

**CÔNG TY CỔ PHẦN  
TẬP ĐOÀN ALPHA SEVEN**

*ALPHA SEVEN GROUP  
JOINT STOCK COMPANY*

Số: 16/2026/CV-A7  
No: 16/2026/CV-A7

**CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM  
Độc lập - Tự do - Hạnh phúc**

*SOCIALIST REPUBLIC OF VIETNAM  
Independence - Freedom - Happiness*

TP. Hồ Chí Minh, ngày 04 tháng 02 năm 2026  
Ho Chi Minh City, Feb 04, 2026

**CÔNG BỐ THÔNG TIN BẤT THƯỜNG  
EXTRAORDINARY INFORMATION DISCLOSURE**

**Kính gửi: - Ủy ban Chứng khoán Nhà nước**

**- Sở Giao dịch Chứng khoán Hà Nội**

*To: - State Securities Commission of Vietnam*

*- Hanoi Stock Exchange*

**1. Tên tổ chức: Công ty Cổ phần Tập đoàn Alpha Seven**

*Organization Name: Alpha Seven Group Joint Stock Company*

**- Mã chứng khoán: DL1**

*Stock code: DL1*

**- Địa chỉ: Lô I3- 6 Đường N2, Khu Công Nghệ Cao, Phường Tăng Nhơn Phú, Thành Phố Hồ Chí Minh, Việt Nam**

*Address: Lot I3-6 N2 Street, High-Tech Park, Tan Nhon Phu Ward, Ho Chi Minh City, Vietnam*

**- Điện thoại liên hệ: 028.3736.7187**

**Fax: 028.3736.7187**

*Contact phone: 028.3736.7187*

*Fax: 028.3736.7187*

**- Email: info@a7group.vn**

**Website: <http://www.a7group.vn>**

**2. Nội dung thông tin công bố:**

*Content of the Announcement:*

Căn cứ Nghị quyết số 03/2026/NQ-HĐQT ngày 03/02/2026, Công ty công bố Điều lệ Công ty Cổ phần Tập đoàn Alpha Seven thay đổi các nội dung sau/*Pursuant to Resolution No. 03/2026/NQ-HĐQT dated February 3, 2026, the Company hereby discloses the amendments to the Charter of Alpha Seven Group Joint Stock Company as follows:*

STT No.	Điều khoản Article	Nội dung Điều lệ cũ <i>Contents of the former Charter</i>	Nội dung Điều lệ sau khi sửa đổi <i>Charter Contents after the Amendment</i>
1	Phần mở đầu (trang 5 Điều lệ Công ty) <i>Introductory Part (Page 5 of the Company's Charter)</i>	<p>Điều lệ này được thông qua theo Nghị quyết hợp lệ của Đại hội đồng cổ đông thường niên Công ty Cổ phần Tập đoàn Alpha Seven tổ chức chính thức ngày 01 tháng 06 năm 2025.</p> <p><i>This Charter was adopted in accordance with a valid resolution of the Annual General Meeting of Shareholders of Alpha Seven Group Joint Stock Company, convened on June 1, 2025.</i></p>	<p>Điều lệ này được thông qua theo Nghị quyết hợp lệ của Đại hội đồng cổ đông thường niên Công ty Cổ phần Tập đoàn Alpha Seven tổ chức chính thức ngày 01 tháng 06 năm 2025 và theo Nghị quyết Hội đồng quản trị của Công ty cổ phần Tập đoàn Alpha Seven điều chỉnh vốn điều lệ mới tháng 12 năm 2025 và tháng 02 năm 2026 của Công ty.</p> <p><i>This Charter was adopted pursuant to a valid resolution of the Annual General Meeting of Shareholders of Alpha Seven Group Joint Stock Company held on June 1, 2025, and the resolutions of the Board of Directors of Alpha Seven Group Joint Stock Company on the adjustment of the Company's charter capital in December 2025 and February 2026.</i></p>
2	Khoản 1 Điều 5 <i>Clause 1, Article 5</i>	<p>1. Vốn điều lệ của Công ty là: <b>1.168.587.310.000 đồng</b> (<b>Bằng chữ: Một nghìn, một trăm sáu mươi tám tỷ, năm trăm tám mươi bảy triệu, ba trăm mười nghìn đồng</b>)</p> <p><i>The Company's charter capital is VND 1,168,587,310,000 (in words: One trillion one</i></p>	<p>1. Vốn điều lệ của Công ty là: <b>1.806.003.870.000 đồng</b> (<b>Bằng chữ: Một nghìn tám trăm linh sáu tỷ không trăm linh ba triệu tám trăm bảy mươi nghìn đồng</b>)</p> <p><i>The Company's charter capital is VND</i></p>





		<p><i>hundred sixty-eight billion five hundred eighty-seven million three hundred ten thousand Vietnamese dong).</i></p> <p>Tổng số vốn điều lệ của Công ty được chia thành <b>116.858.731</b> cổ phần với mệnh giá là <b>10.000 VNĐ/cổ phần</b></p> <p><i>The total charter capital of the Company is divided into 116,858,731 shares with a par value of VND 10,000 per share.</i></p>	<p><b>1,806,003,870,000</b> (in words: <i>One trillion eight hundred six billion three million eight hundred seventy thousand Vietnamese dong</i>).</p> <p>Tổng số vốn điều lệ của Công ty được chia thành <b>180.600.387</b> cổ phần với mệnh giá là <b>10.000 VNĐ/cổ phần</b></p> <p><i>The total charter capital of the Company is divided into 180,600,387 shares with a par value of VND 10,000 per share.</i></p>
3	<p>Khoản 1 Điều 56</p> <p><i>Clause 1, Article 56</i></p>	<p>1. Bản Điều lệ này gồm 21 chương 56 điều được Đại hội đồng cổ đông thường niên Công ty Cổ phần Tập đoàn Alpha Seven nhất trí thông qua ngày 01 tháng 06 năm 2025.</p> <p><i>This Charter consists of 21 chapters and 56 articles and was unanimously approved by the Annual General Meeting of Shareholders of Alpha Seven Group Joint Stock Company on June 1, 2025, and by the Board of Directors of Alpha Seven Group Joint Stock Company on February 3, 2026</i></p>	<p>1. Bản Điều lệ này gồm 21 chương 56 điều được Đại hội đồng cổ đông thường niên Công ty Cổ phần Tập đoàn Alpha Seven nhất trí thông qua ngày 01 tháng 06 năm 2025 và Hội đồng quản trị Công ty Cổ phần Tập đoàn Alpha Seven nhất trí thông qua ngày 03 tháng 02 năm 2026.</p> <p><i>Bản Điều lệ này gồm 21 chương 56 điều được Đại hội đồng cổ đông thường niên Công ty Cổ phần Tập đoàn Alpha Seven nhất trí thông qua ngày 01 tháng 06 năm 2025 và Hội đồng quản trị Công ty Cổ phần Tập đoàn Alpha Seven nhất trí thông qua ngày 03 tháng 02 năm 2026.</i></p>

Thông tin này đã được công bố trên trang thông tin điện tử của Công ty vào ngày 04/02/2026 tại đường dẫn: <https://a7group.vn/quan-he-co-dong/cong-bo-thong-tin.html>

*This information was published on the Company's website on 04/02/2026 at the following link: <https://a7group.vn/quan-he-co-dong/cong-bo-thong-tin.html>*

Chúng tôi xin cam kết các thông tin công bố trên đây là đúng sự thật và hoàn toàn chịu trách nhiệm trước pháp luật về nội dung các thông tin đã công bố.

*We hereby confirm that the information provided above is accurate and take full responsibility before the law for the content of the disclosed information.*

**Tài liệu đính kèm**

**Attached Document:**

- Điều lệ Công ty Cổ phần Tập đoàn Alpha Seven.

Charter of Alpha Seven Group  
Join Stock Company.

**TỔNG GIÁM ĐỐC**  
**GENERAL DIRECTOR**



**Nguyễn Đình Trạc**





**SOCIALIST REPUBLIC OF VIET NAM**

**Independence – Freedom -Happiness**

# **CHARTER**

**ALPHA SEVEN GROUP**

**JOINT STOCK COMPANY**

**Address: Lot I3-6, Street N2, High-Tech Park, Tang Nhon  
Phu Ward, Ho Chi Minh City**

**Tax code: 5900437257**



# **ALPHA SEVEN GROUP JOINT STOCK COMPANY**

## **TABLE OF CONTENTS**

### **PREAMBLE**

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

**Article 1.** Interpretation of terms

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

**Article 2.** Name, form, head office, branches, representative offices, business locations and operational duration of the Company

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

**Article 3.** Objectives of the Company

**Article 4.** Scope of business and operations

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

**Article 5.** Charter capital, shares and founding shareholders

**Article 6.** Share certificates

**Article 7.** Other securities certificates

**Article 8.** Transfer of shares

**Article 9.** Redemption of shares

### **V. ORGANISATIONAL STRUCTURE, MANAGEMENT AND SUPERVISION**

**Article 10.** Organisational structure, management and supervision

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

**Article 11.** Rights of shareholders

**Article 12.** Obligations of shareholders

**Article 13.** General Meeting of Shareholders

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

**Article 15.** Authorised representatives

**Article 16.** Changes to rights

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

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

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

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

**Article 21.** Authority and procedures for obtaining shareholders' written opinions to pass decisions of the General Meeting of Shareholders

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

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

## **VII. BOARD OF DIRECTORS**

**Article 24.** Nomination, candidature, composition and term of office of members of the Board of Directors

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

**Article 26.** Powers, duties, remuneration and benefits of the Board of Directors

**Article 27.** Chairman and Vice Chairmen of the Board of Directors

**Article 28.** Meetings of the Board of Directors

**Article 29.** Committees under the Board of Directors

**Article 30.** Person in charge of corporate governance

## **VIII. CHIEF EXECUTIVE OFFICER, OTHER MANAGEMENT OFFICERS AND COMPANY SECRETARY**

**Article 31.** Organisation of the management apparatus

**Article 32.** Enterprise executives

**Article 33.** Appointment, dismissal, duties and powers of the Chief Executive Officer

**Article 34.** Company Secretary

## **IX. SUPERVISORY BOARD**

**Article 35.** Nomination and candidature of Controllers

**Article 36.** Members of the Supervisory Board and the Head of the Supervisory Board

**Article 37.** Supervisory Board

## **X. LIABILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE SUPERVISORY BOARD, CHIEF EXECUTIVE OFFICER AND OTHER EXECUTIVES**

**Article 38.** Duty of care of members of the Board of Directors, Controllers, the Chief Executive Officer and other executives

**Article 39.** Duty of loyalty and avoidance of conflicts of interest

**Article 40.** Liability for damages and compensation

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

**Article 41.** Right to inspect books and records

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



**Article 42. Employees and trade union**

**XIII. DISTRIBUTION OF PROFITS**

**Article 43. Distribution of profits**

**XIV. BANK ACCOUNTS, FINANCIAL YEAR AND ACCOUNTING SYSTEM**

**Article 44. Bank accounts**

**Article 45. Financial year**

**Article 46. Accounting system**

**XV. FINANCIAL STATEMENTS, ANNUAL REPORTS AND INFORMATION DISCLOSURE OBLIGATIONS**

**Article 47. Annual, semi-annual and quarterly financial statements**

**Article 48. Annual report**

**XVI. COMPANY AUDIT**

**Article 49. Audit**

**XVII. SEAL**

**Article 50. Seal**

**XVIII. DISSOLUTION, TERMINATION OF OPERATIONS AND LIQUIDATION**

**Article 51. Dissolution of the Company**

**Article 52. Extension of operation**

**Article 53. Liquidation**

**XIX. INTERNAL DISPUTE RESOLUTION**

**Article 54. Resolution of internal disputes**

**XX. AMENDMENT AND SUPPLEMENTATION OF THE CHARTER**

**Article 55. Amendment and supplementation of the Charter**

**XXI. EFFECTIVE DATE**

**Article 56. Effective date**

# CHARTER

## ALPHA SEVEN GROUP JOINT STOCK COMPANY

### PREAMBLE

This Charter is adopted pursuant to the valid Resolution of the Annual General Meeting of Shareholders of Alpha Seven Group Joint Stock Company officially held on June 01, 2025, and pursuant to the Resolution of the Board of Directors of Alpha Seven Group Joint Stock Company on adjustment of the new charter capital in December 2025 and February 2026 of the Company.

