFIT DISTRIBUTION**

### **Điều 45. Profit distribution**

1. The General Meeting of Shareholders decides the annual dividend payment rate and form of dividend payment from the Company's retained earnings.
2. The Company shall not pay interest on dividend payments or payments related to a class of shares.
3. The Board of Directors may propose to the General Meeting of Shareholders the approval of payment of all or part of the dividends by shares, and the Board of Directors is the body responsible for implementing this decision.
4. In case dividends or other amounts related to a class of shares are paid in cash, the Company shall pay in Vietnamese Dong. The payment may be made directly or through banks based on the bank account details provided by the shareholder. In case the Company has transferred the amount according to the bank account details provided by the shareholder, but the shareholder has not received the money, the Company shall not be responsible for the amount the Company has transferred to this shareholder. The payment of dividends for shares listed/registered for trading on the Stock Exchange may be conducted through a securities company or the Vietnam Securities Depository and Clearing Corporation.
5. Based on the Law on Enterprises and the Law on Securities, the Board of Directors shall adopt a resolution or decision determining a specific date to close the shareholder list.



Based on that date, persons registered as shareholders or holders of other securities shall be entitled to receive cash or share dividends, receive notices, or other documents.

6. Other matters related to profit distribution shall be implemented in accordance with the provisions of law.

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

##### **Điều 46. Bank Accounts**

1. The Company shall open accounts at Vietnamese banks or at branches of foreign banks permitted to operate in Vietnam.
2. With the prior approval of the competent authority, if necessary, the Company may open bank accounts abroad in accordance with the provisions of law.
3. The Company shall conduct all payments and accounting transactions through Vietnamese Dong or foreign currency accounts at the banks where the Company opens accounts.

##### **Điều 47. Fiscal Year**

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

##### **Điều 48. Accounting System**

1. The accounting system used by the Company is the enterprise accounting system or a specific accounting system issued or approved by the competent authority.
2. The Company shall keep accounting books in Vietnamese and store accounting records in accordance with the law on accounting and relevant laws. These records must be accurate, updated, systematic, and sufficient to prove and explain the Company's transactions.
3. The Company shall use Vietnamese Dong as the accounting currency. In case the Company has economic transactions mainly arising in a foreign currency, it may choose that foreign currency as the accounting currency, bear responsibility for that choice before the law, and notify the direct tax authority.

#### **CHAPTER XV. FINANCIAL STATEMENTS, ANNUAL REPORT AND INFORMATION DISCLOSURE RESPONSIBILITY**

##### **Điều 49. Annual, Semi-annual, and Quarterly Financial Statements**

1. The Company shall prepare annual financial statements, and the annual financial statements must be audited in accordance with the provisions of law. The Company shall disclose the audited annual financial statements in accordance with the law on information disclosure on the securities market and submit them to the competent state authority.



2. The annual financial statements must include all reports, appendices, and notes as required by the law on enterprise accounting. The annual financial statements must truthfully and objectively reflect the Company's operational situation.
3. The Company must prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with the law on information disclosure on the securities market and submit them to competent state agencies.

#### **Điều 50. Annual Report**

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

### **CHAPTER XVI. COMPANY AUDIT**

#### **Điều 51. Audit**

1. The General Meeting of Shareholders shall designate an independent audit firm or approve a list of independent audit firms and authorize the Board of Directors to decide on the selection of one of these firms to conduct the audit of the Company's financial statements for the subsequent financial year based on terms and conditions agreed upon with the Board of Directors.
2. The audit report shall be attached to the Company's annual financial statements.
3. The independent auditor conducting the audit of the Company's financial statements is entitled to attend meetings of the General Meeting of Shareholders and is entitled to receive notices and other information related to the meeting of the General Meeting of Shareholders and to express opinions at the meeting on matters related to the audit of the Company's financial statements.

### **CHAPTER XVII. COMPANY SEAL**

#### **Điều 52. Company Seal**

1. The seal includes a seal made at a seal engraving facility or a seal in the form of a digital signature in accordance with the law on electronic transactions.
2. The Board of Directors shall decide on the type, quantity, form, and content of the seal for the Company, its branches, and representative offices (if any).
3. The Board of Directors and the General Director shall use and manage the seal in accordance with current laws.

### **CHAPTER XVIII. COMPANY DISSOLUTION**

#### **Điều 53. Company Dissolution**

1. The Company may be dissolved in the following cases:
  - a. Expiry of the operating term stated in the Company's Charter without a decision on extension;



- b. Pursuant to a resolution or decision of the General Meeting of Shareholders;
  - c. Revocation of the Enterprise Registration Certificate, except where the Law on Tax Administration provides otherwise;
  - d. Other cases as stipulated by law.
2. The early dissolution of the Company shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified to or approved by the competent authority (if mandatory) as stipulated.

