

THE SOCIALIST REPUBLIC OF VIETNAM  
Independence – Freedom – Happiness



**CHARTER OF  
VINGROUP JOINT STOCK COMPANY**  
*(amended and supplemented at the 2026 Annual General Meeting of Shareholders)*

HANOI, 22 APRIL, 2026

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## PREAMBLE

The Charter of Vingroup Joint Stock Company, (the “Group”), a joint stock company established in accordance with the relevant law and all properly adopted resolutions of the General Meeting of Shareholders and the Board of Directors, specifies the binding rules and regulations for the conduct of the business of the Group.

This Charter comprises of 54 Articles, included in 19 Chapters, which regulates the whole activities of the Group (the “Charter”).

## CHAPTER I: DEFINITIONS

### Article 1. Definitions

Unless the terms or context of this Charter otherwise provide, the following terms shall have the meanings as described to them hereunder:

- 1.1 *Manager* refers to the Chief Executive Officer, Deputy Chief Executive Officer, the Chief Accountant and other Manager of the Group as approved by the BOD.
- 1.2 *Executive* refers to the Chairperson or members of the BOD, Chief Executive Officer, Deputy Chief Executive Officer, and other Executive(s) of the Group as approved by the BOD.
- 1.3 *Group* means Vingroup Joint Stock Company.
- 1.4 *Subsidiary* means any company in which the Group (i) holds more than fifty percent (50%) of the Charter Capital or total issued ordinary shares, or (ii) has the right to directly or indirectly decide on appointment of a majority or all of members of the BOD or Chief Executive Officer, or (iii) has the right to decide the amendment of or addition to the charter of that company.
- 1.5 *Shareholder* means an individual or organization that owns at least one share of the Group;
- 1.6 *Major shareholder* means a shareholder defined in Clause 18 Article 4 of the Law on Securities.
- 1.7 *Authorized Representative* means any person who is authorized in writing by an institutional shareholder to exercise such Shareholder’s rights in accordance with the Law.
- 1.8 *Related persons* are the organizations and individuals defined in Article 4.46 of the Law on Securities and Article 4.23 of the Law on Enterprises.
- 1.9 *GMS* means the General Meeting of Shareholders of the Group.
- 1.10 *BOD* means the Board of Directors of the Group.
- 1.11 *SVB* means the Supervisory Board of the Group.
- 1.12 *CEO* means the Chief Executive Officer of the Group.
- 1.13 *Law on Enterprises* means the Law on Enterprises No. 59/2020/QH14 dated 17 June 2020, as amended and supplemented by Law No. 76/2025/QH15 dated June 17, 2025, and as may be further amended or supplemented from time to time.
- 1.14 *Law on Securities* means the Law on Securities No. 54/2019/QH14 dated 26 November 2019, as may be amended or supplemented from time to time.
- 1.15 *Establishment Date* is 3 May 2002, the date on which the Group’s first Enterprise Registration Certificate is granted;
- 1.16 *Stock Exchange* means the stock exchange where shares, bonds and other securities are officially traded and the Group’s shares are listed.

- 1.17 *Shareholder Register* means the register of Shareholders of the Group, which is established and maintained in accordance with this Charter, Law on Securities and the Law on Enterprises.
- 1.18 *Vietnam* means the Socialist Republic of Viet Nam.
- 1.19 *VND* or Vietnamese Dong means the legal currency of Viet Nam.
- 1.20 *Charter Capital* means the total face value of shares that have been issued or subscribed upon establishment of the Group as prescribed in Article 7 of this Charter.

**Article 2. Rules of interpretation**

- 2.1 In this Charter, any reference to any article or document shall also include the amendments, additions or replacement of such document.
- 2.2 The headings are inserted for convenience only and do not affect the interpretation and construction of the articles of this Charter.
- 2.3 Any words or expressions defined in the Law on Enterprises shall, (if not inconsistent with the subject or context), bear the same meanings in this Charter.

**CHAPTER II: GENERAL PROVISIONS**

**Article 3. Name, Type of Company, Head Office, Branches, Representative Offices, Legal Representatives, Legal Life, and Seal of the Group**

- 3.1 Name of the Group:  
Vietnamese name: **TẬP ĐOÀN VINGROUP - CÔNG TY CP**  
Company's name in English: **VINGROUP JOINT STOCK COMPANY**  
Abbreviated name: **VINGROUP**
- 3.2 The Group is a joint stock company with the independent juridical entity status in accordance with the Law on Enterprises and applicable laws and regulations. In the course of its operation, the Group shall comply with applicable laws and the provisions mentioned in this Charter. Shareholders are liable for the debts and other property obligations of the Group to the extent of the amount of capital contributed to the Group. The Group being a separate legal entity shall not be liable for the debts or any other liabilities of the Shareholders, unless otherwise expressly agreed. The Group shall operate on the principle of independent economic management in conformity with the present Charter, the Law and the Enterprise Registration Certificate.
- 3.3 The Group's registered head office is **No. 7 Bang Lang 1 Street, Vinhomes Riverside Urban Area, Phuc Loi Ward, Hanoi, Vietnam.**  
Tel: (+84) 24 3974 9999
- 3.4 The Group may establish subsidiaries, branches, representative offices, and business locations in accordance with the laws and the Group's business activities, to pursue goals and objectives of the Group.
- 3.5 **The Group has one legal representative. The CEO shall be the legal representative of the Group.**
- 3.6 The Legal Life of the Group shall be unlimited. The Group may amend its legal life in accordance with a resolution of the GMS.
- 3.7 The seal of the Group  
a) Seal may consist of seal produced by a seal engraving facility or digital signatures in compliance with the law on electronic transactions.

- b) The BOD shall decide the type, quantity, form and content of the seals of the Group, its branches and representative offices from time to time.
- c) The CEO shall be responsible for use and manage the seals in accordance with applicable regulations of law.

**Article 4. Objectives of Business Activities**

4.1 The Group's business lines are as follows:

<i>No.</i>	<i>Business line's code</i>	<i>Business lines' names</i>
1.	6810 (main)	<i>Doing real-estate-related business; doing transactions related to land use right under ownership, or having the usage right, or leased land</i>
2.	9011	<i>Literary and musical composition activities</i>
3.	9012	<i>Visual arts creation activities</i>
4.	9019	<i>Other creative arts activities</i>
5.	9020	<i>Performing arts activities</i>
6.	9031	<i>Operation of arts facilities and venues</i>
7.	9039	<i>Other supporting activities for creative arts and performing arts</i>
8.	4649	<i>Wholesale of other household products (excluding goods listed in the catalog of items for which foreign investors and foreign-invested economic organizations are not permitted to exercise export rights, import rights, or distribution rights as per legal regulations)</i>
9.	9311	<i>Operations of sport facilities. (Actual business shall follow the licenses issued by the competent authorities).</i>
10.	9329	<i>Other entertainment activities Details: Entertainment services including billiards, electronic games, water-based games, land-based games, and swimming (excluding bar operations, karaoke rooms, and discotheques).</i>
11.	9321	<i>Operations of amusement and theme parks.</i>
12.	8210	<i>Administrative and office support activities Details: Management of office and administrative operations such as reception services, mail delivery, and record-keeping systems.</i>
13.	3600	<i>Water use, treatment and supply. Details: Extraction of clean water and mineral water</i>

14.	4321	<i>Installation of electricity system.</i>
15.	3700	<i>Drainage and treatment of wastewater.</i>
16.	3811	<i>Collection of non-hazardous waste</i> <i>In detail: Excluding direct collection of waste from households. The service is only provided at waste collection points designated by municipal and provincial local authorities</i>
17.	4311	<i>Demolition.</i>
18.	4312	<i>Site preparation</i> <i>(excluding blasting services)</i>
19.	4329	<i>Installation of other construction systems.</i>
20.	4390	<i>Other specialized construction activities.</i>
21.	5510	<i>Hotels and similar accommodation services</i> <i>Details: Hotels, villas or apartments providing short-term accommodation services; eco-tourism resorts.</i>
22.	4772	<i>Retail sale of pharmaceuticals, medical equipment, cosmetics and sanitary products</i> <i>Details: Retail sale of cosmetics and sanitary products.</i>
23.	6619	<i>Supporting activities for financial advisory which have not elsewhere been categorized.</i>
24.	7310	<i>Advertising</i> <i>In detail: advertising and related services (excluding advertising of products, goods, or services prohibited by law)</i>
25.	5610	<i>Restaurant, mobile food and beverage services.</i>
26.	4659	<i>Wholesale of other machinery and equipment</i> <i>Details: Trading of industrial, agricultural, construction equipment, transportation vehicles, automation and anti-theft devices (excluding goods listed in the catalog of items for which foreign investors and foreign-invested economic organizations are not permitted to exercise export rights, import rights, or distribution rights as per legal regulations).</i>
27.	4620	<i>Wholesale of agricultural or forest materials (excluding wood, bamboo, rattan) and live animals (excluding goods listed in the catalog of items for which foreign investors and foreign-invested economic organizations are not permitted to exercise export rights, import rights, or distribution rights as per legal regulations)</i>

28.	6821	<i>Intermediary services for real estate activities</i>
29.	6829	<i>Other real estate activities on a fee or contract basis (excluding asset auction services)</i>
30.	4330	<i>Fitting out of construction works</i> <i>In detail: Supervising the construction and completion of civil and industrial construction works.</i>
31.	7020	<i>Business management consulting activities and other management consulting activities</i>
32.	7010	<i>Activities of the Head Office.</i>
33.	4322	<i>Installation of water supply and drainage system, heating system, and air conditioners.</i>
34.	4212	<i>Construction of road works.</i>
35.	4211	<i>Construction of railway works.</i>
36.	4229	<i>Construction of public utility works.</i>
37.	4299	<i>Construction of other civil engineering works for public utilities.</i>
38.	7320	<i>Market research and social polling services.</i> <i>In detail: Excluding public polling services</i>
39.	6220	<i>Computer consultancy and computer infrastructure management services</i>
40.	4101	<i>Construction of residential housing.</i>
41.	4102	<i>Construction of non-residential buildings</i>
42.	6310	<i>Information technology infrastructure, data processing, storage, and related activities</i>
43.	6290	<i>Other computer and information technology service activities</i> <i>Details: Computer and IT services such as troubleshooting computer issues, setting up personal computers, and installing software.</i>
44.	4610	<i>Commission agents, brokers, and auction agents</i> <i>Details: commission agent services</i> <i>(excluding goods listed in the catalog of items for which foreign investors and foreign-invested economic organizations are not permitted to exercise export rights, import rights, or distribution rights as per legal regulations)</i>

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45.	7110	<p><i>Architecture and relevant technical advisory.</i></p> <p><i>In detail: Designing and planning construction works; Providing architectural design for civil and industrial construction works; Designing structure for civil and industrial construction works; Designing electricity system for civil and industrial construction works and technical infrastructure; Designing ventilation, heater and air conditioning system for civil construction works; Designing water supply and drainage system - water system for construction works; Managing construction investment projects; Appraising designs, construction drawing and cost estimations for construction works.</i></p>
46.	9141	<i>Activities of botanical gardens and zoological parks</i>
47.	9319	<i>Other sports activities</i>
48.	0162	<i>Support activities for animal production (except animal production of rare wild species)</i>
49.	8551	<i>Sports and recreation education</i>
50.	7729	<i>Renting and leasing of other personal and households goods</i>
51.	5222	<p><i>Service activities incidental to water transportation:</i></p> <p><i>(Excluding:</i></p> <ul style="list-style-type: none"> <li>- <i>Services related to the establishment, operation, maintenance, and repair of maritime signals; water areas, public maritime zones and channels, and maritime routes; hydrographic surveying of water areas, public maritime channels, and routes for the issuance of navigational notices; hydrographic surveying, compilation, and publication of nautical charts for water areas, seaports, maritime channels, and shipping routes; compilation and publication of maritime safety documents and publications.</i></li> <li>- <i>Services for regulating and ensuring maritime safety in water areas, public maritime zones, and routes; maritime electronic information services</i></li> </ul> <p><i>Maritime pilotage services)</i></p>
52.	5224	<p><i>Cargo handling</i></p> <p><i>Excluding: Cargo handling at airports</i></p>
53.	5229	<p><i>Other transportation support activities</i></p> <p><i>(Excluding:</i></p> <ul style="list-style-type: none"> <li>- <i>Other supporting services related to air transportation;</i></li> <li>- <i>Services related to the establishment, operation, maintenance, and repair of maritime signaling systems; water areas, public</i></li> </ul>

		<p><i>maritime zones and channels, and maritime routes; hydrographic surveying of water areas, public maritime channels, and routes for the issuance of navigational notices; hydrographic surveying, compilation, and publication of nautical charts for water areas, seaports, maritime channels, and shipping routes; compilation and publication of maritime safety documents and publications;</i></p> <p><i>- Services for regulating and ensuring maritime safety in water areas, public maritime zones, and routes; maritime electronic information services.</i></p> <p><i>Maritime pilotage services</i></p>
54.	5210	<p><i>Warehousing and storage</i></p> <p><i>(Excluding warehousing and storage at airports)</i></p>
55.	4291	<p><i>Construction of hydraulic structures</i></p> <p><i>(Excluding construction of multi-purpose hydropower and nuclear power projects particularly important to the economy and society)</i></p>
56.	6390	<p><i>Web search portal and other information services</i></p> <p><i>Details: Establishment of aggregated information websites, e-commerce sales websites, online promotion websites; e-commerce exchange services (pursuant to Decree No. 52/2013/ND-CP dated 16 May 2013 on e-commerce); other information services.</i></p> <p><i>(Excluding auction activities, journalism, and news collection in any form)</i></p>
57.	8230	<p><i>Organization of conventions and trade shows</i></p>
58.	4790	<p><i>Intermediary retail service activities</i></p> <p><i>Details: Retail sales via digital platforms or non-digital channels, including home delivery, telephone orders, and mail orders.</i></p> <p><i>(Excluding goods listed in the category of goods for which foreign investors or foreign-invested economic organizations are prohibited from exercising export, import, or distribution rights under the law)</i></p>
59.	5829	<p><i>Other software publishing</i></p>
60.	3511	<p><i>Electricity generation from non-renewable energy sources</i></p> <p><i>(Excluding national electricity transmission and system operation; construction and operation of multi-purpose hydropower and nuclear power with special socio-economic significance)</i></p>
61.	3512	<p><i>Electricity generation from renewable energy sources</i></p>