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

#### Article 1. Interpretation of terms

1. In this Charter, the following terms shall be construed as follows:

- a. **“Charter capital”** means the total par value of shares sold or registered for purchase upon establishment of the joint stock company and stipulated in Article 5 of this Charter;
- b. **“Law on Enterprises”** means the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- c. **“Date of establishment”** means the date on which the Company is first granted the Enterprise Registration Certificate (Business Registration Certificate);
- d. **“Enterprise executives”** mean the General Director, Deputy General Director, Chief Accountant, and other executives in accordance with the provisions of the Company Charter;
- e. **“Related person”** means an individual or organization as stipulated in Clause 46 Article 4 of the Law on Securities;
- f. **“Operation duration”** means the operating period of the Company as stipulated in Article 2 of this Charter and any extension period (if any) approved by resolution of the General Meeting of Shareholders of the Company;
- g. **“Vietnam”** means the Socialist Republic of Vietnam;
- h. **“Voting capital”** means share capital whereby the owner has voting rights on matters falling under the decision-making authority of the General Meeting of Shareholders;
- i. **“Law on Securities”** means the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;



j. **"Company managers"** mean persons managing the Company, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director, and individuals holding other managerial titles in accordance with the Company Charter;

k. **"Shareholder"** means a person owning at least one share of a joint stock company;

l. **"Founding shareholder"** means a shareholder owning at least one ordinary share and signing his/her name in the list of founding shareholders of the joint stock company;

m. **"Major shareholder"** means a shareholder as stipulated in Clause 18 Article 4 of the Law on Securities.

2. In this Charter, references to any provision or document shall include any amendments or replacement documents thereof.

3. Headings (chapters, articles of this Charter) are used for convenience of reference only and shall not affect the interpretation of the contents of this Charter.

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

**Article 2.** Name, form, head office, branches, representative offices, business locations, operation duration and legal representative of the Company

### **1. Company name**

- Vietnamese name: **ALPHA SEVEN GROUP JOINT STOCK COMPANY**
- English name: **ALPHA SEVEN GROUP JOINT STOCK COMPANY**
- Trading name: **ALPHA SEVEN GROUP JOINT STOCK COMPANY**
- Abbreviated name: **ALPHA 7 GROUP**
- The Company is a joint stock company with legal entity status in accordance with the current laws of Vietnam.
- **Registered head office of the Company:**
- Head office address: Lot I3-6, N2 Road, High-Tech Park, Tang Nhon Phu Ward, Ho Chi Minh City
  - Telephone: +84 283 736 7187
  - Fax: +84 283 736 7187
- Website: a7group.vn

2. The Company has **one (01) legal representative**. The General Director of Alpha Seven Group Joint Stock Company is the legal representative of the Company; appointed by decision signed by the Chairman of the Board of Directors.

3. The Company may establish branches and representative offices in business areas to carry out the Company's operational objectives in accordance with decisions of the Board of Directors and within the scope permitted by law.



4. Unless terminated prior to expiry pursuant to Clause 2 Article 51 or extended pursuant to Article 52 of this Charter, the operation duration of the Company shall commence from the date of establishment and shall be **ninety-nine (99) years**.

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

#### **Article 3. Operational objectives of the Company**

1. The Company's business lines are:

<b>No.</b>	<b>BUSINESS LINE</b>	<b>INDUSTRY CODE</b>
1	Electricity production Details: Wind power production, solar power production	3511 (Main)
2	Road freight transport	4933
3	Short-term accommodation services	5510
4	Other road passenger transport Details: Passenger transport on fixed routes	4932
5	Other food service activities	5629
6	Other supporting service activities related to transport	5229
7	Urban and suburban road passenger transport (except bus transport) Details: Contract passenger transport	4931
8	Maintenance and repair of automobiles and other motor vehicles	4520
9	Warehousing and storage of goods	5210
10	Real estate business, land use rights owned, used or leased Details: Real estate business; infrastructure business and related services in industrial zones and urban areas; leasing of offices, factories, houses	6810
11	General wholesale Details: Trading of consumer goods (excluding goods under Appendix No. 03 of Circular 34/2013/TT-BCT dated December 24, 2013 of the Ministry of Industry and Trade)	4690
12	Wholesale of agricultural and forestry raw materials (except timber, bamboo, rattan) and live animals Details: Trading of animal feed; wholesale of agricultural products (excluding natural rubber latex) (not operating at head office)	4620
13	Wholesale of metals and metal ores Details: Wholesale of iron, steel, copper, lead, zinc and other non-ferrous metals in primary and semi-finished forms	4662
14	Wholesale of construction materials and installation equipment	4663

No.	BUSINESS LINE	INDUSTRY CODE
	Details: Wholesale of bamboo, rattan; wholesale of construction materials and installation equipment (excluding timber)	
15	Wholesale of machinery, equipment and spare parts	4659
16	Manufacture of animal feed, poultry feed and aquatic feed Details: Manufacture of livestock feed	1080
17	Other specialized wholesale not elsewhere classified Details: Trading of fertilizers; wholesale of finished rubber products	4669
18	Quarrying of stone, sand, gravel and clay	0810
19	Cutting, shaping and finishing of stone	2396
20	Site preparation (Excluding mine clearance and similar activities at construction sites)	4312
21	Electrical system installation (Excluding mechanical processing, waste recycling, electroplating at head office)	4321
22	Wholesale of food Details: Wholesale of coffee	4632
23	Retail sale of foodstuff in specialized stores (Excluding goods under Appendix No. 03 of Circular 34/2013/TT-BCT)	4721
24	Retail sale of food in specialized stores (Excluding goods under Appendix No. 03 of Circular 34/2013/TT-BCT)	4722
25	Restaurants and mobile food service activities	5610
26	Real estate consultancy, brokerage and auction; land use right auction (No auction activities)	6820
27	Specialized design activities Details: Interior decoration	7410
28	Mixed farming Details: Livestock breeding (not operating at head office)	0150
29	Inland aquaculture Details: Inland aquaculture (not operating at head office)	0322
30	Other remaining business support service activities not elsewhere classified Details: Commercial services	8299
31	Manufacture of other food products not elsewhere classified Details: Food processing (excluding fresh food processing)	1079
32	Service activities incidental to water transportation Details: Operation of seaports, river ports, wharves, piers; operation of waterway tunnels	5222



No.	BUSINESS LINE	INDUSTRY CODE
	Service activities incidental to road transportation	
33	Details: Investment in construction of terminals nationwide; bus stations, parking lot services	5225
34	Urban bus passenger transport	4921
35	Inter-urban and suburban bus passenger transport	4922
	Construction of road transport works	
36	Details: Road construction works; investment in transport infrastructure (BOT, BT forms)	4212
	Construction of residential buildings	
37	Details: Civil and industrial construction	4101
	Construction of non-residential buildings	
38	Details: Civil and industrial construction	4102
	Construction of other civil engineering works	
39	Details: Industrial works, technical infrastructure	4299
40	Growing of vegetables, legumes and flowers	0118
41	Silviculture, forest care and forestry seedling nursery	0210
	Growing of other perennial crops	
42	Details: Industrial crops	0129
	Agents, brokers and auction of goods	
43	Details: Consignment trading agents	4610
	Manufacture of made-up textile articles (except apparel)	
44	Details: Industrial embroidery and sewing	1392
	Manufacture of other textiles not elsewhere classified	
45	Details: Weaving cords used in garment industry	1399
46	Construction of electrical works	4221
	Construction of water supply and drainage works	
47	Details: Hydraulic works	4222
48	Construction of water projects	4291
49	Finishing of construction works	4330
50	Other specialized construction activities	4390
51	Installation of water supply, drainage, heating and air-conditioning systems	4322
52	Installation of other building systems	4329
	Architectural and related technical consultancy activities	
53	Details: Project management consultancy; construction supervision	7110
	Renting of machinery, equipment and other tangible goods without operator	
54	Details: Renting of construction machinery and equipment	7730



2. The operational objectives of the Company are to:

- Exploit local and regional service potentials and advantages to develop business, contributing to the industrialization and modernization of the country;
- Continuously increase profitability of the Company to fulfill obligations to the state budget, employees and shareholders, contributing to rapid growth of the Company;
- Conduct business in industries and trades not prohibited by law.

#### **Article 4. Business scope and operations of the Company\*\***

The Company is permitted to conduct business activities in the industries and trades stipulated in this Charter that have been registered and publicly announced on the National Enterprise Registration Portal. In case the Company conducts conditional investment and business lines, the Company must fully satisfy business conditions in accordance with the Law on Investment and relevant specialized laws.

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

#### **Article 5. Charter capital, shares, founding shareholders\*\***

1. The charter capital of the Company is **VND 1,806,003,870,000** (In words: One thousand eight hundred and six billion, three million, eight hundred and seventy thousand Vietnamese dong). The total charter capital of the Company is divided into **180,600,387 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 accordance with the provisions of law.
3. As of the date of adoption of this Charter, the shares of the Company 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 approval of the General Meeting of Shareholders and in accordance with the provisions of law.
5. Ordinary shares must be offered on a priority basis to existing shareholders in proportion to their ownership of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. Shares not subscribed in full by shareholders shall be decided by the Board of Directors. The Board of Directors may allocate such shares to other subjects under conditions and methods deemed appropriate by the Board of Directors, but shall not sell such shares on more favorable conditions than those offered to existing shareholders unless otherwise approved by the General Meeting of Shareholders.
6. The Company may repurchase its own issued shares in accordance with the methods stipulated in this Charter and applicable laws. Shares repurchased by the Company are treasury shares, and the Board of Directors may re-offer such shares in accordance with the provisions of this Charter, the Law on Securities and relevant guiding documents. The Company may issue other types of securities in accordance with the provisions of law.



## **Article 6. Share certificates**

1. Shareholders of the Company shall be issued share certificates corresponding to the number and type of shares owned, except as stipulated in Clause 7 Article 6 of this Charter.
2. Shares are securities certifying the lawful rights and interests of the owner with respect to a portion of the share capital of the issuing organization. Share certificates must bear the Company's seal and the signature of the legal representative of the Company and contain other information as required by the Law on Enterprises.
3. Within thirty (30) days from the date of submission of a complete dossier requesting transfer of share ownership in accordance with the Company's regulations, or within two (02) months (or another period stipulated in the issuance terms) from the date of full payment for shares pursuant to the Company's share issuance plan, the share owner shall be issued a share certificate. The share owner shall not be required to pay printing costs for the share certificate.
4. In case only part of the registered shares recorded in a registered share certificate is transferred, the old certificate shall be canceled and a new certificate recording the remaining shares shall be issued free of charge.
5. In case a share certificate is lost, damaged or destroyed in any other form, the shareholder shall be reissued a share certificate upon request. The shareholder's request must include the following contents:
  - a. Information regarding the share certificate that has been lost, damaged or destroyed;
  - b. Commitment to bear responsibility for any disputes arising from the reissuance of the new share certificate.
6. The holder of bearer share certificates shall be solely responsible for safekeeping such certificates, and the Company shall not be liable in cases where such certificates are lost or used for fraudulent purposes.
7. The Company may issue registered shares not in certificated form. The Board of Directors may promulgate regulations permitting registered shares (whether certificated or uncertificated) to be transferred without requiring a written transfer instrument. The Board of Directors may promulgate regulations on share certificates and share transfers in accordance with the Law on Enterprises, the Law on Securities and this Charter.

## **Article 7. Other securities certificates**

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

## **Article 8. Transfer of shares**

1. All shares may be freely transferred unless otherwise stipulated in this Charter or by law. Shares listed on a Stock Exchange shall be transferred in accordance with the laws on securities and the securities market.

2. Shares that have not been fully paid shall not be transferred and shall not be entitled to related rights such as dividend entitlement, entitlement to receive shares issued to increase charter capital from equity, or the right to purchase newly offered shares.