#### **Điều 54. Extension of Operation**

1. The Board of Directors shall convene a meeting of the General Meeting of Shareholders at least 7 months before the expiry of the operating term for shareholders to vote on the extension of the Company's operation upon the proposal of the Board of Directors.
2. The operating term shall be extended when shareholders representing 65% or more of the total voting shares of all shareholders attending the General Meeting of Shareholders approve.

#### **Điều 55. Liquidation**

1. At least 06 months before the expiry of the Company's operating term or after a decision on Company dissolution is made, the Board of Directors must establish a Liquidation Committee consisting of 03 members, of whom 02 members are designated by the General Meeting of Shareholders and 01 member is designated by the Board of Directors from an independent audit firm. The Liquidation Committee shall prepare its operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All costs related to liquidation shall be prioritized by the Company for payment before other debts of the Company.
2. The Liquidation Committee shall be responsible for reporting to the Business Registration Authority on the date of establishment and the date of commencement of operation. From that time, the Liquidation Committee shall represent the Company in all matters related to the liquidation of the Company before the Court and administrative authorities.
3. The proceeds from the liquidation shall be paid in the following order:
  - a. Liquidation costs;
  - b. Debts for salaries, severance allowances, social insurance, and other benefits of employees according to the collective labor agreement and signed labor contracts;
  - c. Tax debts;
  - d. Other debts of the Company;
  - e. The remainder after all debts from items (a) to (d) above have been paid shall be distributed among the shareholders. Preferred shares shall be paid first.

### **CHAPTER XIX. INTERNAL DISPUTE RESOLUTION**

#### **Điều 56. Internal dispute resolution**

1. In case disputes or complaints arise relating to the Company's operations, the rights and obligations of shareholders as stipulated in the Law on Enterprises, the Company's Articles of Association, other legal provisions, or agreements between:



- a. Shareholder and the Company;
- b. Shareholder and the Board of Directors, Audit Committee, General Director or other executive;

The relevant parties shall attempt to resolve such disputes through negotiation and conciliation. Except for disputes related to the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the dispute resolution and request each party to present information related to the dispute within 30 working days from the date the dispute arises. In case the dispute relates to the Board of Directors or the Chairman of the Board of Directors, any party may request the Chairman of the Audit Committee to appoint an independent expert to act as a conciliator for the dispute resolution process.

2. If a conciliation decision is not reached within 06 weeks from the commencement of the conciliation process, or if the conciliator's decision is not accepted by the parties, a party may bring the dispute to Arbitration or Court.
3. The parties shall bear their own costs related to the negotiation and conciliation procedures. The payment of Court costs shall be made according to the Court judgment.

## **CHAPTER XX. AMENDMENTS AND ADDITIONS TO THE ARTICLES**

### **Điều 57. Articles of Association**

1. Any amendment or addition to these Articles shall be considered and decided by the General Meeting of Shareholders.
2. In case the law contains provisions related to the Company's operations that are not mentioned in these Articles, or in case there are new legal provisions different from the clauses in these Articles, those provisions shall apply to govern the Company's operations.

## **CHAPTER XXI. EFFECTIVE DATE**

### **Điều 58. Effective date**

1. These Articles of Association consist of 21 Chapters and 58 Articles, unanimously approved by the General Meeting of Shareholders of The Golden Group Joint Stock Company on [Day] [Month], 2025 at the head office of The Golden Group Joint Stock Company, and the full text of these Articles is hereby accepted as effective.
2. These Articles are made in 10 copies, all having the same validity, and shall be kept at the Company's head office.
3. These Articles are the sole and official Articles of the Company.
4. Copies or extracts of the Company's Articles of Association shall be valid when signed by the Chairman of the Board of Directors or at least 1/2 of the total members of the Board of Directors.

**LEGAL REPRESENTATIVE**  
**GENERAL DIRECTOR**

**Ly Thanh Nha**



## APPENDIX OF BUSINESS LINES

No.	Business Line Name	Business Line Code
1.	Water extraction, treatment and supply	3600
2.	Sewerage and wastewater treatment	3700
3.	Recycling of scrap and waste (excluding items prohibited by the State)	3830
4.	Organization of trade promotion and introduction activities	8230
5.	<b>Management consulting activities (Excluding legal consulting and financial consulting)</b>	<b>7020 (Main)</b>
6.	Wholesale of beverages	4633
7.	Wholesale of other household goods Details: Wholesale of suitcases, bags, briefcases, wallets, belts, travel goods, perfumes, scented water, scented oils, cosmetics, ceramic and glass ware	4649
8.	Wholesale of other construction materials and installation equipment Details: Wholesale of bamboo, neohouzeaua, timber and processed wood Wholesale of cement Wholesale of construction bricks, tiles, stone, sand, gravel Wholesale of construction glass Wholesale of paints and varnishes Wholesale of wall and floor tiles and sanitary equipment Wholesale of hardware	4663
9.	Quarrying of stone, sand, gravel, clay (Only operating after being permitted by competent State agencies)	0810
10.	Demolition	4311
11.	Site preparation (Excluding blasting activities)	4312
12.	Electrical installation	4321