		<i>(Excluding national electricity transmission and system operation; construction and operation of multi-purpose hydropower and nuclear power with special socio-economic significance)</i>
62.	2790	<i>Manufacture of other electrical equipment</i>
63.	3513	<i>Electricity transmission and distribution (excluding transmission, national grid dispatch, multi-purpose hydroelectricity and nuclear power of special national importance)</i>
64.	9622	<i>Beauty care services and other personal care activities (excluding sports activities)</i>
65.	9623	<i>Spa and sauna services</i>
66.	5621	<i>Provision of food and beverage services based on contractual arrangements with customers</i>
67.	5629	<i>Other food and beverage services</i>
68.	5630	<i>Beverage serving services</i>
69.	1105	<i>Manufacture of non-alcoholic beverages and mineral water</i> <i>Details: Manufacture of bottled mineral water and purified water</i>
70.	4633	<i>Wholesale of beverages</i> <i>Details: Wholesale of non-alcoholic beverages</i>
71.	0810	<i>Quarrying of stone, sand, gravel and clay</i>
72.	0899	<i>Mining and quarrying not elsewhere classified</i>
73.	2410	<i>Production of iron, steel, and pig iron</i> <i>Details: Production of iron and steel</i>
74.	2431	<i>Casting of iron and steel</i>
75.	2591	<i>Forging, stamping, pressing and rolling of metal; powder metallurgy</i>
76.	2592	<i>Mechanical processing; metal treatment and coating</i>
77.	2599	<i>Manufacture of other fabricated metal products not elsewhere classified</i> <i>Details: Manufacture of other products made of iron and steel</i>
78.	8730	<i>Healthcare services for people with meritorious services, the elderly, and persons with disabilities who are unable to care for themselves</i> <i>Details: Healthcare services for the elderly and individuals who are unable to care for themselves</i>

79.	8790	<i>Other centralized residential care services</i>
80.	8710	<i>Operations of nursing homes and care facilities</i>

4.2 The GMS of the Group decides to change or expand the scope of activities of the Group in accordance with the Law.

### **CHAPTER III: RIGHTS AND RESPONSIBILITIES OF THE GROUP**

#### **Article 5. Rights of the Group**

The Group shall have the following rights:

- 5.1 To manage, use capital contributed by the Shareholders and other sources in order to carry out tasks, responsibilities, and business strategy of the Group.
- 5.2 To grant credit to its Subsidiaries and other companies in the form of loans to support the capital needs for the business development strategies of the Group, including the development of real estate projects in accordance with the Law.
- 5.3 To organize the management apparatus, set up the compensation system, direct the operation of business units in accordance with the Group's objectives and responsibilities.
- 5.4 To do business in the areas that are not prohibited by Law and expand the scope of business activities according to the capability of the Group and market demand.
- 5.5 To re-structure, dissolve the Subsidiaries; develop the production and business activities of the Group; to allocate and adjust resources amongst Subsidiaries in accordance with the Law in order to ensure the business efficiency
- 5.6 To set-up branches, representative offices of the Group within the country, or overseas in accordance with the Law, open bank account(s) in Vietnam and overseas.
- 5.7 To split, merge, invest, participate in joint-ventures or partnerships or business corporation contract, purchase shares, buy in full or in part the assets of other companies as provided for by the Law and in line with the development objectives of the Group.
- 5.8 To search for markets and select customers; directly transact and enter into contracts with domestic and foreign customers; is permitted to undertake export and import activities to meet all the requirements of business operations of the Group.
- 5.9 To select, employ and mobilize employees according to the requirements of business activities, including foreign experts if needed as so stipulated by the Law. Choose suitable method of salary payment, income distribution, and decide salary of the employees in accordance with the Law.
- 5.10 To reject and refuse all requests for provision of financial resources from any individual, company or organization that is not stipulated by Law, except voluntary contributions for humanitarian purposes and the public interest.
- 5.11 To decide on the purchase price, selling price of different kinds of material, equipment, products and services except the case where the price of certain products and services must be decided by the Government.
- 5.12 To use capital and funds of the Group to serve the purposes of business activities on the principle of capital preservation and profit earning.
- 5.13 To choose method of capital mobilization from domestic and international capital sources. To issue shares, bonds in compliance with the Law. Subject to the scope of business

operations of the Group and in accordance with the Law, the Group may list or delist its shares on the Stock Exchanges.

- 5.14 To liquidate, transfer, replace, rent, lease, mortgage, pledge assets, guarantee, and contribute capital with the land use rights and other property rights in conformity with the Law and in the principle of capital preservation.
- 5.15 To decide on the use and distribution of the profit to Shareholders after meeting all obligations toward the State and allocation to funds in accordance with provisions of applicable laws and legitimate decisions of the GMS.
- 5.16 To apply for and enforce intellectual property rights.
- 5.17 To commence or defend itself in legal proceedings.
- 5.18 To hire lawyers, accountants, consultants, agents, advisors, architects, engineers and contractors to assist the Group.
- 5.19 To enjoy and request favorable tax regime as so prescribed by the Law.
- 5.20 To do all other lawful things and execute all other lawful agreements, documents and instruments as may be necessary or desirable for the purposes of the Group or its business.
- 5.21 Other rights as stipulated by Law.

#### **Article 6. Obligations of the Group**

The Group's obligations include:

- 6.1 To complete business registration and do business according to the registered scope of activities; bear responsibilities before (i) its Shareholders for the business results of the Group, and (ii) its customers and Law for the products and services provided by the Group.
- 6.2 To establish a development strategy, investment plan, business plan suitable with the functions and duties of the Group as well as the demands of the market place.
- 6.3 To sign and organize the implementation of various contracts executed with its partners.
- 6.4 To perform its obligations toward the employees in accordance with the Labor Code, to pass the labor collective agreement and other regulations.
- 6.5 To comply with the Law on protection of natural resources, environment protection, state security, fire prevention and fighting.
- 6.6 To perform statistics and accounting regimes, prepare periodical reports as so required by the State and extraordinary reports at request of the GMS, and be responsible for the accuracy and truthfulness of such reports.
- 6.7 To be subject to the examination of State management bodies in accordance with the Law.
- 6.8 To comply with provisions on inspection by competent State authorities.
- 6.9 To properly perform the regime and regulations on financial statement, accounting-statistics, auditing and other regulations as stipulated by Law, be responsible for the accuracy and truthfulness of the financial statements of the Group.
- 6.10 To preserve and develop the capital and funds of the Group.
- 6.11 To satisfy the requirements regarding the receivable and payable items specified in the balance sheet of the Group.
- 6.12 To disclose the annual financial statements, the true and objective information about the activities of the Group in accordance with resolutions of the GMS and the Law.
- 6.13 To pay taxes, contribute to the State Budget and meet other obligations as so required by Law.
- 6.14 To comply with all the Articles specified in the Charter and take responsibility within the scope of the Charter Capital of the Group.

## CHAPTER IV: CHARTER CAPITAL, FOUNDING SHAREHOLDERS, TYPES OF SHARES, SHARE CERTIFICATES

### Article 7. Charter Capital

- 7.1 The Charter Capital of the Group is **VND 77,334,918,960,000**.  
(In words: *Seventy-seven trillion, three hundred and thirty-four billion, nine hundred and eighteen million, and nine hundred and sixty thousand Vietnamese dong*).  
The Charter Capital is divided into 7,733,491,896 shares with par value of VND 10,000 (ten thousand Vietnamese dong), including:
- Ordinary shares: 7,706,031,024
  - Preference shares: 27,460,872
- Details of the Charter Capital of the Group is specified in details at Appendix 2 attached to this Charter. The Charter Capital may be changed from time to time pursuant to the approval of the GMS in accordance with applicable Law. In such circumstances, Appendix 2 shall be adjusted accordingly to reflect such changes of Charter Capital.
- 7.2 The Charter Capital is formed by various assets contributed as cash, shares, freely convertible foreign currencies, gold, land use right (LUR), intellectual property rights, technologies, technical secrets, and other assets as regulated by laws.
- 7.3 The number of shares of the Group authorized to be offered for sale is the total number of shares decided by the GMS to be offered for raising capital from time to time and as recorded in relevant resolutions of the GMS. The BOD shall decide the timing, method and offering price. The offering price of the Shares must not be lower than the market price at the time of offer or the latest book value of Shares, except for the following cases:
- (i) Where the Shares are offered to all Shareholders on a pro rata basis to their shareholding proportion in the Group;
- a) Where the Shares are offered to the brokers or underwriters/securities companies. In this circumstance, the specific discount amount or the discount rate must be approved by the GMS
  - b) Where the Shares are issued to the employees under the Employee Stock Ownership Plan (ESOP) as approved by the GMS.
  - c) Other cases as in accordance with the Resolutions of the GMS.
- 7.4 Unless otherwise decided by the GMS, any new ordinary shares proposed to be issued shall first be offered to existing Shareholders in proportion to the number of the ordinary shares held by them respectively at the time being. The offer of such new ordinary shares to existing Shareholders shall be made in accordance with the laws on securities. Shareholders shall be entitled to transfer their preferential subscription right to other persons. The BOD may make decision on shares which have not been registered for subscription. The BOD may offer or allocate the call options to parties, on such terms and in such manner as they think fit, provided that such shares shall not be disposed of on terms which are more favorable to the subscriber than the terms on which they were first offered to the existing Shareholders, unless otherwise approved by the GMS.
- 7.5 The Group may redeem its issued Shares in any manner regulated in this Charter and prevailing laws.
- 7.6 The Group may issue other securities in accordance with the applicable laws.

- 7.7 Under no circumstances shall the Charter Capital be used to pay dividends to Shareholders. In case of the early dissolution of the Group, the relevant provisions of the Law shall be applied
- 7.8 Apart from ordinary shares, from time to time, upon the approval of the GMS, the Group may issue preference shares as prescribed by law. Preference shares can be converted into ordinary shares in accordance with the resolutions of the GMS. Ordinary shares cannot be converted into preferred shares.

**Article 8. Obligations of Shareholders**

- 8.1 The Shareholders shall have the following obligations:
- a) To comply with the Group's Charter, the resolution of the GMS and the BOD, regulations on governance and other documents issued by the Group;
  - b) To make payment in full and on time for shares which have been registered for subscription in accordance with the required procedures;
  - c) Not to withdraw the capital contributed by ordinary shares from the Group in any form, except where shares are redeemed by the Group or other persons. Where a Shareholder withdraws a part or all of the share capital contributed not in accordance with this clause, such Shareholder and any person with related interests in the Group must be jointly liable for debts and other property obligations of the Group to the extent of the value of shares withdrawn and any loss incurred;
  - d) To preserve confidentiality of information provided by the Group pursuant to the Charter and the Law; and only to use information provided in order to perform and protect their lawful rights and interests, and not to distribute, copy or send such information to other organizations or individuals.
  - e) To comply with other obligations stipulated by the Charter and the Law.
- 8.2 Shareholders of the same class of shares shall have equal rights, obligations and interests. In case the Group has types of preference shares, the rights and obligations associated with those types of preference shares must be approved by the General Meeting of Shareholders and fully disclosed to Shareholders.
- 8.3 Major Shareholder must not take advantage to cause damage to the rights and interests of the Group and other Shareholders, and are obliged to disclose information in accordance with the Law.
- 8.4 Shareholder being an organization shall have the right to appoint one or more Authorized Representative(s) to exercise its rights as a Shareholder of the Group in accordance with Law. In a case where there are more than one Authorized Representatives appointed, the specific number of shares represented by each Authorized Representative must be specified. If such a Shareholder does not specify the number of shares represented by each Authorized Representative(s), the total number of shares shall be divided equally to Authorized Representative(s).
- 8.5 Any appointment, termination or change of an Authorized Representative shall be notified in writing to the Group, and effective on upon the receipt by the Group of such notification. To the extent required by Law, the notification must contain the following:
- (a) Name, enterprise registration number, address of head office of the Shareholder;
  - (b) Number Authorized Representatives and the number of shares for which an Authorized Representative has been appointed to represent;

- (c) Full name, address, nationality, number of personal identity paper of each Authorized Representative;
- (d) Term of mandate of the Authorized Representative specifying the commencement date of the mandate; and
- (e) Full name and signature of the Authorized Representative and of the Legal Representative of the Shareholder.

**Article 9. Founding Shareholders**

- 9.1 The names, addresses, number of ordinary shares of the Founding Shareholders required by the Law on Enterprises are attached as Appendix 1, which is a part of this Charter.
- 9.2 Since the limitation period of three (3) years from the Establishment Date has already expired, all restrictions applied to the ordinary shares held by Founding Shareholders have been removed.