#### **Article 9. Forfeiture of shares**

1. In case a shareholder fails to fully and timely pay the amount payable for subscribed shares, the Board of Directors shall notify and have the right to request such shareholder to pay the remaining amount together with interest thereon and costs incurred due to such failure.
2. The payment notice must clearly state the new payment deadline (at least seven (07) days from the date of sending the notice), payment location, and clearly indicate that failure to comply will result in forfeiture of unpaid shares.
3. The Board of Directors has the right to forfeit shares that are not fully and timely paid if the requirements stated in the notice are not fulfilled.
4. Forfeited shares shall be deemed shares available for offer and unpaid. The Board of Directors may directly or authorize the sale, redistribution or other disposition of such forfeited shares to the former shareholder or other subjects under conditions and methods deemed appropriate by the Board of Directors.
5. Shareholders holding forfeited shares shall lose shareholder status with respect to such shares but shall remain liable to pay all related amounts plus interest (not exceeding 18% per annum) calculated from the date of forfeiture until payment is made, as decided by the Board of Directors. The Board of Directors has full authority to decide on compulsory collection of the full value of the shares at the time of forfeiture.
6. Notice of forfeiture shall be sent to the holder of forfeited shares prior to the forfeiture. The forfeiture shall remain effective even in cases of error or negligence in sending such notice.

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

#### **Article 10. Organizational structure, governance and supervision\*\***

The organizational structure of management, governance and supervision of the Company includes:

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

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

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



1. Shareholders are the owners of the Company and have rights and obligations corresponding to the number and type of shares they own. Shareholders shall be liable for debts and other property obligations of the Company only within the scope of the capital they have contributed to the Company.
2. Holders of ordinary shares have the following rights:
  - a. To attend and speak at meetings of the General Meeting of Shareholders and exercise voting rights directly at the General Meeting of Shareholders or through authorized representatives, or through remote voting or other forms as stipulated by the Company Charter and law. Each ordinary share carries one voting right;
  - b. To receive dividends at the rate decided by the General Meeting of Shareholders;
  - c. To freely transfer fully paid shares in accordance with this Charter and applicable law;
  - d. To have priority to purchase newly offered shares in proportion to their ownership of ordinary shares;
  - e. To review, access and extract information relating to shareholders in the list of shareholders eligible to attend the General Meeting of Shareholders and request correction of inaccurate information;
  - f. To review, access, extract or copy the Company Charter, minutes of meetings of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;
  - g. In case of dissolution or bankruptcy of the Company, to receive a portion of the remaining assets corresponding to their contributed capital after the Company has settled debts and obligations to creditors and holders of other types of shares in accordance with law;
  - h. To request the Company to repurchase their shares in cases stipulated by the Law on Enterprises;
  - i. To be treated equally. Each share of the same class confers equal rights, obligations and interests. Where the Company has preference shares, the rights and obligations attached thereto 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 law;
  - k. To have their lawful rights and interests protected; to request suspension or cancellation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the Law on Enterprises;
  - l. Other rights as stipulated by this Charter and law.



3. Shareholders or groups of shareholders holding at least five percent (5%) of the total ordinary shares for a continuous period of at least six (06) months shall have the following rights:

a. To review, access and extract minutes and resolutions or decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts and transactions subject to approval by the Board of Directors and other documents, except those relating to trade secrets and business secrets of the Company;

b. To request the Board of Directors to convene a meeting of the General Meeting of Shareholders in accordance with Clause 3 Article 115 and Article 140 of the Law on Enterprises;

c. To request the Supervisory Board to examine specific matters related to management and operation of the Company when deemed necessary. Such request must be in writing and include: full name, contact address, nationality, legal identification number of individual shareholders; name, enterprise code or legal establishment document and head office address of organizational shareholders; number of shares and registration time of each shareholder, total shares of the group and ownership ratio; matters to be examined and purpose of examination;

d. To propose matters to be included in the agenda of the General Meeting of Shareholders. Proposals must be made in writing and submitted to the Company at least five (05) working days prior to the opening date of the meeting, stating the shareholder's name and the number of each class of shares owned and the proposed agenda items;

e. Other rights as stipulated in this Charter.

4. Shareholders or groups of shareholders holding at least ten percent (10%) of the total ordinary shares for a continuous period of at least six (06) months shall have the right to nominate candidates to the Board of Directors and the Supervisory Board, implemented as follows:

a. Ordinary shareholders forming a group to nominate candidates must notify attending shareholders of such grouping before the opening of the General Meeting of Shareholders. Shareholders or groups holding from 10% to less than 15% of voting shares may nominate one (01) candidate; from 15% to less than 20% may nominate up to two (02) candidates; from 20% to less than 25% may nominate up to three (03) candidates; from 25% to less than 30% may nominate up to four (04) candidates; from 30% to less than 35% may nominate up to five (05) candidates; from 35% to less than 40% may nominate up to six (06) candidates; from 40% to 45% may nominate up to seven (07) candidates; from 45% to less than 50% may nominate up to eight (08) candidates; from 50% to 55% may nominate up to nine (09) candidates; from 55% to less than 60% may nominate up to ten (10) candidates; and from 60% to less than 65% may nominate up to eleven (11) candidates;

b. Based on the number of members of the Board of Directors and the Supervisory Board, shareholders or groups of shareholders stipulated in this Clause may nominate one or more persons as candidates to the Board of Directors and the Supervisory Board as decided by the General Meeting of Shareholders. Where the number of nominated candidates is fewer than the



number entitled, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board and other shareholders.

#### **Article 12. Obligations of shareholders\*\***

1. To comply with the Company Charter and internal regulations of the Company; to comply with resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
2. To attend meetings of the General Meeting of Shareholders and exercise voting rights through the following forms:
  - a. Direct attendance and voting at the meeting;
  - b. Authorization of individuals or organizations to attend and vote at the meeting;
  - c. Participation and voting through online meetings, electronic voting or other electronic forms;
  - d. Sending voting ballots to the meeting by mail, fax, email or other means.
3. To pay in full and on time for subscribed shares.
4. To provide accurate addresses when subscribing for shares.
5. Not to withdraw contributed capital in the form of ordinary shares from the Company in any form, except where the Company or another party repurchases the shares. Any shareholder withdrawing part or all of contributed capital in violation of this Clause, together with related persons, shall be jointly liable for debts and other property obligations of the Company within the value of withdrawn shares and damages incurred.
6. To keep confidential information provided by the Company in accordance with this Charter and law; to use such information solely to exercise and protect lawful rights and interests; strictly prohibited from disseminating, copying or sending such information to other organizations or individuals.
7. To bear personal liability when acting in the name of the Company in any of the following acts:
  - a. Violating the law;
  - b. Conducting business and other transactions for personal gain or for the benefit of other organizations or individuals;
  - c. Paying debts not yet due in the face of potential financial risks to the Company.
8. To fulfill other obligations as prescribed by applicable law.

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

1. The General Meeting of Shareholders comprises all shareholders with voting rights and is the highest competent authority of the Company. The annual General Meeting of Shareholders shall be held once (01) a year. The annual General Meeting of Shareholders must be convened within four (04) months from the end of the fiscal year. In case the Company is unable to hold the annual General Meeting of Shareholders within four (04) months from the end of the fiscal year, the Board of Directors shall decide to extend the time for holding the annual General Meeting of Shareholders; however, such extension shall not exceed six (06) months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The venue of the General Meeting of Shareholders shall be determined as the place where the chairperson attends the meeting and must be located within the territory of Vietnam.
2. The Board of Directors shall convene the annual General Meeting of Shareholders and select an appropriate venue. The annual General Meeting of Shareholders shall decide matters in accordance with law and the Company's Charter, particularly approving audited financial statements and the budget for the following fiscal year. Independent auditors may be invited to attend the meeting to advise on the approval of the annual financial statements.
3. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:
  - a. When the Board of Directors deems it necessary for the interests of the Company;
  - b. When the number of members of the Board of Directors, independent members of the Board of Directors, or Supervisors is less than the number required by law;
  - c. When a shareholder or group of shareholders stipulated in Clause 3 Article 11 of this Charter requests in writing the convening of a General Meeting of Shareholders. The request must clearly state the reason and purpose of the meeting and contain sufficient signatures of the relevant shareholders, or be made in multiple copies collecting sufficient signatures of the relevant shareholders;
  - d. At the request of the Board of Supervisors;
  - e. Other cases as prescribed by law and the Company's Charter.
4. Convening an extraordinary General Meeting of Shareholders:
  - a. The Board of Directors must convene the General Meeting of Shareholders within thirty (30) days from the date on which the remaining number of members of the Board of Directors, independent members of the Board of Directors, or Supervisors falls under the requirement specified at Point b Clause 3 of this Article, or upon receipt of the request stipulated at Points d and e Clause 3 of this Article;
  - b. If the Board of Directors fails to convene the General Meeting of Shareholders in accordance with Point a Clause 4 of this Article, then within the following thirty (30) days, the Board of Supervisors shall replace the Board of Directors to convene the General Meeting of Shareholders in accordance with Clause 3 Article 140 of the Law on Enterprises;
  - c. If the Board of Supervisors fails to convene the General Meeting of Shareholders in accordance with Point b Clause 4 of this Article, then the shareholder or group of shareholders stipulated at Point c Clause 3 of this Article shall have the right to replace the



Board of Directors and the Board of Supervisors to convene the General Meeting of Shareholders in accordance with the Law on Enterprises.

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders shall have the right to request the business registration authority to supervise the order and procedures of convening, conducting the meeting, and adopting resolutions of the General Meeting of Shareholders. All costs for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. These costs shall not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

d. Procedures for organizing the General Meeting of Shareholders shall comply with Clause 5 Article 140 of the Law on Enterprises.

#### **Article 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 development orientation of the Company;
  - b. Deciding on the types of shares and the total number of shares of each type authorized to be offered; deciding the annual dividend rate for each type of share;
  - c. Electing, dismissing, and removing members of the Board of Directors and members of the Board of Supervisors;
  - d. Deciding on investment in or sale of assets with a value of 35% or more of the total asset value recorded in the latest financial statements of the Company, unless the Company's Charter provides for another ratio or value;
  - e. Deciding on amendments and supplements to the Company's Charter;
  - f. Approving annual financial statements;
  - g. Deciding on the repurchase of more than 10% of the total number of sold shares of each type;
  - h. Reviewing and handling violations committed by members of the Board of Directors and members of the Board of Supervisors that cause damage to the Company and its shareholders;
  - i. Deciding on the reorganization or dissolution of the Company;
  - j. Deciding on the budget or total remuneration, bonuses, and other benefits of the Board of Directors and the Board of Supervisors;
  - k. Approving the Internal Corporate Governance Regulations; Regulations on operation of the Board of Directors and the Board of Supervisors;
  - l. Approving the list of approved audit firms; deciding on the approved audit firm to conduct audits of the Company's activities; dismissing an approved auditor when deemed

necessary;

m. Deciding on changes to the charter capital of the Company;

n. Other rights and obligations as prescribed by law.

2. The General Meeting of Shareholders shall discuss and approve the following matters:
- a. Approval of audited annual financial statements;
  - b. Annual dividend payment rate for each type of share in accordance with the Law on Enterprises and rights attached to such share type;
  - c. Number of members of the Board of Directors and the Board of Supervisors;
  - d. Selection of the audit firm;
  - e. Election, dismissal, removal, and replacement of members of the Board of Directors and the Board of Supervisors;
  - f. Total remuneration, bonuses, and other benefits of members of the Board of Directors and the Board of Supervisors;
  - g. Amendment and supplementation of the Company's Charter;
  - h. Type and number of new shares issued for each type and the transfer of shares of founding shareholders within the first three years from the date of establishment;
  - i. Division, separation, consolidation, merger, or conversion of the Company;
  - j. Reorganization and dissolution (liquidation) of the Company and appointment of liquidators;
  - k. Annual business plan of the Company;
  - l. Decision on investment in or sale of assets with a value of 35% or more of the total asset value recorded in the latest audited financial statements of the Company;
  - m. The Company's repurchase of more than 10% of a class of issued shares;
  - n. Report of the Board of Directors on governance and operational results of the Board of Directors;
  - o. The Company's execution of contracts or transactions with entities stipulated in Clause 1 Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total asset value recorded in the latest financial statements of the Company;
  - p. Report of the Board of Supervisors on the Company's business performance and operational results of the Board of Directors and the General Director;
  - q. Self-assessment report on the performance of the Board of Supervisors and members of the Board of Supervisors;
  - r. Approval of transactions stipulated in Clause 4 Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020, as amended by Decree No. 245/2025/ND-CP effective from September 11, 2025, of the Government;
  - s. Approval of the Internal Corporate Governance Regulations; Regulations on operation of the Board of Directors; Regulations on operation of the Board of Supervisors;
  - t. Other matters as prescribed by this Charter and other regulations of the Company.
  - u. Shareholders shall not participate in voting in the following cases:
    - Approval of contracts stipulated in Clause 2 Article 14 of this Charter where such shareholder or its related person is a party to the contract;



- Repurchase of shares of such shareholder or its related person, except where the repurchase is conducted proportionally to the ownership of all shareholders or conducted through order matching or public tender offer on the Stock Exchange.
- All resolutions and matters included in the meeting agenda must be discussed and voted on at the General Meeting of Shareholders.

