

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

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## **CHARTER**

### **BINH DUONG CONSTRUCTION & CIVIL ENGINEERING JOINT STOCK COMPANY**

*Ho Chi Minh City, April 23 2026*



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## **PREAMBLE**

This Charter was approved pursuant to the Resolution of the General Meeting of Shareholders No. 01/2026/NQ-ĐHĐCĐ dated April 15<sup>th</sup>, 2025. This Charter supersedes the Charter issued on December 23, 2025.

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

### **Article 1. Definitions**


1. In this Charter, the following terms shall be understood as follows:
  - a. Charter Capital means the total par value of shares sold or registered for purchase upon the establishment of the joint-stock company and as stipulated in Article 6 of this Charter;
  - b. Voting Capital means the share capital under which the holder has the right to vote on matters within the decision-making authority of the General Meeting of Shareholders;
  - c. Law on Enterprises means the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and its amendments and supplements;
  - d. Law on Securities means the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, and its amendments and supplements;
  - e. Vietnam means the Socialist Republic of Vietnam;
  - f. Establishment Date means the date on which the Company was first granted the Enterprise Registration Certificate (Business Registration Certificate or equivalent documents);
  - g. Executives of the enterprise include the General Director, Deputy General Directors, and the Chief Accountant;
  - h. Managers of the enterprise include the Chairman of the Board of Directors, members of the Board of Directors, the General Director, and Deputy General Directors;
  - i. Related Person means any individual or organization as stipulated in Clause 46, Article 4 of the Law on Securities;
  - j. Shareholder means any individual or organization owning at least one share of the joint-stock company;
  - k. Founding Shareholder means a shareholder owning at least one ordinary share and whose signature is recorded in the list of founding shareholders of the joint-stock company;
  - l. Major Shareholder means a shareholder as stipulated in Clause 18, Article 4 of the Law on Securities;



- m. Term of Operation means the duration of the Company's operations as stipulated in Article 2 of this Charter and any extension period (if any) approved by the General Meeting of Shareholders;
- n. Stock Exchange means the Vietnam Stock Exchange and its subsidiaries.
2. In this Charter, references to one or more other regulations or documents include any amendments, supplements, or replacement documents thereof.
3. Headings (Sections, Articles of this Charter) are used for convenience of understanding and do not affect the content of this Charter.

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

### Article 2. Name, form, headquarters, branches, representative offices, business locations, and term of operation.

1. Company Name:
- Vietnamese Name: Công ty Cổ Phần Xây dựng và Giao thông Bình Dương
  - Foreign Language Name: Binh Duong Construction & Civil Engineering Joint Stock Company
  - Abbreviated Name: BECAMEX BCE
  - Company logo: 
2. The Company is a joint-stock company with legal personality in accordance with the current laws of Vietnam.
3. Registered Headquarters:
- Address: Lot G, Dong Khoi Street, Binh Duong Ward, Ho Chi Minh City, Vietnam.
  - Telephone: 0274. 2220888
  - Email: info@becamexbce.com.vn
  - Website: www.becamexbce.com.vn
4. The Company may establish branches and representative offices in its business areas to achieve its operational objectives, subject to decisions by the Board of Directors and within the limits permitted by law.
5. The Board of Directors shall decide on changing the headquarters address within Binh Duong Province; the General Meeting of Shareholders shall decide on changes outside Binh Duong Province.
6. Unless terminated before the term specified in Clause 2, Article 55, or extended under Article 56 of this Charter, the Company's term of operation is indefinite



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### **Article 3. Legal representative of the Company**

The Company shall have one (01) legal representative, who is the General Director.

The legal representative of the Company is the individual authorized to represent the Company in exercising rights and obligations arising from the Company's transactions, and to represent the Company as plaintiff, defendant, or a party with related rights and obligations before Arbitration or the Court. The responsibilities of the legal representative shall be carried out in accordance with Article 13 of the Law on Enterprises and other rights and obligations prescribed under applicable laws.

The legal representative of the Company must reside in Vietnam; and must provide a written authorization to another person to perform the rights and obligations of the legal representative of the Company when leaving Vietnam.

In the event that the authorization expires while the legal representative has not yet returned to Vietnam and no new authorization has been issued, the authorized person shall continue to exercise the rights and obligations of the legal representative of the Company within the scope of the authorization until the legal representative resumes work, or until the Board of Directors decides to appoint another person as replacement.

In the event that the legal representative is absent from Vietnam for more than thirty (30) days without authorizing another person to perform the rights and obligations of the legal representative of the Company, the Board of Directors shall appoint another person as replacement.