13.	Completion of construction works	4330
14.	Inland waterway freight transport	5022
15.	Restaurants and mobile food service activities	5610
16.	Beverage serving activities	5630
17.	Landscape care and maintenance service activities	8130
18.	Warehousing and storage (Excluding real estate business)	5210
19.	Cargo handling (excluding items prohibited by the State)	5224
20.	Computer programming	6201
21.	Computer consulting and computer facilities management activities	6202
22.	Renting and leasing of motor vehicles	7710
23.	Manufacture of beds, wardrobes, tables, chairs	3100
24.	Manufacture of wooden building products	1622
25.	Inland aquaculture Details: Production of inland aquatic breeds	0322
26.	Processing and preserving of fish, crustaceans and molluscs	1020
27.	Manufacture of cement, lime and plaster	2394
28.	Repair of computers and peripheral equipment	9511
29.	Manufacture of other ceramic products Details: Manufacture of ceramic furniture	2393
30.	Repair of communication equipment	9512
31.	Repair of consumer electronics	9521
32.	Repair of household appliances and home and garden equipment	9522
33.	Repair of furniture and home furnishings	9524
34.	Installation of industrial machinery and equipment	3320



35.	Repair of machinery	3312
36.	Construction of water projects	4291
37.	Construction of mining and manufacturing buildings	4292
38.	Construction of manufacturing buildings	4293
39.	Other animal production Details: Raising and breeding of domestic animals and other animals including pets (excluding ornamental fish): dogs, cats, rabbits, reptiles, insects; Beekeeping and production of honey; Silkworm breeding, production of silkworm cocoons; Production of fur skins, reptile skins from animal production activities	0149
40.	Construction of other civil engineering structures	4299
41.	Construction of residential buildings	4101
42.	Manufacture of animal feed, poultry feed, and aquatic feed	1080
43.	Construction of non-residential buildings	4102
44.	Raising of poultry	0146
45.	Installation of water supply, drainage, heating and air conditioning systems	4322
46.	General office administrative services	8211
47.	Photocopying, document preparation and other specialized office support activities	8219
48.	Renting of other tangible machinery, equipment and goods without operator Details: Renting of office machinery and equipment (including computers) without operator	7730
49.	Provision of catering services on a contractual basis with customers (non-regular)	5621
50.	Real estate consulting, brokerage, auctioning, and land use right auctioning (excluding auctioning) Details: Real estate consulting Real estate management Real estate brokerage	6820



51.	Other remaining business support service activities not elsewhere classified Details: Import and export of goods traded by the company (excluding items prohibited by the State)	8299
52.	Financial service support activities not elsewhere classified Details: Investment consulting activities	6619
53.	Silviculture, forest maintenance, and forest nursery activities	0210
54.	Other financial service activities not elsewhere classified (excluding insurance and social insurance) Details: Provision of payment intermediary services, provision of payment services through customer payment accounts	6499
55.	Data processing, hosting and related activities (excluding telecommunications infrastructure and network setup)	6311
56.	Real estate business, land use rights belonging to the owner, user or lessee Details: Investment real estate business; Other specialized wholesale not elsewhere classified; General wholesale	6810
57.	Web portals (excluding journalistic activities)	6312
58.	Agents, brokers, and auctioneers of goods Details: Buying agents, selling agents, consignment of goods Brokerage in buying and selling goods	4610
59.	Other information service activities not elsewhere classified Details: - Telephone information services - Information search services on a contractual or fee basis	6399
60.	Raising of cattle and buffaloes and production of cattle and buffalo breeds	0141
61.	Manufacture of cosmetics, soap, detergents, polishing and sanitary preparations Details: Manufacture of cosmetics (not operating at the head office)	2023
62.	Raising of horses, asses, mules and production of horse and ass breeds	0142
63.	Raising of goats, sheep and production of goat, sheep, deer, and stag breeds	0144