## Article 15. Authorised Representatives

1. Shareholders who are entitled to attend the General Meeting of Shareholders in accordance with the law may authorise their representatives to attend the meeting. In case more than one representative is appointed, the number of shares and the number of voting rights authorised to each representative must be clearly specified.
2. The authorisation for a representative to attend the General Meeting of Shareholders must be made in writing in accordance with the Company's prescribed form and must bear signatures as stipulated below:
  - a. In the case where an individual shareholder is the authorising party, the letter of authorisation must bear the signatures of such shareholder and the authorised representative attending the meeting;
  - b. In the case where the authorised representative of an institutional shareholder is the authorising party, the letter of authorisation must bear the signatures of the authorised representative, the legal representative of the shareholder, and the authorised representative attending the meeting;
  - c. In other cases, the letter of authorisation must bear the signatures of the legal representative of the shareholder and the authorised representative attending the meeting.

The authorised representative attending the General Meeting of Shareholders must submit the letter of authorisation prior to entering the meeting room.
3. In the event that a lawyer signs the letter of appointment of a representative on behalf of the authorising party, such appointment shall only be deemed valid if the letter of appointment is presented together with the power of attorney granted to the lawyer or a duly certified copy thereof (if it has not been previously registered with the Company).
4. Except for the case stipulated in Clause 3 of this Article 15, the voting ballot of an authorised representative attending the meeting within the scope of authorisation shall remain valid in any of the following cases:
  - a. The authorising party has died, has limited civil act capacity, or has lost civil act capacity;
  - b. The authorising party has revoked the authorisation;
  - c. The authorising party has revoked the authority of the person executing the authorisation.

This provision shall not apply if the Company has received notice of any of the above events prior to the opening time of the General Meeting of Shareholders or prior to the reconvening of the meeting.



## **Article 16. Changes of Rights**

1. Any change or cancellation of special rights attached to a class of preference shares shall take effect upon approval by shareholders holding at least sixty-five per cent (65%) of the ordinary shares attending the meeting. A resolution of the General Meeting of Shareholders regarding matters that adversely change the rights and obligations of shareholders owning preference shares shall only be passed if approved by shareholders of the same class of preference shares attending the meeting and holding seventy-five per cent (75%) or more of the total number of preference shares of such class, or by shareholders of the same class holding seventy-five per cent (75%) or more of the total number of preference shares of such class in the case of passing the resolution by way of written consultation. A meeting of shareholders holding a class of preference shares to approve such changes shall only be valid if there are at least two (02) shareholders (or their authorised representatives) holding at least one-third (1/3) of the total par value of the issued shares of such class. If the required quorum is not met, the meeting shall be reconvened within thirty (30) days thereafter, and shareholders holding shares of such class (regardless of the number of shareholders and the number of shares) who are present in person or through authorised representatives shall be deemed to constitute a sufficient quorum. At meetings of shareholders holding such preference shares, shareholders holding shares of such class present in person or through representatives may request a secret ballot. Each share of the same class shall carry equal voting rights at such meetings.

2. The procedures for conducting such separate meetings shall be implemented in accordance with the provisions of Articles 18, 19 and 20 of this Charter.

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

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

1. The Board of Directors shall convene the General Meeting of Shareholders, or the General Meeting of Shareholders shall be convened in the cases stipulated in Clause 3 Article 13 of this Charter.

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

a. Preparing the list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than ten (10) days prior to the date of sending the notice of invitation to the General Meeting of Shareholders. The Company must disclose information on the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days prior to the last registration date;

b. Preparing the agenda and contents of the meeting;

c. Preparing documents for the meeting;

d. Drafting resolutions of the General Meeting of Shareholders in accordance with the proposed contents of the meeting;

e. Determining the time and venue for holding the meeting;



f. Notifying and sending the notice of invitation to the General Meeting of Shareholders to all shareholders entitled to attend the meeting;

g. Providing information and resolving complaints relating to the list of shareholders;

h. Other tasks serving the meeting.

3. The notice of the General Meeting of Shareholders shall be sent to all shareholders by registered mail, fax, electronic mail, or other means, and simultaneously disclosed on the Company's website and on the websites of the State Securities Commission and the Stock Exchange. The person convening the General Meeting of Shareholders must send the notice of invitation to all shareholders included in the list of shareholders entitled to attend the meeting at least twenty-one (21) days prior to the opening date of the General Meeting of Shareholders (calculated from the date on which the notice is validly sent or dispatched, postage-paid, or placed in the mailbox). The agenda of the General Meeting of Shareholders and documents relating to matters to be voted on at the meeting shall be sent to shareholders and/or posted on the Company's website. In cases where documents are not enclosed with the notice of invitation to the General Meeting of Shareholders, the notice must clearly specify the link to access the full set of meeting documents for shareholders' reference, including:

a. The meeting agenda and documents to be used at the meeting;

b. The list and detailed information of candidates in the case of election of members of the Board of Directors or Controllers;

c. Voting ballots;

d. The form of appointment of authorised representatives to attend the meeting;

e. Draft resolutions for each issue on the meeting agenda.

4. A shareholder or a group of shareholders as stipulated in Clause 3 Article 11 of this Charter shall have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. Such proposals must be made in writing and sent to the Company at least five (05) working days prior to the opening date of the General Meeting of Shareholders. The proposal must include the full name of the shareholder, permanent address, nationality, citizen identification card number, identity card number, passport number or other lawful personal identification for individual shareholders; the name, enterprise code or establishment decision number, and head office address for institutional shareholders; the number and class of shares held by such shareholder; and the content of the proposed agenda item.

5. The person convening the General Meeting of Shareholders shall have the right to reject proposals stipulated in Clause 4 of this Article if they fall into one of the following cases:

a. The proposal is not submitted within the prescribed time limit or does not contain sufficient or proper information;

b. At the time of submission of the proposal, the shareholder or group of shareholders does not hold at least ten per cent (10%) of ordinary shares continuously for a minimum period of six (06) months as stipulated in Clause 3 Article 11 of this Charter;

c. The proposed issue does not fall within 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 proposals stipulated in Clause 4 of this Article into the proposed agenda and contents of the meeting, except in cases stipulated in Clause 5 of this Article. Such proposals shall be officially added to the agenda and contents of the meeting upon approval by the General Meeting of Shareholders.



7. In the event that shareholders representing one hundred per cent (100%) of the total voting shares attend the General Meeting of Shareholders in person or through authorised representatives, any resolutions unanimously approved by the General Meeting of Shareholders shall be deemed valid even if the convening procedures are not conducted in accordance with the prescribed order and procedures or if the matters voted on are not included in the agenda.

**Article 18. Conditions for Conducting the General Meeting of Shareholders**

1. The General Meeting of Shareholders shall be conducted when shareholders attending the meeting represent more than fifty per cent (50%) of the total voting shares.

2. If the required quorum is not present within thirty (30) minutes from the scheduled opening time of the meeting, the person convening the meeting shall cancel the meeting. The General Meeting of Shareholders must be reconvened within thirty (30) days from the intended date of the first meeting. The reconvened General Meeting of Shareholders shall only be conducted when attendees being shareholders or authorised representatives attending the meeting represent at least thirty-three per cent (33%) of the total voting shares.

3. If the second meeting cannot be conducted due to the absence of the required quorum within thirty (30) minutes from the scheduled opening time, the third meeting may be convened within twenty (20) days from the intended date of the second meeting, and in such case the meeting shall be conducted regardless of the number of shareholders or authorised representatives attending and shall be deemed valid and entitled to decide all matters proposed to be approved at the first General Meeting of Shareholders.

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

1. On the date of the General Meeting of Shareholders, the Company shall carry out shareholder registration procedures and shall continue such registration until all shareholders entitled to attend the meeting have completed registration.

2. Upon shareholder registration, the Company shall issue to each shareholder or authorised representative entitled to vote a voting card, which shall state the registration number, full name of the shareholder, full name of the authorised representative, and the number of voting rights of such shareholder. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted by votes in favour, against, or abstention. When voting is conducted at the meeting, voting cards in favour of a resolution shall be collected first, followed by voting cards against the resolution, and then the total number of votes in favour or against shall be counted to determine the outcome. The vote-counting results shall be announced immediately prior to the closing of the meeting. The General Meeting shall elect persons responsible for vote counting or supervising the vote counting at the proposal of the Chairperson. The number of members of the vote-counting committee shall be decided by the General Meeting of Shareholders based on the proposal of the Chairperson of the meeting.

3. Shareholders or authorised representatives arriving after the opening of the meeting shall have the right to register immediately and thereafter to participate and vote at the meeting immediately after registration. The Chairperson shall not be obliged to suspend the meeting to allow latecomers to register, and the validity of matters already voted on shall remain unchanged.

4. The election of the Chairperson, Secretary and vote-counting committee shall be conducted as follows:

a. The Chairperson of the Board of Directors shall act as the Chairperson or authorise another member of the Board of Directors to act as the Chairperson of the General Meeting of Shareholders convened by the Board of Directors. In case the Chairperson is absent or temporarily



unable to perform his/her duties, the remaining members of the Board of Directors shall elect one among themselves to act as the Chairperson on the basis of majority vote. If no Chairperson can be elected, the Head of the Supervisory Board shall preside over the meeting for the General Meeting of Shareholders to elect a Chairperson of the meeting from among the attendees, and the person receiving the highest number of votes shall act as the Chairperson of the meeting;

b. Except for the case stipulated in point a of this Clause, the person signing the notice convening the General Meeting of Shareholders shall preside for the General Meeting of Shareholders to elect the Chairperson of the meeting, and the person receiving the highest number of votes shall act as the Chairperson of the meeting;

c. The Chairperson shall appoint one or more persons to act as the Secretary of the meeting;

d. The General Meeting of Shareholders shall elect one or more persons to the vote-counting committee at the proposal of the Chairperson of the meeting.

5. The agenda and contents of the meeting must be approved by the General Meeting of Shareholders at the opening session. The agenda must clearly and specifically determine the time allocated for each issue in the agenda. Decisions of the Chairperson regarding the order, procedures, or events arising outside the agenda of the General Meeting of Shareholders shall have the highest decisive authority.

6. The Chairperson shall have the right to adjourn a duly quorate General Meeting of Shareholders to another time or change the venue of the meeting in the following cases:

a. The meeting venue does not have sufficient seating for all attendees;

b. Communication facilities at the meeting venue do not ensure shareholders' participation, discussion and voting;

c. There are attendees obstructing or disrupting order, posing a risk that the meeting cannot be conducted in a fair and lawful manner.

The maximum adjournment period shall not exceed three (03) working days from the scheduled opening date of the meeting. The reconvened meeting shall only consider matters that should have been lawfully resolved at the adjourned meeting.

7. The Chairperson of the meeting or the Secretary of the meeting may undertake necessary actions to conduct the General Meeting of Shareholders in a lawful and orderly manner or to ensure that the meeting reflects the wishes of the majority of attendees.

8. The Chairperson of the General Meeting of Shareholders shall have the following rights:

a. To request all attendees to be subject to inspections or other lawful and 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, deliberately disrupt order, obstruct the normal progress of the meeting, or fail to comply with security inspection requirements.

9. The Chairperson of the meeting shall have 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 reflecting the wishes of the majority of attendees, including:

a. Arranging seating at the General Meeting of Shareholders venue;

b. Ensuring the safety of all persons present at the meeting venues;

c. Facilitating shareholders' attendance (or continued attendance) at the meeting.



The person convening the General Meeting of Shareholders shall have full authority to modify the above measures and apply all measures if the Board of Directors deems it necessary. Measures applied may include issuing entry passes or using other selection methods.

10. In the event that the Company applies modern technology to organise the General Meeting of Shareholders via online meetings, the Company shall be responsible for ensuring that shareholders may attend and vote through electronic voting or other electronic means in accordance with Article 144 of the Law on Enterprises and Clause 3 Article 273 of Decree No. 155/2020/NĐ-CP dated 31 December 2020, as amended by Decree No. 245/2025/NĐ-CP effective from 11 September 2025, of the Government providing detailed guidance on the implementation of certain provisions of the Law on Securities.