**Article 10. Ordinary Shareholders**

- 10.1 The owners of ordinary shares shall be called Ordinary Shareholders.
- 10.2 The Ordinary Shareholders shall have the following rights:
  - a) To attend and express opinions at the GMS and to exercise the right to vote directly or through an Authorized Representative. Each ordinary share shall carry one vote;
  - b) To receive dividends at the payout ratio decided by the GMS;
  - c) To be given priority in subscribing for new shares offered for sale in proportion to the number of ordinary shares each shareholder holds in the Group;
  - d) To freely transfer their Shares to other persons as stipulated in this Charter and applicable Law;
  - e) To sight, look up and make an extract of information about names and addresses in the list of Shareholders having the voting rights and to request amendment of incorrect information;
  - f) To sight, look up and make an extract of Charter, meeting minutes and GMS' resolutions;
  - g) In the case of dissolution of the Group, receive part of the remaining assets in proportion to their holdings in the Group;
  - h) To demand the Group to redeem their Shares in the circumstances set out in Article 132 of the Law on Enterprises;
  - i) To receive equal treatment.
  - j) To access to periodic and extraordinary information disclosed by the Group as prescribed by law;
  - k) To have their lawful rights and interests protected; demand suspension, cancellation or resolutions and decisions of the GMS and the BOD in accordance with the Law on Enterprises;
  - l) Other rights prescribed by the Charter and the Law on Enterprises.
- 10.3 A Shareholder or a group of Shareholders owning five percent (5%) or more of the ordinary shares shall have the following rights:
  - a) To request the BOD to convene the GMS in accordance with Article 115.3 and Article 140 of the Law on Enterprises;
  - b) To sight, look up and make an extract of the minutes, resolutions and decisions of the BOD, semi-annual and annual financial statements, reports of the SVB, contracts and transactions subject to approval by the BOD and other documents, except documents relevant to the Group's trade secrets;

- c) To request the SVB to inspect specific issues relevant to the management and operation of the Group where necessary. The request must be made in writing and contain: full names, mailing addresses, nationalities, ID numbers of Shareholders that are individuals; or names, enterprise/organization ID numbers and headquarters addresses of Shareholders that are organizations; quantity of shares and share subscription time of each Shareholder, total shares of the group of Shareholders and their holdings; the issues that need to be inspected and purposes of the inspection;
  - d) To propose inclusion of the issues in the agenda of the GMS. The proposal must be made in writing and sent to the Group at least 05 working days before the date of opening. The proposal shall specify the Shareholder's name, quantity of each class of shares being held by the Shareholder and the proposed issues;
  - e) Other rights prescribed by the Charter and the Law on Enterprises.
- 10.4 A Shareholder or a group of Shareholders owning ten percent (10%) or more of the ordinary shares is entitled to nominate candidates to the BOD and the SVB. Candidates shall be nominated as follows:
- a) The group of Shareholders that nominate candidates to the BOD and the SVB must inform the participating Shareholders about the formation of the group before the opening of the GMS;
  - b) Depending on the quantity of members of the BOD and the SVB, the Shareholders or groups of Shareholders prescribed in this Article, according to the decision of the GMS, may nominate one or some candidates to the BOD and the SVB.
  - c) In case the number of nominated candidates is smaller than the maximum permissible number of candidates specified in the decision of the GMS, the remaining candidates shall be nominated by BOD, the SVB and other Shareholders.
- 10.5 The Ordinary Shareholders of the Group shall have the following obligations:
- a) To make payment in full and on time for the subscribed Shares;
  - b) Not to withdraw the capital contributed by ordinary shares from the Group in any form, unless these shares are repurchased by the Group or other persons. Where a Shareholder withdraws a part or all of the share capital contributed not in accordance with this clause, such Shareholder and individual having related benefits in the Group must be jointly liable for debts and other property obligations of the Group within the value of shares withdrawn and damage caused.
  - c) To comply with the Charter and other regulations on internal governance of the Group;
  - d) To execute decisions, resolutions of the GMS and the BOD;
  - e) To safeguard information provided by the Group in accordance with the Charter and the applicable laws; only use the provided information to exercise and protect their lawful rights and interests; shall not copy, provide, or circulate the information provided by the Group to any other organizations and individuals.
  - f) To participate in the GMS and exercise the right to vote in the following manners:
    - (i) To attend and vote in person at the meeting;
    - (ii) To authorize other organizations and individuals to attend and vote at the meeting;
    - (iii) To participate and vote at online meeting; cast electronic votes or in other electronic forms;
    - (iv) To send voting ballots by mail, fax or email;

- (v) To send voting ballots using other means to the person in charge of corporate governance of the Group.
- g) Take personal responsibility when taking any of the following acts in the name of the Group:
  - (i) To commit any violations of law;
  - (ii) To carry out any business activity and other transaction for personal gain or serving the interests of other organizations and individuals;
  - (iii) To pay undue debts when the Group might be facing financial risks.
- h) To fulfill other obligations as provided by applicable law.

**Article 11. Change of rights**

- 11.1 Any changes or cancellation of the special rights attached to a preferred share shall only be effective once being approved by Shareholders holding at least sixty-five percent (65%) of the ordinary shares attending the meeting. A resolution of the GMS on any item which results in an adverse change of rights and obligations of a preference shareholder is only passed if it is agreed by the number of attending preference shareholders of the same type owning seventy five percent (75%) or more of the total number of preference shares of such type or if it is agreed by the preference shareholders of the same type owning seventy five percent (75) or more of the total number of preference shares of such type if such resolution is passed by way of collection of written opinions.
- 11.2 The organization of any meeting of Shareholders holding the same kind of preferred shares to approve any change of rights attached to such type of preferred shares is only valid when it is attended by Shareholders (or their Authorized Representatives) own shares that represent at least one-third of the total value of the issued shares of that type. If the meeting convened in accordance with this clause does not have sufficient attending Shareholders as stipulated, it shall be convened for a second time within the next thirty (30) days. In this case, the meeting shall be conducted if having Shareholders owning such type of preferred shares (not depending on the number of Shareholders and number of shares) attend or authorize other to attend. In such meeting, Shareholders or their authorized representatives can request to use secret ballot to vote. Each share in the same kind shall have equal voting right at the meetings as aforementioned.
- 11.3 The procedures for organizing such separate GMS are similar to procedures for organizing other meetings of GMS as provided in this Charter.
- 11.4 Unless the terms of share issuance are otherwise regulated, the special rights attached to the preferred shares related to some or all matters of profit or asset distribution of the Group will not be changed when the Group issues additional shares of that class.

**Article 12. Shares and Shareholders Register**

- 12.1 A share certificate is a certificate issued by the Group, book entries or electronic data that certifies the ownership of one or more shares of the Group. A share certificate shall contain all contents provided in Article 121.1 of the Law on Enterprises.
- 12.2 The Group issues share certificates for its Shareholders in accordance with the corresponding quantity and class of shares.
- 12.3 If some of registered Shares comprised in a share certificate are transferred, the certificate shall be immediately cancelled and replaced by a new certificate showing the new balance of shares.

- 12.4 Errors in the content and form of a share certificate issued by the Group shall not affect the rights and interests of its owner. The Group's legal representative shall be responsible for any damage caused by such errors to the Group.
- 12.5 Where a share certificate is lost, torn, or otherwise destroyed in another form, the Shareholder shall be reissued with a share certificate at the request of such Shareholder
- a) Information about the lost or damaged certificate;
  - b) The commitment to take responsibility for disputes caused by its reissuance.
- 12.6 All forms of share certificate, bonds or other securities of the Group (other than letters of offer, temporary certificates and other similar documents), unless the terms and conditions for the time being relating thereto otherwise provide, shall be issued with a seal and signature of the legal representative of the Group.
- 12.7 With respect to the preferred shares, in addition to the above-mentioned regulations, the certificate must specify class of preference of such shares and/or other contents as provided in Articles 116, 117, and 118 of the Law on Enterprises.
- 12.8 The Shareholder Register of the Group or the list of Shareholders is registered with and archived at Vietnam Securities Depository and Clearing Corporation (VSDC).
- 12.9 In case of having any change to the content of the Shareholder Register relating to any Shareholder, such Shareholder shall be responsible to notify the Group and/or the securities company to which the Shareholder deposits his/its shares so that the Group and/or the securities company may revise information of the Shareholder in the Shareholder Register or the list of Shareholders.
- The Group shall not be responsible for the failure to contact and/or dispatch correspondence or materials to a Shareholder in the event that the contact address of such Shareholder is not made available to the Group or is inaccurate or insufficient for such purpose. The failure to contact and/or dispatch correspondence or materials in such case would not affect procedures for convening the GMS, collecting opinions from Shareholders, sending materials to Shareholders and the effectiveness of the resolutions approved by the GMS.

#### **CHAPTER V: TRANSFER, FORFEITURE AND REDEMPTION OF SHARES**

##### **Article 13. Transfer of shares**

- 13.1 Except as specified in Article 13.7 of this Charter or as otherwise stipulated by Law, all shares shall be freely transferred
- 13.2 The transfer of shares shall become effective upon the record of the said transfer in the Shareholder Register/list of Shareholders or on the date of a book entries on the custody account for securities at VSDC. Only Shareholders named in the Shareholder Register/list of Shareholders are recognized as legal Shareholders of the Group.
- 13.3 Any shares listed on a Stock Exchange shall be transferred in compliance with the applicable laws and the regulations of the Stock Exchange on which the relevant Shares are listed.
- 13.4 The BOD shall have the power to refuse registration of any Shares which has not been fully paid.
- 13.5 In case of the death of a Shareholder that is an individual, his/her heir at law or designated by a will shall become a Shareholder of the Group. If a Shareholder that is an individual



dies without an heir or the heir refuses the inheritance or is disinherited, his/her shares shall be settled in accordance with civil laws.

- 13.6 When a Shareholder being a legal entity or an organization, is dissolved, bankrupted, merged, divided, changed into another form of legal entity, all the rights and responsibilities in relation to the shares of this Shareholder shall be settled in accordance with the Law.
- 13.7 A share that not fully paid may not be transferred and be entitled to relevant rights such as right to receive dividends, receive newly issued shares to increase the share capital from owner's equity, to purchase newly issued shares.

**Article 14. Redemption of shares at the request of Shareholders**

- 14.1 A Shareholder voting against decisions on reorganization of the Group or on the changes in the rights and obligations of Shareholders stipulated in this Charter are entitled to demand the Group to redeem its Shares. Such demand must be made in writing and specify the name, address of that Shareholder, number of shares of each class, the intended selling price, and reasons for such demanding redemption. The request must be sent to the Group within ten (10) days from the date on which the GMS approved the resolution on the matters specified in this Clause.
- 14.2 The Group will redeem shares at the request of Shareholders in accordance with Clause 14.1 of this Article within ninety (90) days from the date of receipt of the request, unless the Group is not allowed to redeem shares in accordance with the law of securities. Shares will be redeemed at the market value at that point in time, or if the market price cannot be determined, the purchase price will be determined at least equal to the purchase price of the shares.
- 14.3 Where there is disagreement relating to the price, parties may consult with a specialized auditor or an appropriate entity for the price valuation in accordance with the Laws on valuation of prices. The redemption price shall be determined based on the latest approved and audited financial statements of the Group. Within five (5) days from the date of notice of the appraisal expert, if the related Shareholder does not oppose the price suggested by the appraisal expert, the price will be deemed to be accepted. In case of objection, such Shareholder shall send a written objection to the Group. Notwithstanding the receipt of such an objection, the Group is still entitled to make payment at the determined price and terminate all the rights and responsibilities of such Shareholder with respect to the Group. Within ten (10) days from the date of receipt of the objection, if both parties fail to reach an agreement, the Shareholder may refer the matter to the Vietnam International Arbitration Centre pursuant to Article 52 of the Charter.

**Article 15. Redemption of shares at request of the Group**

The Group may redeem no more than thirty percent (30%) of the total number of ordinary shares, or part or all of the dividend preference shares sold. The redemptions of shares at request of the Group shall be carried out in accordance with the Law on Securities, Law on Enterprises, and its implementing regulations.

**Article 16. Conditions of payment and dealing with redeemed shares**

- 16.1 The Group may make the payment to the Shareholders for shares redeemed in accordance with Articles 14 and 15 hereof only if it is still able to fully pay its debts and other liabilities after the shares are fully paid for.

- 16.2 All shares redeemed in accordance with Articles 14 and 15 hereof shall be deemed as unsold shares according to Article 112.4 of the Law on Enterprises. Within ten (10) days from payments for redeemed shares are paid in full, the Group shall register the decrease of the Charter Capital, which is equal to the total face value of redeemed shares.
- 16.3 The share certificates of the redeemed shares shall be cancelled immediately after the shares are fully paid for. The Chairperson of the BOD and the CEO shall be jointly responsible for any damage caused by the failure to or delay in cancelling the share certificates.
- 16.4 After all, redeemed shares are fully paid for, if the total assets in the Group's accounting books is reduced by more than ten percent (10%), the Group must inform all the creditors of such reduction within fifteen (15) days from the date on which the redeemed shares are fully paid for.

## **CHAPTER VI: STRUCTURE OF ORGANISATION, MANAGEMENT AND CONTROL**

### **Article 17. Organizational structure, administration and control**

Organizational structure, administration and control of the Group include:

- 17.1 **GMS** including all Shareholders having voting right and being the highest authority of the Group;
- 17.2 **BOD** being the management organization of the Group, and having right to act on behalf of the Group to decide and exercise rights and obligations of the Group which is not provided under the authority of the GMS and/or to decide the matter authorized to do by the GMS. BOD shall be responsible for the management of the Group in the best interests of all Shareholders;
- 17.3 **SVB** being responsible for the supervision over the BOD and the CEO in their management and operational execution of the Group. The SVB is responsible before the GMS for the performance of its duties.
- 17.4 **CEO**, being the legal representative and the executor of daily business activities of the Group. The CEO is supervised by the BOD and the SVB and shall be responsible before the BOD and the Law for the performance of rights and obligations entrusted to him;

## **CHAPTER VII: GENERAL MEETING OF SHAREHOLDERS**

### **Article 18. Rights and obligations of the GMS**

- 18.1 The GMS has following rights and obligations:
- a) To pass the development direction of the Group;
  - b) To make decisions on the classes of shares and total number of shares of each class entitled to be offer for sale; to make decisions on the rate of annual dividend for each class of shares;
  - c) To make decisions on the number of members of the BOD and members of SVB; to elect, dismiss or discharge members of the BOD and members of the SVB;
  - d) To make investment decisions or decisions on sale of assets valued at fifty percent (50%) or more of the total value of assets recorded in the most recent financial statements of the Group;

- e) To make decisions on amendments of and supplements to the Charter;
  - f) To approve annual financial statements;
  - g) To make decisions on redemption of more than ten percent (10%) of the total number of shares of each class already sold;
  - h) To consider and deal with breaches by BOD's members, SVB members which cause damage to the Group and its Shareholders;
  - i) To make decisions on re-organization and dissolution of the Group;
  - j) To make decision on the budget or total remunerations, bonuses and other benefits of the BOD and the SVB;
  - k) To approve internal regulations on governance of the Group, regulations on operation of the BOD and the SVB;
  - l) To approve the list of accredited auditing companies; to allow the accredited auditing company to inspect the Group's operation; dismiss accredited auditing company where necessary;
  - m) To approve contracts, transactions as provided in Article 38.3 and Article 38.4 of this Charter;
  - n) Other rights and obligations stipulated in the Law and the Charter.
- 18.2 The regular meeting of the GMS shall discuss and approve the following issues:
- a) The Group's annual business plan;
  - b) The annual financial statements;
  - c) The report of the BOD on governance and performance of the BOD and each BOD's member;
  - d) The report of the SVB on the Group's business performance, performance of the BOD, the Chief Executive Officer;
  - e) The self-assessment report on performance of the SVB and its members;
  - f) Amount of dividend payable on each class of share;
  - g) Other matters within its authority and in accordance with Law and this Charter.
- 18.3 All resolutions and issues that have been included in the meeting agenda shall be discussed and voted on during the GMS.

**Article 19 General Meeting of Shareholders**

- 19.1 The General Meeting of Shareholders ("GMS") must hold an annual meeting within a time-limit of four months from the end of the financial year. The BOD can decide to extend that time-limit where necessary, but not beyond six (6) months as from the end of the financial year.
- The BOD shall convene the annual GMS and choose (a) suitable location(s). The annual GMS shall decide matters prescribed by the Law and the Charter. Members of the BOD and SVB must attend annual GMS and respond to questions of Shareholders during the meeting, except for force majeure cases provided that such members shall provide the BOD and SVB with a written report. In case the audit report contains qualified opinions, adverse opinions or disclaimer of opinion, the Group shall invite representative of the accredited auditing company that audited the Group's financial statements to participate in the annual GMS. The invited representative of the audit organization has the responsibility to participate in the annual GMS.