64.	Raising of pigs and production of pig breeds	0145
65.	Short-term accommodation services Details: Hotel business, restaurant business, eco-tourism services, entertainment services (excluding bar business, karaoke rooms, discotheques)	5510
66.	Information technology service activities and other computer-related services.	6209
67.	Other amusement and recreation activities not elsewhere classified	9329
68.	Activities of head offices (Excluding activities of financial holding companies, not involved in management)	7010
69.	Photography activities	7420
70.	Support activities for land transportation	5225
71.	Leasing of non-financial intangible assets Details: Activities involving the use of non-financial assets for which royalties or license fees are paid to the asset owner. The use of these assets can take various forms, such as allowing reproduction, continued use of a process or product, franchising, etc. The current owner may or may not have created these products. This group also includes: - Leasing of non-financial intangible assets (excluding copyrights, such as books or software); - Receiving royalties or license fees for the use of: + Patents + Trademarks or service marks + Brands + Mining rights + Franchise agreements	7740
72.	Interurban and suburban passenger land transport (excluding bus transport)	4931
73.	Other support activities related to transportation Details: Activities of airline ticket agents Freight forwarding; Activities of customs clearance agents;	5229
74.	Activities of insurance agents and brokers Details: Insurance agency activities	6622



75.	<p>Manufacture of pharmaceuticals, medicinal chemicals and botanical products</p> <p>Details: Manufacture of pharmaceutical products, medical biological products meeting GPM-WHO, EU-GMP standards; Storage of pharmaceuticals, vaccines, medical biological products meeting GSP - WHO standards, Extraction of medicinal materials. (not operating at the head office)</p>	2100
76.	<p>Manufacture of other food products not elsewhere classified</p> <p>Details: Manufacture of dietary supplements, nutritional foods (not operating at the head office)</p>	1079
77.	<p>Other specialized wholesale not elsewhere classified</p> <p>Details: Exercising the right to export, the right to import, the right to wholesale distribution of goods not on the list of goods not permitted for distribution under Vietnamese law or not subject to restrictions under international commitments in international treaties to which Vietnam is a member (CPC 622)</p>	4669
78.	<p>Retail sale of food, beverages, tobacco in non-specialized stores with a large proportion of these goods</p> <p>Details: Exercising the right to retail distribution of goods not on the list of goods not permitted for distribution under Vietnamese law or not subject to restrictions under international commitments in international treaties to which Vietnam is a member (Excluding trading in cigarettes, pipe tobacco, cigars) (CPC 631, 632)</p>	4711
79.	<p>Retail sale of food in specialized stores</p> <p>Details: Exercising the right to retail distribution of goods not on the list of goods not permitted for distribution under Vietnamese law or not subject to restrictions under international commitments in international treaties to which Vietnam is a member (CPC 631)</p>	4721
80.	<p>Retail sale of food products in specialized stores</p> <p>Details: Exercising the right to retail distribution of goods not on the list of goods not permitted for distribution under Vietnamese law or not subject to restrictions under international commitments in international treaties to which Vietnam is a member (CPC 631)</p>	4722
81.	<p>Retail sale of pharmaceuticals, medical appliances, cosmetic and toilet articles in specialized stores</p> <p>Details: Exercising the right to retail distribution of goods not on the list of goods not permitted for distribution under Vietnamese law or not subject to restrictions under international commitments in international treaties to which Vietnam is a member (excluding trading in pharmaceuticals) (CPC 632)</p>	4772

82.	Wholesale of agricultural and forestry raw materials (excluding wood, bamboo, and rattan) and live animals  Details: Exercising export rights, import rights, and wholesale distribution rights for goods not on the list of goods not permitted for distribution as stipulated by Vietnamese law or not subject to restrictions under international commitments in international treaties to which Vietnam is a member (CPC 622)	4620
83.	Wholesale of food  Details: Exercising export rights, import rights, and wholesale distribution rights for goods not on the list of goods not permitted for distribution as stipulated by Vietnamese law or not subject to restrictions under international commitments in international treaties to which Vietnam is a member (CPC 622)	4632
84.	Wholesale of other machinery, equipment, and spare parts  Details: Exercising export rights, import rights, and wholesale distribution rights for goods not on the list of goods not permitted for distribution as stipulated by Vietnamese law or not subject to restrictions under international commitments in international treaties to which Vietnam is a member (CPC 622)	4659
85.	The enterprise must strictly comply with the provisions of law on land, construction, fire prevention and fighting, environmental protection, other relevant legal provisions related to the enterprise's operations, and business conditions for conditional business lines.  Foreign-invested economic organizations are responsible for complying with market access conditions, rights, and obligations as stipulated in Vietnam's Schedule of Specific Commitments in Services under the WTO, international agreements/treaties, and specialized laws.	Business lines whose codes do not match the Vietnam Standard Industrial Classification System