#### **Article 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 rights** of all shareholders attending and voting at the meeting, except for cases stipulated in Clauses 3, 4 and 6, Article 148 of the Law on Enterprises:

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

2. The election of members of the Board of Directors and the Supervisory Board shall be carried out in accordance with Clause 3, Article 148 of the Law on Enterprises.

3. Other resolutions shall be adopted when approved by shareholders holding **more than 51% of the total voting rights** of all shareholders attending and voting at the meeting, except for the cases stipulated in Clause 1 of this Article and Clauses 3, 4 and 6, Article 148 of the Law on Enterprises.

4. Resolutions of the General Meeting of Shareholders adopted by **100% of the total voting shares** shall be lawful and effective even if the procedures and formalities for convening the meeting and adopting such resolutions are not carried out in full compliance with regulations.

#### **Article 21. Authority and Procedures for Collecting Written Opinions of Shareholders to Pass Decisions of the General Meeting of Shareholders**

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

1. The Board of Directors shall have the right to collect written opinions of shareholders to pass Resolutions of the General Meeting of Shareholders at any time if it deems it necessary for the interests of the Company.



2. The Board of Directors shall prepare opinion ballots, draft Resolutions of the General Meeting of Shareholders, and explanatory documents for the draft resolutions. The Board of Directors must ensure that the documents are sent to and disclosed to shareholders within a reasonable period for consideration and voting, and must be sent no later than ten (10) days prior to the deadline for receipt of opinion ballots. The requirements and methods for sending opinion ballots and enclosed documents shall comply with Clause 3, Article 17 of this Charter.
3. An opinion ballot must contain the following principal contents:
  - a. Name, head office address, and enterprise identification number;
  - b. Purpose of collecting opinions;
  - c. Full name, contact address, nationality, Citizen Identity Card number, Identity Card number, Passport number, or other lawful personal identification of an individual shareholder; name, enterprise identification number or establishment decision number, head office address of an institutional shareholder; or full name, permanent address, nationality, Citizen Identity Card number, Identity Card number, Passport number, or other lawful personal identification of the authorized representative of an institutional shareholder; number of shares of each class and number of voting rights of the shareholder;
  - d. Matters to be submitted for opinion collection to pass decisions;
  - e. Voting options including approval, disapproval, and abstention for each matter subject to opinion collection;
  - f. Deadline for returning the completed opinion ballot to the Company;
  - g. Full name and signature of the Chairman of the Board of Directors and the legal representative of the Company.
4. Shareholders may return completed opinion ballots to the Company by mail, fax, or electronic mail in accordance with the following provisions:
  - a. In case of postal mail, the completed opinion ballot must bear the signature of an individual shareholder, or of the authorized representative or legal representative of an institutional shareholder. The opinion ballot must be sealed in an envelope, and no one shall be permitted to open it before the vote counting;
  - b. In case of fax or electronic mail, the opinion ballots sent to the Company must be kept confidential until the time of vote counting;
  - c. Opinion ballots received by the Company after the deadline specified in the ballot, or opened prematurely in the case of postal mail, or disclosed in the case of fax or electronic mail, shall be invalid. Opinion ballots not returned shall be deemed as non-participating votes.
5. The Board of Directors shall count the votes and prepare a vote-counting minutes in the presence of the Board of Supervisors or a shareholder who is not an executive officer of the Company. The vote-counting minutes must contain the following principal contents:
  - a. Name, head office address, and enterprise identification number;

- b. Purpose and matters subject to opinion collection for passing decisions;
- c. Number of shareholders and total number of voting rights participating in the voting, clearly stating the number of valid votes, invalid votes, and methods of vote submission, together with an appendix listing shareholders participating in the voting;
- d. Total number of approval votes, disapproval votes, and abstentions for each matter;
- e. Decisions passed and the corresponding approval ratios;
- f. Full name and signatures of the Chairman of the Board of Directors, the vote counter, and the vote supervisor.

Members of the Board of Directors, the vote counter, and the vote supervisor shall bear joint liability for the truthfulness and accuracy of the vote-counting minutes, and joint liability for any damages arising from decisions passed due to dishonest or inaccurate vote counting.

- 6. The vote-counting minutes and resolutions must be sent to shareholders within fifteen (15) days from the date of completion of vote counting.
- 7. In case the Company has an official website, the sending of the vote-counting minutes may be replaced by posting them on the Company's website within twenty-four (24) hours from the time of completion of vote counting.
- 8. Completed opinion ballots, vote-counting minutes, full text of the adopted resolutions, and all relevant documents enclosed with the opinion ballots must be retained at the Company's head office.
- 9. Decisions adopted in the form of collecting written opinions of shareholders must be approved by shareholders representing at least fifty-one percent (51%) of the total voting shares and shall have the same validity as resolutions adopted at a meeting of the General Meeting of Shareholders.

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

- 1. Meetings of the General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese and may also be prepared in English, and must contain the following principal contents:
  - a. Name, head office address, and enterprise identification number;
  - b. Time and venue of the General Meeting of Shareholders;
  - c. Meeting agenda and contents;
  - d. Summary of the meeting proceedings and opinions expressed at the General Meeting of Shareholders on each matter in the meeting agenda;



e. Number of shareholders and total voting rights of shareholders attending the meeting, with an appendix of the list of registered shareholders and shareholder representatives attending the meeting, indicating the number of shares and corresponding voting rights;  
f. Total number of votes on each matter submitted for voting, clearly stating the voting method, total number of valid votes, invalid votes, approval votes, disapproval votes, and abstentions, and the corresponding ratios based on the total voting rights of shareholders attending the meeting;

g. Matters approved and the corresponding approval ratios;

h. Full names and signatures of the chairperson and the secretary. In case the chairperson or the secretary refuses to sign the meeting minutes, such minutes shall be legally valid if signed by all other members of the Board of Directors attending the meeting and containing all contents as prescribed in this Clause. The minutes must clearly state the refusal of the chairperson or secretary to sign.

Minutes prepared in both Vietnamese and English shall have equal legal validity. In case of discrepancies between the Vietnamese and English versions, the Vietnamese version shall prevail.

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 minutes shall bear joint liability for the truthfulness and accuracy of the contents of the minutes.
3. Resolutions and minutes of the General Meeting of Shareholders, appendices of the list of shareholders registered to attend the meeting with shareholders' signatures, powers of attorney for meeting attendance, all documents attached to the minutes (if any), and documents related to the meeting invitation notice must be disclosed in accordance with the law on information disclosure in the securities market and must be retained at the Company's head office.

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

Within ninety (90) days from the date of receipt of the minutes or resolutions of the General Meeting of Shareholders or the vote-counting minutes of written opinion collection of shareholders, a shareholder or a group of shareholders as specified in Clause 3, Article 11 of this Charter shall have the right to request a Court or an Arbitral Tribunal to review and annul decisions of the General Meeting of Shareholders in the following cases:

1. The procedures and formalities for convening the meeting or collecting written opinions of shareholders and adopting decisions of the General Meeting of Shareholders are not carried out in accordance with the provisions of the Law on Enterprises and this Charter, except for the case specified in Clause 4, Article 20 of this Charter.
2. The contents of the resolution violate the law or this Charter.



In case a decision of the General Meeting of Shareholders is annulled by a decision of a Court or an Arbitral Tribunal, the convener of the annulled General Meeting of Shareholders may consider reorganizing the General Meeting of Shareholders within thirty (30) days in accordance with the procedures prescribed in the Law on Enterprises and this Charter.

## **VII. BOARD OF DIRECTORS**

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

1. In case candidates have been identified in advance, information relating to the candidates for the Board of Directors shall be included in the documents of the General Meeting of Shareholders and disclosed at least ten (10) days prior to the opening date of the General Meeting of Shareholders on the Company's website so that shareholders may study such candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the truthfulness, accuracy, and reasonableness of the disclosed personal information and must commit to performing their duties honestly and prudently for the benefit of the Company if elected as members of the Board of Directors. Information relating to candidates for the Board of Directors to be disclosed shall include at least the following contents:

- a. Full name; date, month, and year of birth;
- b. Educational background;
- c. Professional qualifications;
- d. Working experience;
- e. Companies in which the candidate is currently holding positions as a member of the Board of Directors and other managerial positions;
- f. Assessment report on the candidate's contributions to the Company, in case such candidate is currently a member of the Company's Board of Directors;
- g. Interests related to the Company and related parties of the Company (if any);
- h. Full name of the shareholder or group of shareholders nominating such candidate (if any);
- i. Other information (if any).
- j. A public company shall be responsible for disclosing information on companies in which the candidate is holding positions as a member of the Board of Directors, other managerial positions, and interests related to such companies of the candidate for the Board of Directors (if any).

2. A shareholder or a group of shareholders owning from 10% of the total ordinary shares for a continuous period of at least six (6) months shall have the right to nominate candidates for the Board of Directors in accordance with the provisions of the Law on Enterprises and the Company's Charter.

3. In case the number of candidates for the Board of Directors through nomination and self-nomination is still insufficient as required in accordance with Clause 5 Article 115 of the Law on Enterprises, the incumbent Board of Directors may nominate additional candidates or organize



nominations in accordance with the Company's Charter, the Internal Corporate Governance Regulations, and the Operating Regulations of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

4. Members of the Board of Directors must satisfy the standards and conditions as prescribed in Clauses 1 and 2 Article 155 of the Law on Enterprises and the Company's Charter.

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

1. The number of members of the Board of Directors shall be from five (5) to eleven (11) members. The term of office of members of the Board of Directors shall not exceed five (05) years and members may be re-elected with 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 two (02) consecutive terms. In case all members of the Board of Directors simultaneously end their terms, such members shall continue to be members of the Board of Directors until new members are elected to replace them and take over the work.

2. The composition of the Board of Directors shall be as follows:

The Board of Directors of a public company must ensure that at least one-third (1/3) of the total number of Board members are non-executive members. The Company shall minimize members of the Board of Directors concurrently holding executive positions in the Company in order to ensure the independence of the Board of Directors.

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

a. At least one (01) independent member in case the Board of Directors has from three (03) to five (05) members;

b. At least two (02) independent members in case the Board of Directors has from six (06) to eight (08) members;

c. At least three (03) independent members in case the Board of Directors has from nine (09) to eleven (11) members.

3. A member of the Board of Directors shall cease to hold the position of a member of the Board of Directors in the following cases:

a. No longer satisfying the qualifications to be a member of the Board of Directors in accordance with the Law on Enterprises or being prohibited by law from serving as a member of the Board of Directors;

b. Submitting a resignation letter and being approved by the General Meeting of Shareholders;

c. Suffering from mental disorder and other members of the Board of Directors having professional evidence proving that such person no longer has civil act capacity;

d. Failing to attend meetings of the Board of Directors for six (06) consecutive months, except in cases of force majeure;

e. Upon decision of the General Meeting of Shareholders;



f. Providing false personal information when submitting to the Company in the capacity of a candidate for the Board of Directors;

g. Other cases as prescribed by law and this Charter.

4. The appointment of members of the Board of Directors must be disclosed in accordance with the provisions of the law on securities and the securities market.

5. Members of the Board of Directors may not be shareholders of the Company.

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

1. The Board of Directors is the management body of the Company and has full authority, in the name of the Company, to decide and exercise the rights and obligations of the Company, except for the rights and obligations falling under the authority of the General Meeting of Shareholders.