In addition to the annual meeting, the GMS may take place on extraordinary basis or approve resolutions by collecting written opinions. Location of the meeting shall be the place within the territory of Vietnam where the Chairperson attend.

- 19.2 The BOD must convene an extraordinary meeting of the GMS in the following cases:
- a) The BOD considers it necessary to do so in the interests of the Group;
  - b) The number of the remaining members of the BOD, SVB is less than the number of members required by Law;
  - c) Upon request by a Shareholder or a group of Shareholders as stipulated in Article 10.3 of the Charter; the request shall be made in writing and specifies reasons for and the objectives of the meeting, and shall be dully signed by all relevant Shareholders. The request may have certain counterparts provided that they collect signatures of all relevant Shareholders;
  - d) Upon demand by the SVB;
  - e) In other cases, stipulated by Law and this Charter.

19.3 Convening the extraordinary GMS

- a) The BOD shall convene the GMS within 30 days as from the date on which the number of remaining members of the BOD, the remaining independent members of the BOD, or the remaining members of the SVB is less than the number required by Law or from the date of receipt of the request stipulated in Article 19.2 (c)(d) of this Charter.
- b) Where the BOD fails to convene a GMS as stipulated in Article 19.3(a) of this Charter, then within the following thirty (30) days the SVB shall replace the BOD in convening the GMS in accordance with Article 140.3 of the Law on Enterprises.
- c) If the SVB fails to convene a meeting as stipulated in Article 19.3(b) above, the Shareholder or group of Shareholders stipulated in Article 19.2(c) of this Charter shall have the right to demand the Group's representative in convening the GMS in accordance with the Law on Enterprises.

In this case, the Shareholder or group of Shareholders convening the GMS may request the business registration office to supervise the convening and conduct of the meeting, as well as the decision making process of the GMS.

- 19.4 The expenses for convening and conducting a meeting of the GMS shall be reimbursed by the Group. The reimbursed amount does not cover expenses Shareholders spent to attend the meeting, including meals, accommodation, and traveling expenses.

**Article 20. Authorization for participation in GMS**

- 20.1 Shareholders being individuals or Authorized Representatives of Shareholders which are organizations, may attend the GMS in person or through one of means provided in Article 144.3 of the Law on Enterprises, or authorize another person / organization in writing to do so.
- 20.2 The authorization for a representative to attend the GMS as provided in Article 20.1 of the Charter must be made in writing on the form stipulated by the Group or civil laws. The authorization shall (i) specify the name of the authorizing Shareholder, name of the authorized individual or organization, the number of authorized shares, authorization content, scope of authorization, duration of authorization, signature of authorizing party and authorized party
- 20.3 The written authorization shall be either submitted by the authorized participant when registering their attendance at the GMS or sent by the Shareholder to the Group or to the location specified in the written invitation at least 48 hours before the opening of the GMS.

If the authorized person authorizes another person to participate the GMS, the meeting participant shall also submit the original written authorization issued by the shareholder or by Authorized Representative of the Shareholder that is an organization (if it is yet to be registered with the Group).

- 20.4 Votes casted the authorized participants within authorization scope shall be effective unless:
- a) The principal passed away, or his capacity for civil acts is lost or is restricted;
  - b) The principal terminates the authorization;
  - c) The authorizing person has cancelled the authority of the authorized participant;
- This provision does not apply if the Group receives a notification of any of the aforementioned events before the time of opening of the GMS or before the GMS is reconvened.

**Article 21. Convening, agenda and invitations to the GMS**

21.1 The convener of the GMS shall carry out the following tasks:

- a) To prepare a list of shareholders entitled to attend and vote at the meeting. This list shall be generated at least ten (10) days before the day on which the invitation to the GMS is sent. The Group shall announce the record date of this list at least twenty (20) days before the deadline for registration;
- b) To fix the time and location of the meeting;
- c) To prepare the agenda and contents of the meeting;
- d) To prepare documents for the meeting;
- e) To draft resolutions in accordance with the proposed agenda, list and details of each candidate in case of electing members of the BOD, SVB;
- f) To notify and send written invitation to all Shareholders entitled to attend the meeting;
- g) To perform other tasks serving the GMS.

21.2 The invitations to attend shall be sent via electronic mail (e-mail) and/or sent to the registered mailing address of Shareholder, and/or via other appropriate means to ensure it reaches the Shareholders. If the Group sends an invitation via e-mail, the e-mail address of the Shareholder receiving the notice is either the address registered with and provided by the Vietnam Securities Depository and Clearing Corporation or the email address registered by the Shareholder with the Group.

The convener shall send invitations to all Shareholders on the list of Shareholders eligible to attend the GMS at least twenty one (21) days before the opening day of the GMS. The agenda of the GMS and documents relevant to the matters to be voted on at the GMS shall be sent to the Shareholders and/or published on the Group's website, and on the State Securities Commission and the stock exchange's websites. In case these documents are not enclosed with the invitations, the invitations must contain the URL for the following documents:

- a) The meeting agenda and documents to be used during the meeting;
- b) List and details of candidates in case there is an election of members of the Board of Directors and members of the Supervisory Board;
- c) Voting ballot;
- d) Draft resolution on each matter mentioned in the meeting agenda.

21.3 A Shareholder or group of Shareholders mentioned in Article 10.3 of this Charter may recommend items to be included in the agenda of the GMS. The recommendation must be

made in writing and be sent to the Group no later than five (05) working days prior to the date of opening of the meeting. The recommendation must specify the name of Shareholder(s), the number of shares of each class of Shareholder, and the items recommended to be included in the agenda.

- 21.4 The convener of the GMS may only refuse the recommendation stipulated in Article 21.4 of this Charter in any of the following cases:
- a) The recommendation is not sent in accordance with Article 21.4 above;
  - b) At the time of making recommendations, the Shareholder or group of Shareholders does not own five percent (5%) or more of the total number of the ordinary shares as provided in Article 10.3 of this Charter;
  - c) The item recommended does not fall within the decision-making authority of the GMS;
  - d) Other cases stipulated by Law and this Charter.
- 21.5 The convener of the GMS must accept and include the recommendations stipulated in Article 21.4 above into the draft program and agenda for the meeting, except in the cases stipulated in Article 21.5 above; the recommendation shall be officially added to the program and agenda for the meeting if it is approved by the GMS.

**Article 22. Conditions and procedures for opening the GMS**

- 22.1 The GMS shall be conducted where the number of attending Shareholders represents at least fifty percent (50%) of the voting shares of the Group.
- 22.2 Where the first meeting cannot take place because the condition stipulated in Article 22.1 is not satisfied, the meeting may be convened for a second time within thirty (30) days of the intended opening of the first meeting. The GMS which is convened for a second time shall be conducted where the number of attending shareholders represents at least thirty-three percent (33%) of the voting shares.
- 22.3 Where a meeting convened for a second time cannot take place because the condition stipulated in Article 22.2 is not satisfied, invitation to the third meeting must be sent within twenty (20) days from the date of the intended opening of the second meeting. In this case, the GMS shall be convened irrespective of the number of voting rights of shareholders attending the meeting.
- 22.4 Procedure for conducting the GMS: Prior to the opening of a meeting, the Group shall carry out and maintain procedures for registration for attendance until Shareholders with the right to attend the meeting completes the registration in following order:
- a) When a Shareholder is registered, the Group shall grant each Shareholder, or an Authorized Representative a voting card which states the Shareholder's code, full name of the Shareholder, and the number of votes of such a Shareholder. The voting ballot may be encoded to support the vote counting by using computer software. The GMS shall discuss and vote on each issue in the agenda for the meeting. Voting shall be conducted by collecting votes which 'agree', 'disagree', and 'abstain'. The results of the vote counting shall be announced immediately prior to the closing of the meeting.
  - b) Shareholders, Authorized Representatives or authorized participants who arrives after the opening of the meeting have the right to register to attend the meeting, and then have the right to participate and vote. The Chairperson shall not delay the meeting for late attendees to register; in such a case, the effectiveness of any voting matter which has already been conducted shall not be affected.

- 22.5 The election of the Chairperson, secretary and vote counting committee of the General Meeting of Shareholders shall be regulated as follows:
- a) The Chairperson of the BOD shall act or authorize another member of the BOD to act as the Chairperson of the GMS convened by the BOD. In a case where the Chairperson is absent or is temporarily incapable of working, the remaining members of the BOD shall elect one person among themselves (by a majority vote) to chair the meeting. In a case a Chairperson is not elected, the head of the SVB shall arrange for the GMS to elect the Chairperson of the meeting from amongst the people attending the meeting and the person with the highest number of votes shall act as Chairperson of the meeting;
  - b) In other cases, the person who signed the document convening the GMS shall arrange for the GMS to elect a Chairperson of the meeting and the person with the highest number of votes shall act as Chairperson of the meeting.
  - c) The Chairperson shall elect one or more people to act as secretary of the GMS.
  - d) The GMS shall elect a vote counting committee that comprises of one or more people in accordance with the proposal of the Chairperson of the meeting.
- 22.6 The agenda and contents of the meeting must be approved by the GMS in the opening session. The agenda must specify in detail the time applicable to each issue in the contents of the agenda for the meeting.
- 22.7 The Chairperson of the GMS shall have the right to take the necessary measures to direct the conduct of the meeting in an appropriate and orderly manner, correctly in accordance with the agenda as approved and so that it reflects the wishes of the majority of attendees, including:
- a) To arrange adequate seat for all attendees at meeting locations;
  - b) To conduct necessary security, measure to ensure safety for attendees;
  - c) To facilitate Shareholders to participate (or continue participating) the GMS. The convener has the right to change, adjust any of the above measure, as well as apply any necessary measure.
- 22.8 The convener or the Chairperson of the GMS shall have the following rights:
- a) To require all people attending the meeting to be checked or subject to other legal and necessary security measures;
  - b) To request a competent body to maintain order during the meeting; to expel from the GMS anyone who fails to comply with the Chairperson's right to control the meeting, who intentionally disrupts or prevents normal progress of the meeting or who fails to comply with a request to undergo a security check.
- 22.9 The Chairperson shall have the right to adjourn the GMS for which sufficient attendees have registered. The maximum time for any adjournment of a meeting shall be three (03) days as from the date of the proposed opening of the meeting. The Chairperson can only change the time and location of the meeting in following cases:
- a) The location for the meeting does not have sufficient seating for all attendees;
  - b) The media at the meeting location is of sufficient quality for Shareholder to attend the meeting, discuss and vote;
  - c) There is an attendee who obstructs the meeting or disrupts order, and there is a risk that the meeting might not be conducted fairly and legally.
- 22.10 A GMS make take place in a form of in-person or online meetings provided that all Shareholders at different locations are able:

- a) To see and listen to the Chairperson and other attendees' opinions;
  - b) To directly communicate or use telephone or other technology means to communicate with the Chairperson and other Shareholders.
- 22.11 The participation and voting of the Shareholders shall be considered as attendance at the meeting and voting using measures provided in Article 10.5 (f) of this Charter.

**Article 23. Conditions for resolutions of the GMS to be approved**

- 23.1 The GMS shall approve resolutions which fall within its authority by way of voting in the meeting or collecting written opinions.
- 23.2 Resolutions on the following issues shall be passed if they receive at least sixty-five percent (65%) affirmative votes from all participating and voting Shareholders at the meeting, except for the cases specified in Article 23.3, Article 23.6 and Article 11.1 of the Charter:
- a) Classes of shares and the total number of shares in each class;
  - b) Change of business lines;
  - c) Changes of the Group's organizational structure;
  - d) Decisions on investments or the sale of assets valued at equal to or more than fifty percent (50%) of the total assets recorded in the most recent Financial Statements of the Group;
  - e) Reorganization or dissolution of the Group;
  - f) Other circumstances as provided in the Charter.
- 23.3 Pursuant to Article 26.6 and Article 34.5 of the Charter, a resolution on the election of the member of BOD or the member of the SVB by the method of cumulative voting shall comply with Article 148.3 of the Law on Enterprises.
- 23.4 Except for matters specified in Article 23.2, Article 23.3, Article 23.6(g), and Article 11.1 of this Charter, a resolution for other matters shall be passed if it is proved by a number of shareholders representing at least fifty percent (50%) of the total voting shares of all attending and voting shareholders at the meeting.
- 23.5 Resolutions that are passed by the GMS with the number of shareholders directly or by authorized persons participating which represents one hundred percent (100%) of the total number voting shares shall be legal and effective even when the order and procedures for convening and passing such resolutions violate the Law on Enterprises and the Group Charter.
- 23.6 Procedures for collection of written opinions of Shareholders: The Chairperson of the BOD shall have the right to collect written opinions if it is deemed necessary for the interests of the Group and Shareholders. The solicitation of written opinions of Shareholders shall be carried out as follows:
- a) The BOD shall prepare and send ballot forms, a draft of the resolution of the GMS and other documents explaining the draft resolution to the shareholders with voting rights at least ten (10) days before the deadline for submission of the written opinion form. The preparation of the list of Shareholders, the delivery of the ballot form and other relating documents to the Shareholders shall be carried out in accordance with Article 21.2(a), Article 21.2 of this Charter. The ballot form shall specify address where documents are published, and method for which the completed ballot can be returned to the Group.
  - b) The ballot form must contain the following basic particulars: The enterprise's name, headquarters address, identification number;
    - (i) Name, head office address, enterprise registration number of the Group;

- (ii) Full name, mailing address, nationality, number of lawful personal identification in respect of a Shareholder being an individual; name, enterprise/organization ID number and headquarters address of the Shareholder being an organization; or full name, mailing address, nationality, number of lawful personal identification of the Authorized Representative of the Shareholder being an organization; quantity of shares of each class and the number of votes of the Shareholder;
  - (iii) Matters to be included in the ballot form in order to pass a resolution;
  - (iv) Voting options comprising "agree", "disagree" and "abstain" for each matter for which the opinion is collected;
  - (v) Deadline for which the completed ballot form must be returned to the Group;
  - (vi) Full name and signature of the Chairperson of the BOD.
- c) The Chairperson of the BOD shall direct the counting of the votes and the preparation of vote-counting minutes in the presence of the SVB or of a Shareholder who does not hold a management position in the Group.
- d) The minutes of vote-counting shall contain the following:
- (i) Name, head office address, business code of the Group;
  - (ii) Purpose of solicitation of written opinions and issues on which it is subject to obtain written opinions in order to pass a resolution
  - (iii) Number of Shareholders with total numbers of votes who have participated in the vote, classifying the votes into valid and invalid, the method to return the written opinions, and including an appendix being a list of the shareholders who participated in the vote;
  - (iv) Total number of votes for, against and abstentions on each matter voted upon;
  - (v) Resolutions which have been passed and their corresponding voting rates.
  - (vi) Full name and signature of the Chairperson of the BOD, of the person who counted the votes, and of the person who supervised the counting of votes.
- The Chairperson of the BOD, person counting the votes, and the person who supervised the vote counting shall be jointly liable for the truthfulness and accuracy of the minutes of vote-counting, and shall be jointly liable for any damage arising from a resolution which is passed due to an untruthful or inaccurate counting of votes.
- e) The minutes of vote counting results and resolutions of the General Meeting of Shareholders must be posted to the Group's website within 24 hours after vote counting is completed;
- f) The returned ballots, the minutes of vote-counting, the approved resolution and related documents attached to the ballots must be archived at the head office of the Group;
- g) A resolution shall have passed by collecting written opinions if it is approved by a number of shareholders representing at least fifty percent (50%) of the total voting shares. A resolution which is passed by the form of collecting written opinions of Shareholders shall have the same validity as a resolution passed by the GMS.