2. The powers and duties of the Board of Directors are prescribed by law, the Company's Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and duties:

a. To decide on the strategy and medium-term development plans and the annual business plan of the Company;

b. To determine operational objectives on the basis of strategic objectives approved by the General Meeting of Shareholders;

c. To elect, dismiss, and remove the Chairperson of the Board of Directors; to appoint, dismiss, enter into contracts with, and terminate contracts with the General Director and other key managers as stipulated in the Company's Charter; to decide on salaries, remuneration, bonuses, and other benefits of such managers; to appoint authorized representatives to participate in the Members' Council or the General Meeting of Shareholders of other companies, and to decide on remuneration and other benefits of such representatives;

d. To supervise and direct the General Director and other managers in the management of the Company's daily business operations;

e. To settle complaints of the Company against enterprise executives, as well as to decide on the selection of the Company's representatives to resolve issues related to legal procedures involving such executives;

f. To decide on the organizational structure of the Company, internal management regulations of the Company, the establishment of subsidiaries, the establishment of branches and representative offices, and capital contribution to, or purchase of shares in, other enterprises;

g. To propose the reorganization or dissolution of the Company, or to request bankruptcy of the Company;

h. To decide on the issuance of the Regulations on operation of the Board of Directors, the Internal Corporate Governance Regulations after approval by the General Meeting of Shareholders; to decide on the issuance of the Operating Regulations of the Audit Committee/Internal Audit Board under the Board of Directors, the operating regulations of subcommittees under the Board of Directors, and the Company's information disclosure regulations;



i. To approve the agenda and contents of documents serving the General Meeting of Shareholders; to convene meetings of the General Meeting of Shareholders or to collect written opinions for the General Meeting of Shareholders to pass resolutions;

j. To propose the annual dividend rate; to decide on the time limit and procedures for dividend payment or handling of losses arising in the course of business operations;

k. To propose types of shares to be issued and the total number of shares to be issued for each type;

l. To decide on the sale of unsold shares within the scope of the number of shares authorized for offering of each type; to decide on raising additional capital in other forms;

m. To decide on the offering price of shares and bonds of the Company;

n. To submit the audited annual financial statements and the corporate governance report to the General Meeting of Shareholders;

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

p. To decide on investment plans and investment projects within authority and limits as prescribed by law;

q. To decide on solutions for market development, marketing, and technology;

r. Other powers and duties as prescribed by the Law on Enterprises, the Law on Securities, other relevant laws, and the Company's Charter.

3. The following matters must be approved by the Board of Directors:

a. Establishment of branches or representative offices of the Company;

b. Establishment of subsidiaries of the Company;

c. Approval of contracts for purchase, sale, borrowing, lending, and other contracts or transactions with a value equal to or exceeding 35% of the total asset value recorded in the most recent financial statements of the Company, except for contracts or transactions falling under the decision-making authority of the General Meeting of Shareholders as prescribed at Point d Clause 2 Article 138, Clauses 1 and 3 Article 167 of the Law on Enterprises. The Board of Directors shall decide on the performance, amendment, and termination of the Company's contracts;

d. Appointment and dismissal of persons authorized by the Company as commercial representatives and lawyers of the Company;

e. Borrowing and the implementation of mortgages, security interests, guarantees, and indemnities of the Company;

f. Investments not included in the business plan and budget exceeding 10% of the value of the annual business plan and budget;

g. Purchase or sale of shares or capital contributions in other companies established in Vietnam or abroad;

h. Valuation of assets contributed to the Company not in cash in share or bond issuance of the Company, including gold, land use rights, intellectual property rights, technology, and technological know-how;

i. Repurchase or withdrawal of not more than 10% of the total number of shares of each type already offered for sale within twelve (12) months;

j. Decision on the repurchase or withdrawal price of the Company's shares;

k. Other business matters or transactions which the Board of Directors determines require approval within its scope of authority and responsibility.



4. The Board of Directors must report to the General Meeting of Shareholders on the results of the Board of Directors' operations in accordance with Article 280 of Decree No. 155/2020/ND-CP dated 31 December 2020, as amended by Decree No. 245/2025/ND-CP effective from 11 September 2025 of the Government detailing the implementation of certain articles of the Law on Securities.

5. Unless otherwise provided by law or the Company's Charter, the Board of Directors may authorize subordinate employees and other executives to represent the Company in handling matters on behalf of the Company.

6. The Company has the right to pay remuneration and bonuses to members of the Board of Directors based on business results and performance.

7. Members of the Board of Directors are entitled to work remuneration and bonuses. Work remuneration shall be calculated based on the number of working days necessary to complete the duties of a member of the Board of Directors and the daily remuneration rate. The Board of Directors shall estimate the remuneration for each member on the principle of consensus. The total remuneration and bonuses of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

8. 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 annual financial statements of the Company, and shall be reported to the General Meeting of Shareholders at the annual meeting.

9. Members of the Board of Directors are entitled to be reimbursed for all travel, accommodation, meal, and other reasonable expenses incurred in performing their responsibilities as members of the Board of Directors, including expenses incurred in attending meetings of the Board of Directors, its subcommittees, or the General Meeting of Shareholders.

10. Members of the Board of Directors holding executive positions, or members of the Board of Directors working in subcommittees of the Board of Directors, or performing other tasks beyond the normal scope of duties of a member of the Board of Directors, may be paid additional remuneration in the form of a lump-sum fee per assignment, salary, commission, profit percentage, or other forms as decided by the Board of Directors.

11. Members of the Board of Directors may be covered by liability insurance purchased by the Company after approval by the General Meeting of Shareholders. Such insurance shall not cover liabilities of members of the Board of Directors arising from violations of law and the Company's Charter.

12. Conditions for being an independent member of the Board of Directors:

a. Not being a person currently working for the Company, the parent company, or a subsidiary of the Company; not being a person who has worked for the Company, the parent company, or a subsidiary of the Company for at least three (03) consecutive years immediately preceding;

b. Not being a person currently receiving salary or remuneration from the Company, except for allowances to which members of the Board of Directors are entitled in accordance with regulations;

c. Not being a person whose spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adoptive child, biological sibling is a major shareholder of the Company, or a manager of the Company or a subsidiary of the Company;



d. Not being a person who directly or indirectly owns at least 1% of the total voting shares of the Company;

e. Not being a person who has served as a member of the Board of Directors or the Supervisory Board of the Company for at least five (05) consecutive years immediately preceding, except in the case of being appointed for two (02) consecutive terms.

## **Article 27. Chairperson and Vice Chairperson of the Board of Directors**

1. The Chairperson and Vice Chairperson of the Board of Directors shall be elected, dismissed, and removed by the Board of Directors from among its members. The Chairperson of the Board of Directors shall not concurrently hold the position of General Director.

2. The Chairperson of the Board of Directors has the following powers and duties:

- a. To formulate the agenda and operational plan of the Board of Directors;
- b. To prepare the agenda, contents, and documents for meetings; to convene, organize, and preside over meetings of the Board of Directors;
- c. To organize the adoption of resolutions and decisions of the Board of Directors;
- d. To supervise the implementation of resolutions and decisions of the Board of Directors;
- e. To preside over meetings of the General Meeting of Shareholders;
- f. Other powers and duties as prescribed by the Law on Enterprises and this Charter.

The Vice Chairperson shall have the same powers and duties as the Chairperson in cases where he/she is authorized by the Chairperson, but only where the Chairperson has notified the Board of Directors that he/she is absent or must be absent due to force majeure or is unable to perform his/her duties. In the event that the Chairperson does not designate the Vice Chairperson to act in such capacity, the remaining members of the Board of Directors shall designate the Vice Chairperson. In case both the Chairperson and the Vice Chairperson are temporarily unable to perform their duties for any reason, the Board of Directors may appoint another member from among themselves to perform the duties of the Chairperson in accordance with the principle of a majority vote.

3. In the event that the Chairperson and the Vice Chairperson of the Board of Directors resign or are dismissed or removed, the Board of Directors must elect replacements within ten (10) days from the date of receipt of the resignation letter or the date of dismissal or removal.

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

1. The Chairperson of the Board of Directors shall be elected at the first meeting of the Board of Directors within seven (07) working days from the date of completion of the election of such Board of Directors. This meeting shall be convened and chaired by the member having the highest number of votes or the highest voting ratio. In case more than one member has the same and highest number of votes or voting ratio, the members shall vote by majority to select one (01) of



them to convene the meeting of the Board of Directors. The Board of Directors shall meet at least once every quarter and may hold extraordinary meetings.

2. The Chairperson of the Board of Directors shall convene extraordinary meetings when deemed necessary for the benefit of the Company. In addition, the Chairperson of the Board of Directors must convene a meeting of the Board of Directors and must not delay without legitimate reasons when one of the following subjects submits a written request stating the purpose of the meeting and matters to be discussed:

- a. The Executive General Director or at least five (05) other managers;
- b. At least two (02) members of the Board of Directors or an independent member of the Board of Directors;
- c. The Supervisory Board or an independent member of the Board of Directors;
- d. Other cases (if any).

3. The Chairperson of the Board of Directors must convene a meeting of the Board of Directors within seven (07) working days from the date of receipt of the request specified in Clause 2 of this Article. In case the Chairperson of the Board of Directors fails to convene a meeting as requested, the Chairperson shall be responsible for any damage incurred by the Company; the requesting person(s) shall have the right to replace the Chairperson in convening the meeting of the Board of Directors.

4. The Chairperson of the Board of Directors or the person convening the meeting of the Board of Directors must send the meeting invitation notice no later than three (03) working days prior to the meeting date. Members of the Board of Directors may refuse the meeting invitation notice in writing, and such refusal may be changed or withdrawn by written notice of such member of the Board of Directors. The meeting invitation notice must clearly specify the time and venue of the meeting, the agenda, matters for discussion, and matters for decision. The meeting invitation notice must be accompanied by documents to be used at the meeting and voting ballots of members.

The meeting invitation notice of the Board of Directors may be sent by written invitation, telephone, fax, electronic means, or other methods as prescribed in the Company's Charter, provided that it is delivered to the registered contact address of each member of the Board of Directors at the Company.

5. The Chairperson of the Board of Directors or the person convening the meeting shall send the meeting invitation notice and enclosed documents to members of the Supervisory Board in the same manner as to members of the Board of Directors. Members of the Supervisory Board have the right to attend meetings of the Board of Directors; they have the right to discuss but shall not have the right to vote.

6. The first meeting of the Board of Directors shall be conducted only when at least three quarters (3/4) of the members of the Board of Directors are present or represented by a proxy (authorized person). In case the required number of attending members is not met, the meeting must be reconvened within seven (07) days from the scheduled date of the first meeting. In such case, the reconvened meeting shall be conducted if more than one half (1/2) of the members of the Board of Directors attend the meeting.



7. A member of the Board of Directors shall be deemed to have attended and voted at a meeting in the following cases:

- a. Attending and voting in person at the meeting;
- b. Authorizing another person to attend and vote at the meeting in accordance with Clause 9 of this Article;
- c. Attending and voting via online conference, electronic voting, or other electronic forms;
- d. Sending voting ballots to the meeting by mail, fax, or email;
- e. Sending voting ballots by other means.

8. In case voting ballots are sent to the meeting by mail, such voting ballots must be enclosed in sealed envelopes and must be delivered to the Chairperson of the Board of Directors no later than one (01) hour before the opening of the meeting. Voting ballots shall only be opened in the presence of all attendees of the meeting.

9. Members must attend all meetings of the Board of Directors. A member may authorize another person to attend and vote at a meeting if approved by a majority of the members of the Board of Directors.

10. The Board of Directors shall adopt decisions and pass resolutions based on affirmative votes of a majority of attending members of the Board of Directors (more than 50%). In case the number of affirmative votes and dissenting votes is equal, the vote of the Chairperson of the Board of Directors shall be the deciding vote.

11. Meetings of the Board of Directors may be held in the form of online conferences among members of the Board of Directors when all or some members are located at different locations, provided that each participating member can:

- a. Hear every other participating member of the Board of Directors speaking at the meeting;
- b. Speak to all other participating members simultaneously.

Communication among members may be conducted directly by telephone or by other information communication means (including the use of such means at the time of adoption of this Charter or thereafter), or a combination of all such means. Members of the Board of Directors participating in such meetings shall be deemed to be "present" at such meetings. The meeting venue organized under this provision shall be the location where the largest group of members of the Board of Directors is assembled, or if there is no such group, the location where the presiding officer of the meeting is present.

Resolutions adopted at a meeting conducted by telephone and duly organized and conducted shall take effect immediately upon the conclusion of the meeting, but must be confirmed by signatures in the minutes of all members of the Board of Directors attending such meeting.



12. Resolutions adopted in the form of written consultation shall be passed on the basis of affirmative opinions of a majority of members of the Board of Directors having voting rights. Such resolutions shall have the same effect and validity as resolutions adopted by members of the Board of Directors at a meeting duly convened and conducted in accordance with normal procedures.

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

1. The Board of Directors may establish subcommittees under its authority to be in charge of development policy, personnel, remuneration, internal audit, and risk management. The number of members of each subcommittee shall be decided by the Board of Directors, but should include at least three (03) persons, comprising 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 the majority of the subcommittee, and one of such members shall be appointed as the Head of the subcommittee by decision of the Board of Directors. The operation of subcommittees must comply with the regulations of the Board of Directors. Resolutions of a subcommittee shall only be effective when approved by a majority of members attending and voting at a meeting of the subcommittee.