**Article 24. Minutes of meetings of the GMS**

- 24.1 The GMS shall be recorded in the minutes and may also be recorded or archived in other electronic forms. Minutes must be prepared in Vietnamese and English, and must contain the following:
- a) Name, head office address, business code of the Group;
  - b) Time and location of the GMS;

- c) Agenda, and contents of the meeting;
  - d) Summary of developments of the meeting and of opinions stated in the GMS on each matter set out in the contents of the meeting agenda;
  - e) Number of Shareholders and total number of votes of attending Shareholders, appendix listing registered Shareholders and representatives of Shareholders attending the meeting with their total number of shares and the corresponding total number of votes;
  - f) Total number of votes for each matter voted on, specifying the voting method, the number of votes, for, against, and abstentions; and the corresponding percentage on the total number of votes of Shareholders attending the meeting;
  - g) The matters ratified and the respective percentage of affirmative votes
  - h) Full names and signatures of the Chairperson and secretary. Where the Chairperson or secretary refuses to sign the minutes, the minutes shall become effective if it contains all contents listed above and is duly signed by all shareholders attending the meeting. The minutes of the meeting shall clearly state the refusal to sign the minutes of the meeting by the Chairperson or secretary.
- 24.2 The minutes of the GMS must be completed and approved prior to the closing of the meeting. The Chairperson and secretary of the meeting or another person whose signature is on the meeting minutes shall be jointly liable for the truthfulness and accuracy of the contents of the minutes.
- 24.3 Minutes which are prepared in Vietnamese and English shall be of equal legal validity. In a case of having any difference between the Vietnamese and English version, the Vietnamese version shall prevail.
- 24.4 Resolutions, minutes of the GMS, the appendix listing the Shareholders registered to attend the meeting, authorization documents, documents attached to the minutes (if any), other relevant documents attached to the invitation to the meeting must be disclosed in accordance with the law on information disclosure on the stock market, and be archived at the head office of the Group.

**Article 25. Request for cancellation of a resolution of the GMS**

- 25.1 Within 90 days from the date the resolution or minutes of the GMS or date of the vote counting minutes in case of soliciting written opinions are posted on the Group's website,
- a Shareholder or group of Shareholders specified in Article 10.3 of the Charter is entitled to request the court or an arbitrator to consider and cancel a resolution or a part of the resolution in the following cases:
- a) The order and procedures for convening the GMS and passing the resolution breach the Law on Enterprises and the Charter, except for circumstances specified in Article 23.5 of the Charter;
  - b) The content of the resolution breaches the Law or the Charter.
- 25.2 If any of circumstances specified in Article 25.1 above occurs, the validity of the relevant resolutions shall remain until the court or arbitration decides otherwise, except for the circumstance where a competent authority decides to apply temporary emergency measures.

## CHAPTER VIII: BOARD OF DIRECTORS

### Article 26. Nomination/self-nomination of candidate to the BOD, composition of the BOD

- 26.1 After candidates to the BOD are identified, the Group shall publish information about these candidates at least ten (10) days before the opening day of the GMS on the Group's website for the Shareholders to study their profiles before voting. Each candidate shall undertake in writing that (i) his/her published information is correct, and (ii) if being elected, he/she will exercise the delegated duties honestly, prudently, and for the best interests of the Group. Candidate's information published on the website shall include:
- a) Full name, date of birth;
  - b) Qualifications;
  - c) Working experience;
  - d) Other managerial positions (including positions in the board of directors of other companies);
  - e) Interests relevant to the Group and the Group's related parties;
  - f) Other information (if any) specified in the Charter;
- The Group shall publish information about the companies in which the candidates are serving as a member of the board of directors, and other managerial positions and their interests in these companies (if any).
- 26.2 A Shareholder or group of Shareholders owning ten percent (10%) or more of total ordinary shares has the right to nominate candidates for the BOD in accordance with the Law on Enterprises and the Charter.
- 26.3 In case the number of candidates is less than the minimum number specified in Article 115.5 of the Law on Enterprises, the incumbent BOD shall nominate additional candidates or organize the nomination in accordance with the Group's internal regulations on corporate governance. This additional nomination must be announced before the voting to elect members of the BOD as prescribed by the Laws.
- 26.4 Members of the BOD shall satisfy the criteria and conditions provided in Article 155 of the Law on Enterprises and relevant laws. Members of the BOD need not to be a Shareholder of the Group. Members of the BOD of the Group may be concurrently serve as members of the BOD or the Members' Council of no more than five (05) other companies.
- 26.5 The BOD shall have three (03) to eleven (11) members. The term of office of members of the BOD shall not exceed five (05) years and members may be re-elected for an unlimited number of terms. One individual shall only be elected as an independent member of the BOD for no more than two (02) consecutive terms of office. If the term of office of all members of the BOD expires at the same time, such members shall continue to be members of the BOD until new members are elected as replacements and take over the work.
- Total number of independent numbers shall meet the following conditions:
- a) If the BOD has three (03) to five (05) members, it shall include at least one (01) independent member;
  - b) If the BOD has six (06) to eight (08) members, it shall include at least two (02) independent members;
  - c) If the BOD has nine (09) to eleven (11) members, it shall include at least three (03) independent members.

- 26.6 The voting to elect members of the BOD may be implemented by the method of normal voting or cumulative voting in accordance with the Election Regulation passed by the GMS.
- 26.7 A member of the BOD shall be discharged, dismissed, or replaced by the GMS and his/her status as a member of the BOD shall end in the following cases:
- a) Failure to satisfy the criteria and conditions stipulated in Article 155 of the Law on Enterprises;
  - b) Upon written notice of resignation which is approved;
  - c) Failure to participate in activities of the BOD for six (06) consecutive months, except for cases of force majeure;
  - d) Other cases as stipulated in the GMS's resolution.
- 26.8 The change of the BOD's members shall be disclosed in accordance regulations on information disclosure on the stock market.

**Article 27. Rights and obligations of the BOD**

- 27.1 The BOD is a managing body of the Group and has full authority to make decisions in the name of the Group and to exercise the rights and perform the obligations of the Group, except for those within the authority of the GMS.
- 27.2 Rights and obligations of the BOD are stipulated by Laws, the Charter, and the BOD's resolutions. The BOD has the following rights and obligations:
- a) To make decisions on medium term developmental strategies and plans, and on annual business plans of the Group;
  - b) To recommend the classes of shares and total number of shares of each class which may be offered;
  - c) To make decisions on selling unsold shares within the number of shares of each class which may be offered for sale; to make decisions on raising additional capital in other forms;
  - d) To make decisions on the selling price of shares and bonds of the Group;
  - e) To make decisions on redemption of shares in accordance with the provisions in Article 133.1 and Article 133.2 of the Law on Enterprises;
  - f) To make decisions on investment plans and the sale of assets valued from ten percent (10%) up to fifty percent (50%) of the total assets recorded in the most recent financial statement of the Group;
  - g) To approve contracts for purchase, sale, borrowing, lending, mortgage, pledge, guarantee, collateral transaction, compensations, and other contracts and transactions valued at thirty-five percent (35%) or more of the total assets recorded in the most recent financial statements of the Group, except for contracts and transactions within the decision making authority of the GMS;
  - h) To approve contracts, transaction listed in Article 38.3 and Article 38.5 of the Charter.
  - i) To make decisions on solutions for market expansion, marketing and technology;
  - j) To elect, dismiss or discharge the Chairperson of the BOD; to appoint, discharge, and sign contracts or terminate contracts with the CEO, Deputy CEO, and the chief accountant, CFO of the Group; to make decisions on salaries, remuneration, bonuses and other benefits of such managers;

- k) To appoint authorized representatives to participate boards of partners or GMS of other companies, and to make decisions on the level of remuneration and other benefits of such persons;
  - l) To supervise and direct the CEO and other managers in their work of conducting the day-to-day business of the Group;
  - m) To make decisions on the organizational structure and the regulations on internal governance of the Group, to make decisions on the establishment of subsidiary companies, branches and representative offices and the capital contribution to or purchase of shares of other enterprises;
  - n) To approve the agenda and contents of documents for the meetings of the GMS/solicitation of shareholder's in the form of written opinions; to convene meetings of the GMS and/or organize the collection of shareholder's written opinions;
  - o) To submit annual audited financial statements to the GMS;
  - p) To propose the ratio of dividend payment, to make decisions on the timeline and procedures for payment of dividends or for dealing with losses incurred in the business operations;
  - q) To recommend re-organization or dissolution of the Group, or to request bankruptcy of the Group;
  - r) To make decisions on the issuance of the regulations on operation of the BOD, the internal regulations on corporate governance of the Group after it is passed by the GMS, regulations on information disclosure of the Group, and other regulations within the BOD's authority;
  - s) Other rights and obligations in accordance with the Law on Enterprises, Law on Securities, other Laws, the Charter, and GMS's resolutions as applicable from time to time.
- 27.3 The BOD shall report its performance at annual meeting of GMS as required at Article 139.3(c) of the Law on Enterprises, and shall include the following contents:
- a) Remunerations, operation costs and other benefits of the BOD and each of its members in accordance with Article 163.3 of the Law on Enterprises;
  - b) Summaries of BOD's meetings and decisions;
  - c) Reports on transactions between (i) the Group and its subsidiaries, (ii) any company in which the Group controls above fifty percent (50%) of the charter capital and any member of the BOD or related person thereof, and (iii) the Group and any company in which any member of the BOD is also the founding member or holds managerial position in the company within the last three (03) recent years before the time of transaction;
  - d) Performance of the independent members of the BOD and their assessment of the business operation of the BOD;
  - e) Performance of other committees under the BOD (if any);
  - f) Results of the supervisions of the performance of the CEO and other managers;
  - g) Plans of the BOD (if any).
- 27.4 Remunerations, bonuses and other benefits of members of the BOD.
- a) The Group is entitled to pay remuneration and bonuses to members of the BOD based on the business results and efficiency;
  - b) Members of the BOD are entitled to remuneration for work and bonuses. Remuneration for work is calculated on the basis of the working days which are necessary to fulfil the duties of the members of the BOD and the daily rate of remuneration. The BOD shall estimate the remuneration for each member on the principle of agreement. The total amount of remuneration and bonuses for the BOD shall be decided by the GMS at the annual meeting;

- c) The remuneration of each member of the BOD shall be included in the business expenses of the Group in accordance with the law on corporate income tax, and shall be presented as a separate item in the annual financial statements of the Group and must be reported to the GMS at its annual meeting;
- d) A member of the BOD who serves as a manager of the Group or a member of any committee under the BOD or performs other duties falling outside the normal scope of work of a BOD's member shall be entitled to receive additional remunerations in the form of service fee, salary, commissions, percentage of profit, or other in accordance with the BOD's resolutions;
- e) Members of the BOD are entitled to reimbursement of expenses for meals, accommodation and travel and other reasonable expenses in order to fulfil their delegated duties, including their expenses for participating meetings of the BOD, GMS;
- f) Upon the GMS's approval, the Group may purchase liability insurances for BOD's members provided that such insurances do not cover liability related to violations of the Law and the Charter committed by any member.

**Article 28. Chairperson, Vice Chairperson and members of the BOD**

- 28.1 The Chairperson of the BOD shall be elected, dismissed or discharged by the BOD among members of the BOD. The Chairman of the Board of Directors will select a number of Vice Chairpersons (if necessary) and must be approved by the Board of Directors.
- 28.2 The Chairperson of the BOD shall not concurrently be the CEO of the Group.
- 28.3 The Chairperson of the BOD has the following rights and obligations:
  - a) To prepare working plans and programs of the BOD;
  - b) To prepare the program, agenda and documents for meetings of the BOD; to convene, preside over and chair meetings of the BOD;
  - c) To carry out necessary procedures to obtain approval for the resolutions and decisions of the BOD;
  - d) To organize the collection of written opinions of Shareholders where necessary;
  - e) To sign resolutions of the GMS and BOD for issuance;
  - f) To monitor the implementation of resolutions and decisions of the BOD;
  - g) To chair meetings of the GMS;
  - h) Other rights and obligations in accordance with Law and the Charter.
- 28.4 Upon written notice of resignation, or in case of discharge, or dismissal of the Chairperson, the BOD shall elect a new Chairperson within ten (10) days from the date of receiving the written notice of resignation, dismissal or discharge date.
- 28.5 Where the Chairperson of the BOD is absent or is unable to perform his or her duties, he or she must authorize in writing another member to exercise the rights and perform the obligations of the Chairperson of the BOD. Where no person is authorized or the Chairperson of the BOD passes away, goes missing, is temporarily detained in prison, serves a prison sentence, is subject to administrative measures in a compulsory drug rehabilitation establishment or compulsory educational establishment, absconds from his or her place of residence, has limited or incapable of civil acts, has cognitive difficulties or difficulties with behavioral control, or is prohibited by a court from assuming a certain position or practicing or doing certain work, then the remaining members shall select one of them to hold the position of the Chairperson of the BOD in accordance with the principle that the majority of the remaining members agree until there is a new decision of BOD.

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28.6 The Chairperson is entitled to authorize or delegate on regular or extraordinary basis Vice Chairpersons to (i) sign documents on the Chairperson's behalf, and (ii) exercises rights and duties of the Chairperson provided that such authorization is necessary and does not constitute any breach of the Law. Authorized Vice Chairpersons shall be responsible before the Chairperson for their performance of the authorized work.