2. The implementation of decisions of the Board of Directors, or of subcommittees under the Board of Directors, or of persons holding the capacity of members of subcommittees of the Board of Directors must comply with current legal regulations and the provisions of the Company's Charter and the Internal Corporate Governance Regulations.

## **Article 30. Person in charge of corporate governance**

1. The Board of Directors shall appoint at least one (01) person as the Person in charge of corporate governance to support corporate governance activities. The Person in charge of corporate governance may concurrently serve as the Company Secretary in accordance with Clause 5 Article 156 of the Law on Enterprises.

2. The Person in charge of corporate governance must satisfy the following standards:

- a. Having knowledge of law;
- b. Not concurrently working for an independent auditing firm that is conducting the audit of the Company's financial statements;
- c. Other standards as prescribed by law, this Charter, and decisions of the Board of Directors.

3. The Board of Directors may dismiss the Person in charge of corporate governance when necessary, provided that such dismissal does not violate current labor law regulations. The Board of Directors may appoint an Assistant to the Person in charge of corporate governance from time to time.

4. The Person in charge of corporate governance has the following powers and duties:

- a. To advise the Board of Directors on the organization of the General Meeting of Shareholders in accordance with regulations and on matters relating to the relationship between the Company and shareholders;



- b. To prepare meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders at the request of the Board of Directors or the Supervisory Board;
- c. To advise on meeting procedures;
- d. To attend meetings;
- e. To advise on procedures for formulating resolutions of the Board of Directors in compliance with legal regulations;
- f. To provide financial information, copies of minutes of meetings of the Board of Directors, and other information to members of the Board of Directors and Supervisors;
- g. To act as the focal point of contact with related stakeholders;
- h. To maintain confidentiality of information in accordance with legal regulations and the Company's Charter;
- i. Other powers and duties as prescribed by law and the Company's Charter;
- j. To supervise and report to the Board of Directors on the Company's information disclosure activities.

## **VIII. THE EXECUTIVE GENERAL DIRECTOR, OTHER MANAGERS AND THE COMPANY SECRETARY**

### **Article 31. Management structure**

The management system of the Company must ensure that the management apparatus is accountable to the Board of Directors and subject to the supervision and direction of the Board of Directors in the daily business operations of the Company. The Company shall have an Executive General Director, Executive Deputy General Directors, one Chief Accountant, and other managerial positions appointed by the Board of Directors. The Executive General Director and Executive Deputy General Directors may concurrently be members of the Board of Directors. The appointment, dismissal, and removal of the above-mentioned positions must be approved by resolutions or decisions of the Board of Directors.

### **Article 32. Enterprise executives**

1. Enterprise executives of the Company include the General Director, Deputy General Directors, the Chief Accountant, and other executives as prescribed by the Company's Charter.
2. At the proposal of the General Director and with the approval of the Board of Directors, the Company may recruit other executives in numbers and with standards appropriate to the organizational structure and management regulations of the Company as prescribed by the Board of Directors. Enterprise executives must diligently perform their responsibilities to support the Company in achieving its operational and organizational objectives.
3. Remuneration, salary, benefits, and other terms in the labor contract of the General Director shall be decided by the Board of Directors, and contracts with other executives shall be decided by the Board of Directors after consulting the General Director.
4. Salaries of enterprise 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 annual financial statements of the Company, and must be reported to the General Meeting of Shareholders at the annual meeting.



### **Article 33. Appointment, dismissal, duties and powers of the Executive General Director**

1. **Appointment:** The Board of Directors shall appoint a member of the Board of Directors or another person as the Executive General Director and shall enter into a contract stipulating salary, remuneration, benefits, and other terms relating to employment.
2. The term of office of the Executive General Director shall not exceed five (05) years and may be reappointed with an unlimited number of terms. The Executive General Director must satisfy the standards and conditions prescribed by law and the Company's Charter.
3. The Executive General Director has the following powers and responsibilities:
  - a. To organize the implementation of resolutions and decisions of the Board of Directors and the General Meeting of Shareholders; to organize the business plan and investment plans of the Company;
  - b. To decide on all matters relating to the daily business operations of the Company that do not fall under the authority of the Board of Directors, including representing the Company in signing financial and commercial contracts, organizing and managing the Company's routine production and business activities in accordance with best management practices;
  - c. To appoint, dismiss, and remove managerial positions within the Company, except for positions falling under the authority of the Board of Directors;
  - d. To recruit employees; to decide on salaries and other benefits for employees of the Company, including managers under the appointment authority of the Executive General Director;
  - e. To propose dividend payment plans or loss handling plans in business operations;
  - f. To propose plans on organizational structure and internal management regulations of the Company;
  - g. To perform all other activities in accordance with this Charter, the Company's regulations, resolutions of the Board of Directors, the labor contract of the Executive General Director, and the law.
4. **Reporting to the Board of Directors and shareholders:** The Executive General Director shall be responsible to the Board of Directors and the General Meeting of Shareholders for the performance of assigned duties and powers and must report to such bodies upon request.
5. The Board of Directors may dismiss the Executive General Director upon approval by a majority of the members of the Board of Directors (in which case the vote of the Executive General Director shall not be counted if such person is a member of the Board of Directors) and appoint a new Executive General Director as replacement.

### **Article 34. Company Secretary**

When deemed necessary, the Board of Directors shall decide on the appointment of a Company Secretary. The Company Secretary has the following powers and duties:

To support the organization and convening of meetings of the General Meeting of Shareholders and the Board of Directors; to record meeting minutes; To support members of the Board of Directors in exercising their assigned rights and obligations; To support the Board of Directors in applying and implementing corporate governance principles; To support the Company



in building shareholder relations and protecting the lawful rights and interests of shareholders; compliance with obligations on information provision, information disclosure, and administrative procedures; Other powers and duties as prescribed in the Company's Charter.

## **IX. THE SUPERVISORY BOARD**

### **Article 35. Nomination and candidacy of Supervisors**

1. The nomination and candidacy of Supervisors shall be conducted in accordance with Clause 1, Article 24 and Clause 4, Article 11 of this Charter.
2. In case the number of candidates for the Supervisory Board proposed through nomination and self-nomination is insufficient, the incumbent Supervisory Board may nominate additional candidates or organize nominations in accordance with the mechanisms prescribed in the Company's Charter, the Internal Corporate Governance Regulations, and the operating regulations of the Supervisory Board. The nomination of additional candidates by the incumbent Supervisory Board must be clearly disclosed prior to the General Meeting of Shareholders voting to elect members of the Supervisory Board in accordance with law.

### **Article 36. Members of the Supervisory Board and the Head of the Supervisory Board**

1. The Supervisory Board of the Company shall have at least three (03) members. The term of office of a Supervisory Board member shall not exceed five (05) years and members may be re-elected with an unlimited number of terms.
2. Supervisors must satisfy the standards and conditions prescribed in Article 169 of the Law on Enterprises and the Company's Charter, and must not fall under the following cases:
  - a. Working in the accounting or finance department of the Company;
  - b. Being a member or employee of an independent auditing firm conducting audits of the Company's financial statements during the preceding three (03) consecutive years.
3. The members of the Supervisory Board shall elect one (01) among them as the Head of the Supervisory Board. The election, dismissal, and removal of the Head of the Supervisory Board shall be conducted on the principle of majority vote. More than one half of the members of the Supervisory Board must permanently reside in Vietnam. The Head of the Supervisory Board must hold at least a university degree in one of the following fields: economics, finance, accounting, auditing, law, business administration, or other fields related to the business operations of the enterprise.

The Head of the Supervisory Board has the following rights and responsibilities:

  - a. To convene meetings of the Supervisory Board;
  - b. To request the Board of Directors, the General Director, and other executives to provide relevant information for reporting to the Supervisory Board;
  - c. To prepare and sign reports of the Supervisory Board after consulting the Board of Directors for submission to the General Meeting of Shareholders.



4. A member of the Supervisory Board shall be dismissed in the following cases:
  - a. No longer satisfying the standards and conditions for being a Supervisory Board member as prescribed by the Law on Enterprises;
  - b. Failing to perform his/her rights and obligations for six (06) consecutive months, except in cases of force majeure;
  - c. Submitting a resignation letter which is approved by the General Meeting of Shareholders;
  - d. Other cases as prescribed by law and this Charter.
5. A member of the Supervisory Board shall be removed in the following cases:
  - a. Failing to fulfill assigned duties and tasks;
  - b. Committing serious violations or repeated violations of the obligations of a Supervisory Board member as prescribed by the Law on Enterprises and the Company's Charter;
  - c. Pursuant to a decision of the General Meeting of Shareholders;
  - d. Other cases as prescribed by law and this Charter.

### **Article 37. Supervisory Board**

1. The Supervisory Board has the rights and obligations prescribed in Article 170 of the Law on Enterprises and the following rights and obligations:
  - a. To propose and recommend that the General Meeting of Shareholders approve the independent auditing organization to conduct audits of the Company's financial statements; to decide on the approved auditing organization to conduct inspections of the Company's operations; to dismiss approved auditors when deemed necessary;
  - b. To be responsible to shareholders for its supervisory activities;
  - c. To supervise the financial situation of the Company; the legality of activities of members of the Board of Directors, the General Director, and other managers; and the coordination of activities between the Supervisory Board, the Board of Directors, the General Director, and shareholders;
  - d. Upon detecting violations of law or the Company's Charter by members of the Board of Directors, the General Director, or other enterprise executives, to notify the Board of Directors in writing within forty-eight (48) hours, request the violator to cease the violation, and propose remedial measures;
  - e. To report at the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/ND-CP dated 31 December 2020, as amended by Decree No. 245/2025/ND-CP effective from 11 September 2025 of the Government detailing the implementation of a number of articles of the Law on Securities;
  - f. To formulate the operating regulations of the Supervisory Board and submit them to the General Meeting of Shareholders for approval;
  - g. To have the right to access the Company's records and documents kept at the head office, branches, and other locations; to have the right to visit the workplaces of managers and employees of the Company during working hours;
  - h. Other rights and obligations as prescribed by law and this Charter.



2. Members of the Board of Directors, the General Director, and other enterprise executives must fully, accurately, and promptly provide information and documents relating to the management, administration, and operations of the Company at the request of the Supervisory Board.

3. The Supervisory Board must hold meetings at least two (02) times per year. A meeting shall be conducted when at least two-thirds (2/3) of the Supervisors are present. Minutes of Supervisory Board meetings must be prepared in detail and clearly. The minute-taker and all members of the Supervisory Board attending the meeting must sign the meeting minutes. All minutes of Supervisory Board meetings must be retained to determine the responsibility of each Supervisory Board member.

4. The Supervisory Board has the right to request members of the Board of Directors, the General Director, and representatives of approved auditing organizations to attend meetings and respond to matters requiring clarification.

5. Salaries, remuneration, bonuses, and other benefits of Supervisory Board members shall be implemented as follows:

a. Supervisory Board members shall be paid salaries, remuneration, bonuses, and other benefits in accordance with decisions of the General Meeting of Shareholders. The General Meeting of Shareholders shall decide on the total amount of salaries, remuneration, bonuses, other benefits, and the annual operating budget of the Supervisory Board;

b. Supervisory Board members shall be reimbursed for reasonable expenses for meals, accommodation, travel, and the use of independent consulting services. The total remuneration and expenses shall not exceed the annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders;

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

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

### **Article 38. Duty of care of members of the Board of Directors, Supervisors, the General Director and other executives**

Members of the Board of Directors, Supervisors, the General Director, and other managers shall perform their duties, including duties in their capacity as members of committees of the Board of Directors, honestly, prudently, and in the best interests of the Company.