**Article 29. Meetings of the BOD**

29.1 The Chairperson of the BOD shall be elected at the initial meeting of the BOD within seven working days from the date of completion of the election of the BOD. Such meeting shall be convened and chaired by the member who obtains the highest number of votes or the highest percentage of votes. If two or more members receive the same highest number of votes or the same highest percentage of votes, the members shall be elected by a majority vote to select a person amongst them to convene the meeting.

29.2 Meetings of the BOD shall be held at least once every quarter and may be held on an extraordinary basis or collecting written opinion.

The BOD may pass a solution, decision by a way of voting at meetings or collecting opinions in writing. Each member of the BOD has one vote.

29.3 The Chairperson of the BOD shall convene a meeting of the BOD in the following circumstances:

- a) Upon request of the SVB or an independent member of the BOD;
- b) Upon request of the CEO or upon request of at least five other managers;
- c) Upon request of at least two members of the BOD;
- d) When it is deemed necessary for the interests of the Group and Shareholders.

The request prescribed in provision must be made in writing and must specify the objectives and issues which require to be discussed, and decisions within the authority of the BOD.

29.4 The Chairperson of the BOD must convene a meeting of the BOD within seven working days from the date of receipt of a request stipulated in Article 29.3 above. If a meeting of the BOD is not convened pursuant to a request, the Chairperson of the BOD shall be liable for loss caused to the Group. The person making the request stipulated in Article 29.3 has the right to convene a meeting of the BOD in place of the Chairperson of the BOD.

29.5 The Chairperson of the BOD or the convener of the meeting of the BOD must send a notice of invitation to attend the meeting at least five days prior to the date of meeting. The notice of invitation must specify the time and location of the meeting, the agenda and matters to be discussed, and decisions. The notice must enclose documents to be used at the meeting and voting forms for the members.

The notice of invitation to a meeting of the BOD may be sent in the form of a letter of invitation, or by telephone, fax, electronic mail or other method to ensure that the invitation can reach the contact address of each member of the BOD as registered with the Group.

29.6 The Chairperson of the BOD or the convener shall send the notice of invitation to attend the meeting together with the enclosed documents to all SVB's members in the same manner as to the members of the BOD.

SVB's members have the right to attend meetings of the BOD and to discuss issues but not to vote.

29.7 A meeting of the BOD shall be conducted where three quarters (3/4) or more of the total members are in attendance. If the meeting convened in accordance with this clause does

not have sufficient attending members as stipulated, it shall be convened for a second time within seven days from the intended date of the first meeting. In this case, the meeting shall be conducted if more than half of the number of members of the BOD attend the meeting.

29.8 A member of the BOD shall be deemed to attend and vote at the meeting in the following cases:

- a) Such member attends and votes at the meeting in person;
- b) Such member authorizes another person to attend and vote at the meeting;
- c) Such member attends and votes via an online conference, by casting an electronic vote or by other electronic forms;
- d) Such member sends his or her written vote to the meeting by mail, fax or email;
- e) Such member sends his or her written vote by other means to the Chairperson of the BOD or the Secretary/Person in charge of corporate governance of the Group.

Where a written vote is sent to the meeting by mail, it must be enclosed in a sealed envelope and delivered to the Chairperson of the BOD at least one hour prior to the opening of the meeting. Written votes shall be opened only in the presence of all persons attending the meeting.

29.9 Members must participate in all meetings of the BOD. A member may authorize another person to attend and vote at a meeting if the majority of members of the BOD agrees.

29.10 A resolution or decision of the BOD shall be passed when it is agreed by the majority of the members in attendance; in the case of a tied vote, the final decision shall be made in favor of the vote of the Chairperson of the BOD.

29.11 A meeting of the BOD may take place in form of online meeting or others provided that all members from different locations are able:

- a) To see and listen to other attendees' opinions;
- b) To concurrently communicate and share their opinions to others.

A resolution or decision of the BOD in an online meeting or other form of meeting shall be passed when it is agreed by the majority of the members in attendance; and shall have the same validity as it is passed at an in-person meeting.

29.12 Collection of written opinions of BOD's members: the Chairperson of the BOD may collect written opinions of BOD's members to decide matters within the authority of the BOD. The collection of written opinion shall comply with the following regulations:

- a) The ballot form, relevant documents, the draft Resolution shall be sent to the members of the Board of Directors; and
- b) Members of the BOD vote at the request of the Chairman of the BOD and return the completed ballots in accordance with the method specified prior to the deadline stated in the ballot;
- c) Chairman of the BOD assigns a Vote Counting Committee to check the voting results of the members of the BOD and prepare the Minutes of Vote Counting;
- d) Based on the results of the vote counting, the Chairman of the BOD on behalf of the Board of Directors signs to issue a resolution of the BOD on matters approved by the members of the BOD.

The resolution of the BOD in the form of written opinions shall have the same effectiveness and validity as a resolution passed by the members of the BOD at the meetings convened and organized in accordance with applicable regulations.

- 29.13 Meetings minutes of the BOD: Meetings of the BOD must be written in the minutes and may be recorded, noted down and archived in other electronic forms. The minutes must be made in Vietnamese and may also be made in a foreign language which shall hold the same legal effect. In case of any discrepancy between the minutes in Vietnamese and in a foreign language, the Vietnamese version of the minutes shall prevail.
- The minutes of a meeting of the Board of Directors have the following contents:
- a) Name, head office address, enterprise registration number of the Group;
  - b) Time and location of the meeting;
  - c) Purpose, agenda and content of the meeting;
  - d) Full name of each participant or authorized participant attending the meeting and method of participation; full names of members who did not attend the meeting and reasons (if any);
  - e) Matters discussed and voted on at the meeting;
  - f) Summary of the opinions of each attending member according to the order of the meeting progress;
  - g) Minutes of voting results which clearly states the number of votes for, against and abstentions;
  - h) The matters approved and the corresponding rate of approval;
  - i) Full names, signatures of the Chairperson of the meeting and minutes taker.
- 29.14 Where the Chairperson of the meeting or the person writing the minutes refuses to sign the minutes of the meeting, the minutes shall become effective if the minutes are signed by all other members of the BOD who attend the meeting and contain all the contents stipulated in sub-clauses (a) to (h) of Article 29.13 above.
- 29.15 The Chairperson and the minutes' taker are jointly responsible for the accuracy and truthfulness of the minutes of the meeting. Minutes and documents used at the meeting shall be archived at the head office of the Group.
- 29.16 Any resolution of the BOD which is passed by one hundred percent (100%) of the BOD's members who directly attend or authorize others to attend the BOD meeting (in whatever form including in person meeting, online meeting or others) is lawful and effective even when the sequence and procedures for convening the meeting, program of the meeting, procedure for conducting the meeting breaches any law.

#### **CHAPTER IX: CHIEF EXECUTIVE OFFICER, MANAGERS, AND PERSON IN CHARGE OF CORPORATE GOVERNANCE OF THE GROUP**

##### **Article 30. Organization of the managerial apparatus**

The Group's management system must ensure that the management apparatus is accountable to the Board of Directors and subject to the supervision and direction of the BOD in the daily business of the Group. The Group consists of CEO, Deputy CEOs, Chief Accountant, a person in charge of corporate governance and other managerial positions appointed by the BOD. The appointment, dismissal, and removal of the above positions must be approved by resolutions and decisions of the BOD.

##### **Article 31. CEO, other managers, and the person in charge of corporate governance**

- 31.1 The CEO shall be elected, dismissed or discharged by the BOD. The CEO manages the day-to-day business operations of the Group; is supervised by the BOD, and is responsible before the BOD and before the law for the exercise of his or her delegated authority and

- the performance of his or her delegated obligations. The CEO shall meet qualifications and conditions prescribed in Article 162.5 of the Law on Enterprises.
- 31.2 The term of the CEO shall not exceed five years and the CEO may be re-appointed for an unlimited number of terms. If the term of office of the incumbent CEO expires and the new CEO has not been elected, the term of office of the incumbent CEO shall be extended until the new CEO is elected.
- 31.3 The CEO has the following rights and obligations:
- a) To make decisions on all matters relating to the day-to-day business operations of the Group which do not fall within the authority of the BOD;
  - b) To organize the implementation of resolutions and decisions of the BOD;
  - c) To organize the implementation of business plans and investment plans of the Group;
  - d) To make recommendations with respect to the plan on organizational structure and the regulations on internal governance of the Group;
  - e) To appoint, dismiss and discharge managerial positions in the Group, except for those under the scope of authority of the BOD;
  - f) To make decisions on salary and other benefits for employees of the Group, including managers who may be appointed by the CEO;
  - g) To recruit employees;
  - h) To make recommendations on plans on dividends payment and on handling business losses;
  - i) To make decisions on investment plans or sale of assets valued at less than ten percent (10%) of the total assets recorded in the most recent financial statements of the Group;
  - j) To make decisions on contracts for purchase, sale, borrowing, lending, mortgage, pledge, guarantee, collateral transaction, and other contracts and transactions valued less than thirty-five percent (35%) of the total value of assets recorded in the most recent financial statements of the Group, except for contracts and transactions within the decision making authority of the GMS and BOD;
  - k) To authorize subordinates or other person to exercise one or a number of his or her duties. The CEO shall be responsible before the law and the BOD for tasks performed by his or her authorized person;
  - l) To exercise other actions within the CEO's authority in accordance with the Charter, GMS's resolutions, BOD's resolutions, employment contract of the CEO, and the Law.
- 31.4 Other managers: Upon CEO's recommendations and BOD's approval, the Group may recruit other managers. The number of managers and qualifications of managers shall be consistent with managerial structure and business operation of the Group. Managers shall assist the Group in achieving planned organization and operation targets.
- 31.5 The salary of managers shall be included in the business expenses of the Group in accordance with the law on corporate income tax, and shall be presented as a separate item in the annual financial statements of the Group and must be reported to the GMS at its annual meeting.
- 31.6 Person in charge of corporate governance:  
The BOD appoints one (01) person in charge of corporate governance to assist corporate governance matters of the Group. Such person may concurrently be the Secretary of the Group in accordance with Article 156.5 of the Law on Enterprises. The person in charge

of corporate governance shall not concurrently work for the accredited auditing company which is in charge of auditing financial statements of the Group.

The person in charge of corporate governance shall have the following rights and obligations:

- a) To advise the BOD in organizing meetings of GMS and in performing related work between the Group and Shareholders;
- b) To prepare meetings of BOD, SVB, and GMS as required by the BOD or SVB;
- c) To advise on meetings' procedures;
- d) To attend meetings;
- e) To advise on procedures for drafting resolutions of BOD in accordance with applicable laws;
- f) To provide financial information, copies of minutes of meetings of the BOD and other information to BOD's members and the SVB's members;
- g) To supervise and report to the BOD on the Group's information disclosure;
- h) To be the contact person with person having relevant interests;
- i) To safeguard confidential information of in accordance with the Laws and the Charter;
- j) To exercise other rights and obligations prescribed by applicable laws.

#### **Article 32. Employment**

- 32.1 The BOD makes the decisions on the total number of employees and payroll of the Group. The CEO shall, within his or her authority, have the right to recruit employees according to the requirements of the Group. With respect to important positions identified by the BOD, the CEO shall obtain BOD's approval before appointing or entering into labour contract with the candidate.
- 32.2 Salary, bonuses, allowances and other interests of employees shall be decided by the CEO in accordance with the regulations on salary policy approved by the BOD.
- 32.3 The BOD shall comply with labor regulations. The BOD shall have the right to draft the internal regulations of the Group which shall be binding on all employees of the Group. To be enforceable, these internal regulations shall be approved by the BOD.

### **CHAPTER X: SUPERVISORY BOARD**

#### **Article 33. Nomination and self-nomination of SVB's members.**

- 33.1 The nomination or self-nomination of members of the SVB shall be carried out in accordance with Article 26.1 and Article 26.2 of the Charter.
- 33.2 In a case where the number of candidates is less than the minimum number, the incumbent SVB may nominate more candidates or organize the nomination in accordance with the Group's internal regulations on governance and the regulations on the operation of the SVB. This additional nomination must be announced before the GMS votes to elect members of the SVB as prescribed by applicable Laws.

#### **Article 34. Members of the SVB**

- 34.1 The SVB shall include three to five members. The term of a member shall be no more than five years, and a member may be re-elected for an unlimited number of terms.
- 34.2 Members of the SVB shall meet qualifications and conditions prescribed in Article 169 of the Law on Enterprises, and shall not consist of:
  - a) Any person working for financial, accounting department of the Group;

- b) Any person who is also a member or employee of any independent auditing company auditing financial statements of Group in the last three recent years.
- 34.3 A member of the SVB may be discharged in the following circumstances:
  - a) Such member no longer meets conditions and qualifications prescribed in Article 34.2 above.
  - b) There is a written notice of resignation of such member which is approved.
- 34.4 A member of the SVB may be dismissed in the following cases:
  - a) Failing to fulfil his or her assigned duties or work;
  - b) Not exercising his or her rights and obligations in six consecutive months, except for cases of force majeure;
  - c) Committing a number of multiple or serious breaches of the obligations of SVB's members as stipulated in the Law on Enterprises and the Charter;
  - d) Other cases pursuant to a resolution of the GMS.
- 34.5 The election of SVB's members shall be implemented by way of normal voting or cumulative voting as stipulated in the election regulations passed by the GMS from time to time.
- 34.6 The head of the SVB shall be elected by the SVB from among its members; the election, dismissal or discharge shall be implemented on the principle of majority vote. More than half of the SVB's members must reside permanently in Vietnam. The head of the SVB must have a university or higher graduation qualification in one of the following specialties: economics, finance, accounting, auditing, law, business management or in a specialized expertise relating to the business activities of the Group.
- 34.7 The head of the SVB shall have the following rights and obligations:
  - a) To convene meetings of the SVB;
  - b) To request BOD, CEO, and other managers to provide relevant information in order to report to the SVB;
  - c) To prepare reports of the SVB, consult the BOD prior to signing and submission of such report to the GMS.

**Article 35. Rights and obligations of SVB**

- 35.1 In addition to powers and duties as stipulated in Article 170 of the Law on Enterprises, the SVB has the following rights and obligations:
  - a) To make recommendations on the list of auditing companies accredited to audit financial statements of the Group; to make decision to allow the accredited auditing company to inspect the Group's operation; dismiss accredited auditing company where necessary;
  - b) To be responsible to Shareholders for its supervisions;
  - c) To supervise financial status of the Group, to supervise the compliance of BOD's members, CEO, and other managers with applicable laws during their performance;
  - d) To co-ordinate with BOD, CEO, and Shareholders;
  - e) To report in writing to the BOD within forty-eight (48) hours if any breach of laws or breach of this Charter by any BOD's member is detected, CEO, or other manager of the Group. To request such individual to terminate the breach and remedy consequences (if any);
  - f) To develop regulations on the operation of the SVB and submit it to the GMS for approval;
  - g) To submit the report on the activities of the SVB to the GMS at annual meeting. The report on the activities of the SVB shall contain the following contents:

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- (i) Remunerations, operation costs and other benefits of the SVB and each of its members in accordance with Article 172 of the Law on Enterprises and the Charter;
  - (ii) Summaries of SVB's meetings, conclusions and decisions of the SVB (if any);
  - (iii) Results of supervision of the Group's operational and financial performance;
  - (iv) Reports on transactions between (i) the Group and its subsidiaries, (ii) any company in which the Group controls above fifty percent (50%) of the charter capital and any BOD's member, CEO, manager of the Group or related person thereof, and (iii) the Group and any company in which any member of the BOD, CEO, manager of the Group is also the founding member or the manager of the company within the last three years before the time of transaction;
  - (v) Results of the supervision of performance of BOD, CEO, other managers of the Group;
  - (vi) Comments on the co-ordination among the SVB and the BOD, CEO, and Shareholders.
- h) To access files and documents of the Group archived in the head office, branches and other locations; have the right to access the workplace of managers and employees of the Group during working hours.
- i) To request the BOD, BOD's members, CEO, and other managers to provide in full, accurately and on time all information and documents relating to the management, administration and business operations of the Group;
- j) Other rights and obligations as prescribed by law.
- 35.2 Salaries, remuneration, bonuses and other benefits of members of the SVB.
- a) Members of the SVB shall be paid salaries, remuneration, bonuses and other benefits as decided by the GMS's resolutions. The GMS shall decide on the total salaries, remuneration, bonuses and other benefits and annual operating budget of the SVB;
  - b) Members of the SVB shall be reimbursed for expenses for meals, accommodation, travel and for use of independent consultancy services at reasonable rates. The total amount of such remuneration and expenses shall not exceed the total annual operating budget of the SVB approved by the GMS, unless otherwise decided by the GMS;
  - c) Salaries and operating costs of the SVB shall be included in business expenses of the Group in accordance with the law on corporate income tax and other relevant laws, and must be presented in a separate item in the annual financial statements of the Group.

**Article 36. Meetings of the SVB**

36.1 The SVB shall organize at least two meeting per year. A meeting of the SVB shall be conducted where at least two thirds ( $\frac{2}{3}$ ) of the total number of members of the SVB attend. Minutes of these meetings must be detailed and signed by the minutes' taker and attending members. All meeting minutes of the SVB must be archived in order to determine responsibility of each member.

36.2 The SVB has the right to request members of the BOD, CEO, and representatives of the accredited audit company to attend meeting and clarify raised issues.

**CHAPTER XI: RESPONSIBILITY OF MEMBERS OF THE BOD, MEMBERS  
OF THE SVB, CEO AND OTHER MANAGERS**

**Article 37. Responsibility of being honest and prevention of conflicts of interest**

- 37.1 Members of the BOD, members of the SVB, CEO, and other managers of the Group shall disclose their relevant interests in accordance with the Law on Enterprises and other applicable laws.
- 37.2 Members of the BOD, members of the SVB, CEO, other managers of the Group and related persons thereof may only use the information obtained from their positions to serve the interests of the Group.
- 37.3 Any member of the BOD, member of the SVB, CEO, or any other manager of the Group shall notify the BOD, the SVB in writing of (i) his or her transactions with the Group, subsidiary companies of the Group, or company which the Group controls above fifty percent (50%) of the charter capital, or (ii) transactions between (a) related person(s) of such member with any of entities listed in this paragraph as required by Laws. The Group shall disclose information about the transactions that are approved by the GMS or the BOD in accordance with regulations of the Law on Securities on information disclosure.
- 37.4 Members of the BOD are not entitled to vote on transactions that benefit themselves or their related persons as prescribed by the Law on Enterprises and the Charter.
- 37.5 Members of the BOD, members of the SVB, CEO, other managers and related person thereof shall not use or reveal internal information in order to carry out relevant transactions.

**Article 38. Transactions between the Group and related persons, between the Group and Shareholders, managers of the Group, or related person thereof.**

- 38.1 The Group shall not provide loans or guarantees to any Shareholder being an individual and his/her related person being an individual.
- 38.2 The Group shall not provide loans or guarantees to any Shareholder being an organization and its related person being is an individual, unless the Shareholder is a subsidiary whose share or stakes are not held by the State and has contributed capital or purchased the shares of the Group before 1 July 2015.
- 38.3 The Group shall not provide loans or guarantees to any related person of Shareholder being an organization, unless the Group and the Shareholders' related persons being organizations are companies in the same group of companies, or companies having a parent company-subsidary relationship, or companies of a conglomerate, and this transaction must be approved by the GMS or BOD. The transaction valued at thirty-five percent (35%) or more of the total assets recorded in the latest financial statements of the Group shall be approved by the GMS. The transaction valued at less than thirty-five percent (35%) of the total assets recorded in the financial statements shall be approved by the BOD.
- 38.4 The following transactions shall be approved by the GMS in advance:
- a) Granting loans or guarantees to any member of the BOD, member of the SVB, CEO, other managers other than Shareholders, and related individual and organizations thereof. In a case when the related organization of the member of the BOD, member of the SVB, CEO, and other manager and the Group are companies in the same group of companies, or are companies that having the parent company-subsidary relationship, or companies of the same conglomerate, the transaction shall be approved in advance by the GMS if it is valued

- at thirty-five percent (35%) or more of the total assets recorded in the most recent financial statements of the Group.
- b) Contracts, transactions with any of parties listed below, provided that (A) the contract or transaction is valued at thirty-five percent (35%) more of the total value of assets recorded in the most recent financial statements of the Group, or (B) the implement of the contract or transaction results in the total value of all transactions arising within 12 months from the date of making the first transaction is valued at thirty-five percent (35%) or more of the total value of assets recorded in the most recent financial statements of the Group:
    - (i) Members of the BOD, members of the SVB, CEO, other managers and related persons thereof;
    - (ii) Shareholders, the Authorized Representative of Shareholders owning more than ten percent (10%) of the total ordinary shares of the Group and related person thereof;
    - (iii) Enterprises related to the subjects specified in Article 164.2 of the Law on Enterprises.
  - c) Contracts, transactions of borrowing, lending, and selling of assets with a value of more than ten percent (10%) of the total assets recorded on the latest financial statements between the Group and a Shareholder owning from fifty-one percent (51%) of the total number voting shares or above or a related person of that Shareholder.
- 38.5 The BOD approves the following contracts and transactions:
- a) Loans or guarantees specified in Article 38.4 (a) which are not under the authority of the GMS;
  - b) Contracts and transactions specified in Article 38.4 (b) valued at less than thirty-five percent (35%) of the total assets recorded in the most recent financial statements of the Group;
  - c) Contracts and transactions of borrowing, lending, transfer of assets specified in Article 38.4 (c) are equal to or less than ten percent (10%) of the total assets recorded in the latest financial statements of the Group.

**Article 39. Responsibility for damage and compensation**

- 39.1 If a member of the BOD, member of the SVB, CEO, or other manager fails to comply with the duty of care and diligence, or to fulfill any of his or her duties, he or she shall be responsible for damages caused by his or her breach of duty.
- 39.2 The Group may indemnify person who used to be, is, or may become a related party in any claim, lawsuit or prosecution (including civil or administrative claims other than claim initiated by the Group) if (a) that person used to be or is a member of the BOD, a member of the SVB, the CEO, other managers, an employee, or an authorized representative of the Group (or a Subsidiary of the Group), (b) such person used to or is performing duties as required or authorized by the Group (or its Subsidiary) carefully, diligently, and for the benefit of the Group, and in compliance with the applicable laws, and (c) there is no evidence providing that such person commits any breach of his or her duties.
- 39.3 The Group may purchase insurance for these people to cover above responsibilities.

**CHAPTER XII: RIGHTS TO SIGHT BOOKS AND RECORDS**

**Article 40. Rights to sight the Group's books and records**

- 40.1 Ordinary shareholders have the rights to sight the Group's books and records, namely:

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- a) Ordinary shareholders have the right to sight, look up, and make an extract of information about names and contact addresses on the list of Shareholders with voting rights; to request amendment of incorrect information about them; to sign, consult, and make an extract of the Charter, meeting minutes of GMS and resolutions of the GMS.
  - b) A Shareholder or group of Shareholders owning five percent (05%) or more of the total ordinary shares has the right to sight, look up, and make an extract of (i) books of meeting minutes, resolutions, and decisions of the BOD, (ii) mid-year or annual financial statements of the Group, (iii) reports of the SVB, (iv) transactions and contracts subject to the BOD's approval, except for documents related to trade secrets of the Group.
- 40.2 In a case where an authorized representative of the Shareholder or group of Shareholders request access to documents and records, the request shall be enclosed with the authorization letter (or its notarized copy) issued by the Shareholder or group of Shareholders.
- 40.3 Members of the BOD, members of the SVB, the CEO and other managers are entitled to access the Group's Shareholder register, list of Shareholders, other documents and records for the purposes that are relevant to their positions, provided that they shall keep such information confidential.
- 40.4 The Group shall archive the Charter and its amendments, the Certificate of Enterprise Registration, regulations and documents proving the ownership of assets, resolutions of the GMS and the BOD, minutes of the GMS and the BOD meetings, reports of the BOD and the SVB, annual financial statements, accounting records and other documents prescribed by law at its headquarters or another location, provided that the Shareholders and business registration authorities are informed of the location where these documents are archived.
- 40.5 The Charter and its amendments shall be published on the Group's website.

### **CHAPTER XIII: DISTRIBUTION OF PROFITS**

#### **Article 41. Distribution of profits**

- 41.1 The GMS shall make decisions on the dividends payment ratio and payment method of annual dividend sourced from the retained profit of the Group.
- 41.2 The Group shall not pay interest on dividends or on payments for any share certificate.
- 41.3 The BOD may make recommendations to the GMS on the payment of all or part of dividends in shares, and the BOD shall enforce this decision.
- 41.4 In case the dividends or other amounts relevant to a class of shares is paid in cash, the Group shall make payments in VND. Payment may be carried out directly or through banks using bank account information provided by the Shareholders. The Group shall not bear any responsibility in the case where a Shareholder cannot receive the amount transferred by the Group due to inaccurate bank account information provided by the Shareholder. Dividends of shares listed on Stock Exchanges may be paid via securities companies or Vietnam Securities Depository.
- 41.5 The BOD shall pass a resolution or decision to determine a record date for the list of shareholders to be paid dividends in accordance with the Law on Enterprises and the Law on Securities. The payment of dividends (whether in cash or in share) to Shareholders, and the delivery of notices and other relevant documents to the Shareholders will be performed in accordance with the list of Shareholders entitled to receive dividends on the record date.

- 41.6 Other issues relevant to profit distribution shall be carried out in accordance with the Laws and the GMS's resolutions from time to time.

#### **CHAPTER XIV: BANK ACCOUNTS, FISCAL YEARS, AUDITING, AND ACCOUNTING SYSTEM**

**Article 42. Bank accounts**

- 42.1 The Group shall open accounts at Vietnamese banks or foreign banks that are permitted to operate in Vietnam.
- 42.2 Where necessary and if permitted by competent authorities, the Group may open bank accounts at oversea banks in accordance with any applicable law.
- 42.3 All payments and accounting transactions of the Group shall be carried out through the Group's VND or foreign currency bank accounts.

**Article 43. Fiscal year**

The fiscal year of the Group begins on 01 January and ends on 31 December every year.

**Article 44. Accounting System**

- 44.1 The Group applies Vietnam Accounting Standards (VAS) or any other accounting standards promulgated and approved by competent authorities and will archive the accounting books in accordance with the Vietnamese Laws.
- 44.2 The Group's accounting books and records shall be made in Vietnamese and archived in accordance with laws on accounting and other relevant laws. These books and records shall be accurate, up to date, systematic, and sufficient to prove and explain the Group's transactions.
- 44.3 The accounting currency shall be VND. If the Group's transactions primarily use a foreign currency, the Group may select such foreign currency as accounting currency. The Group shall be responsible for such selection and shall keep relevant tax authority informed of such selection.

**Article 45. Auditing**

- 45.1 The GMS may appoint an independent auditing company, or approve the list of independent auditing companies and authorize the CEO to select an independent auditing company from the list to audit financial statements of the Group for the next fiscal year.
- 45.2 Audit report shall be attached to the annual financial statements of the Group.
- 45.3 Independent auditors auditing financial statements of the Group are entitled to (i) attend GMS, (ii) receive notifications and other information related to the GMS, and (iii) express opinions at the GMS about matters related to the auditing of the financial statements of the Group.

#### **CHAPTER XV: FINANCIAL STATEMENTS, ANNUAL REPORTS AND RESPONSIBILITY FOR INFORMATION DISCLOSURE**

**Article 46. Annual, interim and quarterly financial statements**

- 46.1 The Group shall prepare annual financial statements, which have to be audited as prescribed by law. The Group shall disclose the audited annual financial statements in accordance with regulations of law on information disclosure on the securities market and submit them to competent authorities.

- 46.2 The annual financial statements shall have adequate contents, appendices and descriptions prescribed by laws on accounting. Annual financial statements shall truthfully and objectively reflect the Group's operation.
- 46.3 The Group shall prepare and disclose examined interim financial statements and quarterly financial statements in accordance with regulations of law on information disclosure on the securities market and submit them to competent authorities.

**Article 47. Annual reports**

The Group shall prepare and publish annual reports in accordance with regulations of law on securities and the securities market.

**Article 48. Disclosure of information**

- 48.1 The Group has the responsibility and obligation to publish periodical or extraordinary information in full, accurately, and on time in accordance with the securities law on information disclosure to Shareholders and investors.
- 48.2 The disclosure method shall be performed in accordance with the law on securities in order to ensure that Shareholders and public investors access equally to information. The disclosure of information shall be clear, reader friendly, and shall not cause confusion for Shareholders and public investors.