### **Article 39. Duty of loyalty and avoidance of conflicts of interest**



1. Members of the Board of Directors, Supervisors, the General Director, and other managers must disclose related interests in accordance with the Law on Enterprises and other relevant laws.
2. Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and their related persons may only use information obtained by virtue of their positions for the benefit of the Company.
3. Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and their related persons are obliged to notify the Board of Directors and the Supervisory Board in writing of transactions between the Company, its subsidiaries, or other companies in which the public company holds more than fifty percent (50%) of charter capital, with such persons or their related persons in accordance with law. For transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information on such resolutions in accordance with securities laws on information disclosure.
4. Members of the Board of Directors shall not vote on transactions that bring benefits to themselves or their related persons in accordance with the Law on Enterprises and the Company's Charter.
5. Contracts or transactions between the Company and one or more members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, or their related persons, or companies, partners, associations, or organizations in which such persons are members or have related financial interests, shall not be invalidated in the following cases:
  - a. For contracts with a value of less than or equal to twenty percent (20%) of the total asset value recorded in the most recent financial statements, provided that the material terms of the contract or transaction as well as the relationships and interests of managers or Board members have been reported to the Board of Directors or relevant committee, and such Board or committee has approved the contract or transaction honestly by a majority vote of members without related interests;
  - b. For transactions with a value greater than twenty percent (20%), or transactions resulting in cumulative transaction value within twelve (12) months from the date of the first transaction reaching twenty percent (20%) or more of the total asset value recorded in the most recent financial statements, provided that the material contents of such transactions and the relationships and interests of Board members, Supervisory Board members, the General Director, and other executives have been disclosed to shareholders and approved by the General Meeting of Shareholders by votes of shareholders without related interests.
6. Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and their related persons shall not use or disclose internal information to others to conduct related transactions.

#### **Article 40. Liability for damages and indemnification**

1. Members of the Board of Directors, Supervisors, the Executive General Director, and other executives who violate their duties of loyalty and care, or fail to fulfill their obligations, shall be liable for damages caused by their violations.
2. The Company shall indemnify persons who have been, are, or may become involved in complaints, lawsuits, or prosecutions (including civil and administrative cases, excluding cases initiated by the Company) if such persons have been or are members of the Board of Directors, managers, employees, or authorized representatives of the Company who have performed tasks on



behalf of the Company honestly, prudently, diligently, in the interests of or not contrary to the best interests of the Company, in compliance with the law, and where there is no evidence that such persons have breached their duties.

3. Indemnification costs include incurred expenses (including attorneys' fees), judgment costs, fines, and amounts payable that actually arise or are considered reasonable in resolving such matters within the limits permitted by law. The Company may purchase insurance for such persons to cover the above indemnification liabilities.

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

### **Article 41. Right to inspect books and records**

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

a. Ordinary shareholders have the right to review, inspect, and extract information on names and contact addresses in the list of shareholders with voting rights; request correction of inaccurate personal information; review, inspect, extract, or copy the Company's Charter, minutes of meetings of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

b. Shareholders or groups of shareholders owning five percent (05%) or more of the total ordinary shares have the right to review, inspect, and extract minutes, resolutions, and decisions of the Board of Directors; semi-annual and annual financial statements; reports of the Supervisory Board; contracts and transactions subject to approval by the Board of Directors; and other documents, except documents relating to the Company's trade secrets or business secrets;

c. Where an authorized representative of a shareholder or group of shareholders requests inspection of books and records, such request must be accompanied by a power of attorney from the shareholder or group of shareholders represented, or a notarized copy thereof.

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

3. The Company must keep this Charter and all amendments and supplements thereto; the Enterprise Registration Certificate; internal regulations; documents evidencing ownership of assets; resolutions of the General Meeting of Shareholders and the Board of Directors; minutes of meetings of the General Meeting of Shareholders and the Board of Directors; reports of the Board of Directors; reports of the Supervisory Board; annual financial statements; accounting books; and any 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 storage location of such documents.

4. The Company's Charter must be disclosed on the Company's website.

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

### **Article 42. Employees and trade union**



1. The Executive General Director shall prepare plans for the Board of Directors to approve matters relating to recruitment, termination of employment, wages, social insurance, welfare, rewards, and disciplinary measures applicable to employees and managers.
2. The Executive General Director shall prepare plans for the Board of Directors to approve matters relating to the Company's relations with trade union organizations in accordance with best management standards, practices, and policies; the practices and policies stipulated in this Charter; the Company's internal regulations; and current laws.

### **XIII. PROFIT DISTRIBUTION**

#### **Article 43. Profit distribution**

1. The General Meeting of Shareholders shall decide on the annual dividend payment level and form of dividend payment from the Company's retained earnings.
2. The Company shall not pay interest on dividend payments or amounts payable in respect of any class of shares.
3. The Board of Directors may propose that the General Meeting of Shareholders approve payment of dividends in whole or in part in shares, and the Board of Directors shall be responsible for implementing such decision.
4. Where dividends or other amounts relating to a class of shares are paid in cash, the Company shall make payment in Vietnamese Dong. Payment may be made directly or through banks based on banking details provided by shareholders. In the event the Company has transferred funds in accordance with the banking details provided by a shareholder but such shareholder does not receive the funds, the Company shall not be liable for the transferred amount. Dividend payments for shares listed on a stock exchange may be made through securities companies or the Vietnam Securities Depository.
5. Subject to approval by the General Meeting of Shareholders, the Board of Directors may decide and announce that holders of ordinary shares shall receive dividends in ordinary shares instead of cash dividends. Additional shares issued for dividend payment shall be recorded as fully paid shares, based on the principle that the value of shares paid as dividends is equivalent to the cash dividend amount.
6. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall pass resolutions or decisions specifying a record date for shareholders. Based on such record date, persons registered as shareholders or holders of other securities shall be entitled to receive dividends in cash or shares, notices, or other documents.

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

#### **Article 44. Bank accounts**

1. The Company shall open bank accounts at Vietnamese banks or branches of foreign banks licensed to operate in Vietnam.
2. Subject to prior approval of the competent authority, where necessary, the Company may open bank accounts overseas in accordance with law.



3. The Company shall conduct all payments and accounting transactions through Vietnamese Dong or foreign currency accounts opened at banks by the Company.

#### **Article 45. Financial year**

The Company's financial year shall commence on 01 January each year and end on 31 December of the same year. The first financial year shall commence on the date of issuance of the Enterprise Registration Certificate and end on 31 December immediately following such issuance date.

#### **Article 46. Accounting system**

1. The Company shall apply the enterprise accounting regime or a specialized accounting regime issued or approved by competent authorities.
2. The Company shall maintain accounting books in Vietnamese and retain accounting records in accordance with accounting laws and other relevant laws. Such records must be accurate, up-to-date, systematic, and sufficient to evidence and explain the Company's transactions.
3. The Company shall use Vietnamese Dong as its accounting currency. Where the Company's economic transactions primarily arise in a foreign currency, it may choose such foreign currency as its accounting currency, be responsible for such choice before the law, and notify the directly managing tax authority.

### **XV. FINANCIAL STATEMENTS, ANNUAL REPORTS AND INFORMATION DISCLOSURE OBLIGATIONS**

#### **Article 47. Annual, semi-annual and quarterly financial statements**

1. The Company must prepare annual financial statements, which must be audited in accordance with law. The Company shall disclose audited annual financial statements in accordance with securities market information disclosure laws and submit them to competent state authorities.
2. Annual financial statements must include all reports, appendices, and explanatory notes as prescribed by enterprise accounting laws and must truthfully and objectively reflect the Company's operating situation.
3. The Company must prepare and disclose semi-annual and quarterly reports in accordance with regulations of the State Securities Commission and stock exchanges (for listed companies) and submit them to relevant tax authorities and business registration authorities in accordance with the Law on Enterprises.

#### **Article 48. Annual report**

The Company must prepare and disclose an Annual Report in accordance with laws on securities and the securities market.

### **XVI. COMPANY AUDIT**

## **Article 49. Audit**

1. The annual General Meeting of Shareholders shall appoint an independent auditing firm or approve a list of independent auditing firms and authorize the Board of Directors to select one of such firms, or authorize the Board of Directors to select an independent auditing firm based on criteria approved by the General Meeting of Shareholders, to audit the Company's financial statements for the following financial year under terms and conditions agreed with the Board of Directors.
2. The audit report shall be attached to the Company's annual financial statements.
3. Auditors conducting audits of the Company's financial statements are entitled to attend meetings of the General Meeting of Shareholders, receive notices and information relating to the General Meeting of Shareholders that shareholders are entitled to receive, and express opinions at the meeting on matters relating to the audit of the Company's financial statements.

## **XVII. SEAL**

### **Article 50. Seal**

1. The Board of Directors shall decide on the type, quantity, form, and content of the seal of the Company, its branches, and representative offices (if any).
2. The Board of Directors and the Executive General Director shall use and manage the seal in accordance with current laws.
3. The seal includes seals made by seal-engraving establishments or seals in the form of digital signatures in accordance with laws on electronic transactions.

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

### **Article 51. Dissolution of the Company**

1. The Company may be dissolved in the following cases:
  - a. Upon expiration of the Company's operating term without an extension decision;
  - b. Revocation of the Enterprise Registration Certificate, except where tax administration laws provide otherwise;
  - c. Early dissolution pursuant to a decision of the General Meeting of Shareholders;
  - d. Other cases as prescribed by law.
2. Early dissolution of the Company (including extended operating terms) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. Such dissolution decision must be notified to or approved by competent authorities (if required) in accordance with law.

### **Article 52. Extension of operation**

1. The Board of Directors shall convene a General Meeting of Shareholders at least seven (07) months before expiration of the operating term for shareholders to vote on extension of the Company's operation upon proposal of the Board of Directors.



2. The operating term shall be extended if approved by at least sixty-five percent (65%) of the total voting shares of shareholders with voting rights present in person or represented by authorized representatives at the General Meeting of Shareholders.

### **Article 53. Liquidation**

1. At least six (06) months prior to expiration of the Company's operating term or after a dissolution decision is issued, the Board of Directors must establish a Liquidation Committee comprising three (03) members. Two (02) members shall be appointed by the General Meeting of Shareholders and one (01) member shall be appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its operating regulations. Members of the Liquidation Committee may be selected from Company employees or independent experts. All liquidation-related costs shall be given priority for payment over other debts of the Company.
2. The Liquidation Committee shall report to the business registration authority the date of its establishment and commencement of operation. From that time, the Liquidation Committee shall represent the Company in all matters relating to liquidation before courts and administrative authorities.
3. Proceeds from liquidation shall be paid in the following order:
  - a. Liquidation expenses;
  - b. Outstanding wages, severance allowances, social insurance, and other employee benefits pursuant to collective labor agreements and labor contracts;
  - c. Tax liabilities;
  - d. Other debts of the Company;
  - e. The remaining balance after settlement of items (a) through (d) shall be distributed to shareholders, with preferred shares having priority.

## **XIX. INTERNAL DISPUTE RESOLUTION**

### **Article 54. Internal dispute resolution**

1. Where disputes or complaints arise relating to the Company's operations or the rights and obligations of shareholders under the Company's Charter, the Law on Enterprises, other laws, or administrative regulations between:

- a. Shareholders and the Company;
- b. Shareholders and the Board of Directors, the Supervisory Board, the General Director, or other managers;

The parties shall endeavor to resolve such disputes through negotiation and mediation. Except where the dispute involves the Board of Directors or the Chairperson of the Board of Directors, the Chairperson of the Board of Directors shall preside over dispute resolution and request party to present relevant factual elements within thirty (30) working days from the date the dispute arises. Where the dispute involves the Board of Directors or the Chairperson of the Board of Directors, any party may request the appointment of an independent expert as mediator.

2. If no mediation decision is reached within six (06) weeks from commencement of mediation, or if the mediation decision is not accepted by the parties, any party may submit the dispute to arbitration or a court.
3. Each party shall bear its own costs relating to negotiation and mediation. Court costs shall be paid in accordance with court judgments.

## **XX. AMENDMENT AND SUPPLEMENTATION OF THE CHARTER**

### **Article 55. Amendment and supplementation of the Charter**

1. Any amendment or supplementation of this Charter must be considered and decided by the General Meeting of Shareholders.
2. Where legal provisions relevant to the Company's operations are not provided for in this Charter, or where new legal provisions differ from provisions of this Charter, such legal provisions shall automatically apply and govern the Company's operations.

## **XXI. EFFECTIVE DATE**

### **Article 56. Effective date**

1. This Charter consists of twenty-one (21) chapters and fifty-six (56) articles, unanimously approved by the Annual General Meeting of Shareholders of Alpha Seven Group Joint Stock Company on 01 June 2025 and unanimously approved by the Board of Directors of Alpha Seven Group Joint Stock Company on 03 February 2026.
2. This Charter is made in multiple copies of equal validity and shall be kept at the Company's head office.
3. This Charter is the sole and official charter of the Company.
4. Copies or extracts of the Company's Charter shall be valid when bearing the signature of the Chairperson of the Board of Directors, the legal representative of the Company, or at least one half (1/2) of the total members of the Board of Directors.

**GENERAL DIRECTOR**

  


**NGUYEN DINH TRAC**