**CHAPTER XVI: DISSOLUTION**

**Article 49. Dissolution of the Group**

- 49.1 The Group may be dissolved in the following cases:
- a) Following a resolution or decision of the GMS;
  - b) The enterprise registration certificate is revoked, unless otherwise stipulated in the Law on Tax Management;
  - c) Other circumstances as provided by applicable Law.
- 49.2 The Group is only allowed to be dissolved when it ensures the payment of all debts and other property obligations and is not in the process of settling disputes at Court or Arbitration.
- 49.3 The sequence and procedures for dissolution of the Group shall comply with Article 208 of the Law on Enterprises.

**Article 50. Extension of the legal life**

- 50.1 The legal life of the Group is unlimited subject to Article 3.6 of this Charter. If one wishes to change the duration of operation of the Group, the BOD shall convene a GMS to vote on this matter.
- 50.2 The duration of operation of the Group shall be changed if it is agreed by a number of Shareholders representing sixty-five percent (65%) or more of the total number of voting rights of all attending shareholders, except in the case of collecting written opinions of Shareholders as prescribed in this Charter.

**Article 51. Liquidation**

- 51.1 At least six (6) months after the decision to dissolve the Group, the BOD shall establish a Liquidation Board consisting of three (3) members, including two (02) members nominated by the GMS and one (1) member shall be nominated by the BOD from an independent auditing company. The Liquidation Board shall prepare its operation regulations. The members of the Liquidation Board may be selected among the staff of the Group or the

independent experts. Payments for expenses arising from the liquidation shall have the priority over other liabilities of the Group.

- 51.2 The Liquidation Board shall report to the business registration authorities on the date of establishment and the date when it commences its operation. From the commencing date, the Liquidation Board shall represent the Group in all business related to the liquidation process before the court and administrative authorities.
- 51.3 The proceeds from the liquidation shall be paid in the following order of priority:
- a) Liquidation expenses;
  - b) Unpaid wages, retrenchment allowances, social insurance, and other benefits of employees pursuant to the signed collective labor agreement and labor contracts;
  - c) Tax liabilities;
  - d) Other debts of the Group;
  - e) The remainder after payments to obligations from (a) to (d) above shall be distributed to Shareholders. The Shareholders owning preference shares shall have the priority over other Shareholders as provided by laws.

#### **CHAPTER XVII: SETTLEMENT OF INTERNAL DISPUTES**

##### **Article 52. Settlement of disputes**

- 52.1 If any dispute or claim arising in connection with the operations of the Group, or rights and obligations of Shareholders under this Charter or in accordance with the Law between:
- a) Shareholder with the Group; or
  - b) Shareholder with the BOD, the SVB, the CEO or other managers;
- then all relevant parties shall try to settle such dispute through negotiation and conciliation. Except for the dispute relating to the BOD or the Chairperson of the BOD, the Chairperson of the BOD shall preside over the settlement of the dispute and shall request each party to state the facts in relation to the dispute within thirty (30) business days from the date of the dispute arising. In the event the dispute relates to the BOD or the Chairperson of the BOD, any party may request the Vietnam International Arbitration Center (VIAC) to appoint a mediator to act as an arbitrator in the process of settling the dispute at the cost of the parties.
- 52.2 If no conciliation agreement is reached within six (6) weeks from the date of starting such conciliation process, or conciliation proposal is not agreed by both parties, any party can bring this case to the Vietnam International Arbitration Centre, (VIAC) or any competent court.
- 52.3 Each party shall bear its own costs and expenses related to the negotiation and conciliation. The payments to the court fees shall be carried in accordance with the court's resolution.

#### **CHAPTER XVIII: SUPPLEMENT AND AMENDMENT TO CHARTER**

##### **Article 53. Amendment and Supplement to the Charter**

- 53.1 Any amendment or supplement to the Charter shall be examined and passed by the GMS.
- 53.2 Any provision of the Law relating to the operations of the Group not stipulated in this Charter or any new provision of the Law that is different from this Charter, such new provisions will prevail shall be implemented to adjust the operations of the Group.

## CHAPTER XIX: EFFECTIVE DATE

### Article 54. Effective Date

- 54.1 This Charter comprising of 19 Chapters divided into 54 Articles is the lawful and official Charter of the Group.
- 54.2 The GMS of the Group has passed this Charter on 22 April 2026. This Charter shall take effect from the signing date and replace the Charter dated 24 April 2025 and any amendments and supplements to the Charter.
- 54.3 This Charter is made in one (01) original in Vietnamese and archived at the head office of the Group.
- 54.4 The Group shall provide copies or excerpts of this Charter in accordance with the Group's internal regulations on issuing a copy of the original or excerpt and in compliance with applicable law.

**SIGNATURE OF THE LEGAL REPRESENTATIVE  
CHIEF EXECUTIVE OFFICER**



**NGUYEN VIET QUANG**

**Appendix 1**  
**List of Founding Shareholders**

<b>No</b>	<b>Name of founding shareholder</b>	<b>Address</b>	<b>Number of shares</b>
1.	Ms. Pham Hong Linh	Group 41, O Cho Dua Ward, Hanoi	27,595,006

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**Appendix 2**  
**Details on Charter Capital of the Group**

No.	Time	Charter Capital (VND)	Note
1.	3 May 2002	196,000,000,000	Pursuant to the 1 <sup>st</sup> issued Business Registration Certificate No. 0103001016 dated 3 May 2002
2.	4 March 2003	251,000,000,000	Pursuant to 1 <sup>st</sup> amended Business Registration Certificate No. 0103001016 dated 4 March 2003
3.	15 August 2005	250,749,000,000	Pursuant to 6 <sup>th</sup> amended Business Registration Certificate No. 0103001016 dated 15 August 2005
4.	25 December 2006	313,500,000,000	Pursuant to 10 <sup>th</sup> amended Business Registration Certificate No. 0103001016 dated 25 December 2006
5.	15 February 2007	600,000,000,000	Pursuant to 11 <sup>th</sup> amended Business Registration Certificate No. 0103001016 dated 15 February 2007
6.	22 June 2007	800,000,000,000	Pursuant to 13 <sup>th</sup> amended Business Registration Certificate No. 0103001016 dated 22 June 2007
7.	9 April 2008	1,199,831,560,000	Pursuant to 15 <sup>th</sup> amended Business Registration Certificate No. 0103001016 dated 9 April 2008
8.	2 October 2009	1,996,272,380,000	Pursuant to 17 <sup>th</sup> amended Business Registration Certificate No. 0103001016 dated 2 October 2009
9.	12 May 2010	3,599,279,120,000	Pursuant to 18 <sup>th</sup> amended Business Registration Certificate No. 0101245486 dated 12 May 2010
10.	19 July 2010	3,643,329,490,000	Pursuant to 19 <sup>th</sup> amended Business Registration Certificate No. 0101245486 dated 19 July 2010
11.	2 August 2010	3,669,614,480,000	Pursuant to 20 <sup>th</sup> amended Business Registration Certificate No. 0101245486 dated 2 August 2010
12.	10 August 2010	3,672,743,640,000	Pursuant to 21 <sup>th</sup> amended Business Registration Certificate No. 0101245486 dated 10 August 2010
13.	25 August 2010	3,682,131,130,000	Pursuant to 22 <sup>nd</sup> amended Business Registration Certificate No. 0101245486 dated 25 August 2010
14.	7 December 2010	3,686,824,880,000	Pursuant to 23 <sup>rd</sup> amended Business Registration Certificate No. 0101245486 dated 7 December 2010
15.	28 December 2010	3,709,667,790,000	Pursuant to 24 <sup>th</sup> amended Business Registration Certificate No. 0101245486 dated 28 December 2010

16.	31 December 2010	<b>3,726,252,370,000</b>	Pursuant to 25 <sup>th</sup> amended Business Registration Certificate No. 0101245486 dated 31 December 2010
17.	14 January 2011	<b>3,734,388,190,000</b>	Pursuant to 26 <sup>th</sup> amended Business Registration Certificate No. 0101245486 dated 14 January 2011
18.	19 January 2011	<b>3,795,094,000,000</b>	Pursuant to 27 <sup>th</sup> amended Business Registration Certificate No. 0101245486 dated 19 January 2011
19	25 January 2011	<b>3,813,868,990,000</b>	Pursuant to 28 <sup>th</sup> amended Business Registration Certificate No. 0101245486 dated 25 January 2011
20.	2 March 2011	<b>3,815,433,570,000</b>	Pursuant to 29 <sup>th</sup> amended Business Registration Certificate No. 0101245486 dated 2 March 2011
21.	7 April 2011	<b>3,821,066,060,000</b>	Pursuant to 31 <sup>st</sup> amended Business Registration Certificate No. 0101245486 dated 7 April 2011
22.	25 April 2011	<b>3,827,324,390,000</b>	Pursuant to 32 <sup>nd</sup> amended Business Registration Certificate No. 0101245486 dated 25 April 2011
23.	5 May 2011	<b>3,833,582,720,000</b>	Pursuant to 33 <sup>rd</sup> amended Business Registration Certificate No. 0101245486 dated 5 May 2011
24.	12 May 2011	<b>3,880,520,210,000</b>	Pursuant to 34 <sup>th</sup> amended Business Registration Certificate No. 0101245486 dated 12 May 2011
25	23 May 2011	<b>3,895,540,200,000</b>	Pursuant to 35 <sup>th</sup> amended Business Registration Certificate No. 0101245486 dated 23 May 2011
26	1 June 2011	<b>3,895,853,110,000</b>	Pursuant to 36 <sup>th</sup> amended Business Registration Certificate No. 0101245486 dated 1 June 2011
27	10 June 2011	<b>3,911,498,930,000</b>	Pursuant to 37 <sup>th</sup> amended Business Registration Certificate No. 0101245486 dated 10 June 2011
28	13 January 2012	<b>5,493,833,050,000</b>	Pursuant to 38 <sup>th</sup> amended Business Registration Certificate No. 0101245486 dated 13 January 2012
29	19 June 2012	<b>7,004,620,550,000</b>	Pursuant to 40 <sup>th</sup> amended Business Registration Certificate No. 0101245486 dated 19 June 2012
30	05 February 2013	<b>9,281,102,150,000</b>	Pursuant to 43 <sup>rd</sup> amended Business Registration Certificate No. 0101245486 dated 05 February 2013
31	19 March 2013	<b>9,281,450,480,000</b>	Pursuant to 44 <sup>th</sup> amended Business Registration Certificate No. 0101245486 dated 19 March 2013
32	10 May 2013	<b>9,282,843,810,000</b>	Pursuant to 45 <sup>th</sup> amended Business Registration Certificate No. 0101245486 dated 10 May 2013
33	06 June 2013	<b>9,284,585,470,000</b>	Pursuant to 46 <sup>th</sup> amended Business Registration Certificate No. 0101245486 dated 06 June 2013

34	01 July 2013	9,286,327,130,000	Pursuant to 47 <sup>th</sup> amended Business Registration Certificate No. 0101245486 dated 01 July 2013
35	29 July 2013	9,288,068,790,000	Pursuant to 48 <sup>th</sup> amended Business Registration Certificate No. 0101245486 dated 29 July 2013
36	20 December 2013	9,296,036,790,000	Pursuant to 49 <sup>th</sup> amended Business Registration Certificate No. 0101245486 dated 20 December 2013
37	19 February 2014	9,296,385,120,000	Pursuant to 51 <sup>st</sup> amended Business Registration Certificate No. 0101245486 dated 19 February 2014
38	18 September 2014	14,033,233,140,000	Pursuant to 53 <sup>rd</sup> amended Business Registration Certificate No. 0101245486 dated 18 September 2014
39	17 October 2014	14,299,574,100,000	Pursuant to 54 <sup>th</sup> amended Business Registration Certificate No. 0101245486 dated 17 October 2014
40	18 November 2014	14,545,550,980,000	Pursuant to 55 <sup>th</sup> amended Business Registration Certificate No. 0101245486 dated 18 November 2014
41	21 May 2015	14,587,886,850,000	Pursuant to 56 <sup>th</sup> amended Business Registration Certificate No. 0101245486 dated 21 May 2015
42.	20 July 2015	18,415,574,490,000	Pursuant to 57 <sup>th</sup> amended Business Registration Certificate No. 0101245486 dated 20 July 2015
43.	27 August 2015	18,460,745,440,000	Pursuant to 58 <sup>th</sup> amended Business Registration Certificate No. 0101245486 dated 27 August 2015
44.	23 December 2015	18,681,880,870,000	Pursuant to 59 <sup>th</sup> amended Business Registration Certificate No. 0101245486 dated 23 December 2015
45	18 March 2016	19,398,548,510,000	Pursuant to 60 <sup>th</sup> amended Business Registration Certificate No. 0101245486 dated 18 March 2016
46.	02 August 2016	21,532,347,920,000	Pursuant to 61 <sup>st</sup> amended Business Registration Certificate No. 0101245486 dated 02 August 2016
47.	01 November 2016	26,377,079,540,000	Pursuant to 62 <sup>nd</sup> amended Business Registration Certificate No. 0101245486 dated 01 November 2016
48.	18 July 2018	31,916,212,300,000	Pursuant to 65 <sup>th</sup> amended Business Registration Certificate No. 0101245486 dated 18 July 2018
49.	29 August 2018	32,756,212,300,000	Pursuant to 66 <sup>th</sup> amended Business Registration Certificate No. 0101245486 dated 29 August 2018.

50.	10 June 2019	<b>34,299,353,890,000</b>	Pursuant to 67 <sup>th</sup> amended Business Registration Certificate No. 0101245486 dated 10 June 2019
51.	18 December 2019	<b>34,309,140,220,000</b>	Pursuant to 68 <sup>th</sup> amended Business Registration Certificate No. 0101245486 dated 18 December 2019
52.	31 January 2020	<b>34,447,690,560,000</b>	Pursuant to 69 <sup>th</sup> amended Business Registration Certificate No. 0101245486 dated 31 January 2020
53.	10 September 2021	<b>38,675,532,570,000</b>	Pursuant to 70 <sup>th</sup> amended Business Registration Certificate No. 0101245486 dated 10 September 2021
54.	16 February 2022	<b>38,688,573,060,000</b>	Pursuant to 71 <sup>th</sup> amended Business Registration Certificate No. 0101245486 dated 16 February 2022
55.	09 January 2024	<b>38,785,833,060,000</b>	Pursuant to 73 <sup>th</sup> amended Business Registration Certificate No. 0101245486 dated 09 January 2024
56.	28 August 2025	<b>38,804,763,840,000</b>	Pursuant to 74 <sup>th</sup> amended Business Registration Certificate No. 0101245486 dated 28 August 2025
57.	23 December 2025	<b>77,334,918,960,000</b>	Pursuant to 76 <sup>th</sup> amended Business Registration Certificate No. 0101245486 dated 23 December 2025

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