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

### **Article 4. Operational objectives of the Company.**

#### **1. Main business lines:**

<b>No.</b>	<b>Business Code</b>	<b>Business Line/Industry Name</b>
1	4101	Residential construction Details: Civil and industrial construction.
2	<b>4212 (Main)</b>	<b>Road construction</b> <b>Details: Traffic works construction</b>
3	4321	Electrical system installation Details: Civil and industrial electrical works.
4	4312	Site preparation Details: Land leveling (excluding blasting services).
5	2511	Manufacture of metal structures Details: Manufacture of steel structures, pre-cast reinforced concrete (excluding D6-D32mm construction steel bars and D15-D114mm steel pipes; plated and colored steel sheets).
6	4329	Other construction installation



		Details: Installation of steel and pre-cast reinforced concrete structures.
7	4673	Wholesale of materials and other construction equipment Details: Trading of construction materials (excluding sand yard operations).
8	6810	Real estate business, land use rights of owner, user, or lessee Details: Investment in construction and trading of infrastructure for residential and industrial areas; leasing of factories, houses, and offices; Real estate business (in accordance with provincial planning, excluding investment in cemetery infrastructure for land use right transfer).
9	7110	Architectural and related technical consultancy Details: - General construction site design. - Detailed planning design. - Civil and industrial works design. - Traffic works design (bridges and roads). - Medium/low voltage electrical and transformer design (up to 35KV). - Lighting system design for civil/industrial works. - Supervision of construction and completion of civil/industrial works.
10	6499	Other financial services not elsewhere classified (except insurance and pension funds) Details: - Investment project formulation. - Financial investment.
11	2392	Manufacture of clay building materials Details: Manufacture of construction materials (excluding clay bricks and construction glass).
12	7410	Specialized design activities Details: Interior and exterior decoration (excluding design).
13	2220	Manufacture of plastic products Details: Manufacture of plastic construction materials.
14	4933	Freight transport by road Details: Freight transport by trucks.



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15	9531	Repair and maintenance of automobiles and other motor vehicles Details: Repair and maintenance of transport vehicles.
16	4299	Other civil engineering construction Details: Construction of public works and technical infrastructure (excluding construction and operation of multi-purpose hydropower and nuclear power of socio-economic significance).
17	7710	Renting of motor vehicles.
18	3312	Repair and maintenance of machinery and equipment.
19	4620	Wholesale of agricultural and forestry raw materials (except wood, bamboo) and live animals Details: Wholesale of flowers and plants (Excluding export, import, and distribution rights for goods in the Prohibited List for foreign investors: tobacco, newspapers, recorded media, precious metals/stones, pharmaceuticals, explosives, oil, rice, sugar).
20	8130	Landscape services Details: Planting and care of greenery.
21	6821	Intermediary services for real estate activities Details: (Excluding real estate appraisal, judicial assistance services including judicial expertise, bailiff, asset auction, notarization, and bankruptcy trustee services).
22	6829	Other real estate activities on a fee or contract basis Details: (Excluding real estate appraisal, judicial assistance services including judicial expertise, bailiff, asset auction, notarization, and bankruptcy trustee services).

2. Company's Operational Objectives: To mobilize and effectively utilize capital for investment and business activities with the aim of maximizing legal profits; creating stable employment and gradually improving the standard of living for employees; increasing dividends for shareholders; preserving and developing shareholder capital; fulfilling tasks assigned by the General Meeting of Shareholders; and performing tax and other financial obligations as prescribed by law.

**Article 5. Scope of business and operations of the Company**

1. The Company is permitted to plan and conduct all business activities in accordance with its business lines published on the National Business Registration Portal and this Charter, in compliance with current legal regulations, and to take appropriate measures to achieve the Company's objectives.



2. The Company may conduct business in other sectors and professions permitted by law and approved by the General Meeting of Shareholders.

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

##### **Article 6. Charter capital, shares.**

1. The Charter Capital of the Company is VND 350,000,000,000 (Three hundred and fifty billion Vietnamese Dong). The total charter capital is divided into 35,000,000 shares with a par value of VND 10,000/share.
2. The Company may change its charter capital upon approval by the General Meeting of Shareholders and in accordance with legal regulations.
3. As of the date of adoption of this Charter, the Company's shares include ordinary shares and preference shares (if any). The rights and obligations of shareholders holding each type of share are stipulated in Article 12 and Article 13 of this Charter.
4. The Company may issue other types of preference shares upon approval by the General Meeting of Shareholders and in accordance with legal regulations.
5. The Company officially operates as a joint-stock company under Enterprise Registration Certificate No. 3700408992 (old number 4603000039) first issued by the Department of Planning and Investment of Binh Duong Province on February 25, 2002. Pursuant to the Law on Enterprises, as of the current time, the ordinary shares of the founding shareholders are no longer subject to transfer restrictions. Ordinary shares must be offered with priority to existing shareholders in proportion to their ordinary share ownership, unless otherwise decided by the General Meeting of Shareholders. Any shares not fully subscribed by shareholders shall be decided by the Board of Directors. The Board of Directors may distribute such shares to shareholders and others on terms no more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders or prescribed by securities laws.
6. The Company may repurchase its own issued shares in the manners prescribed in this Charter and current law.
7. The Company may issue other types of securities as prescribed by law

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

1. Shareholders of the Company shall be granted share certificates corresponding to the number and type of shares owned.
2. A share certificate is a type of security confirming the legal rights and interests of the owner over a portion of the issuer's share capital. Share certificates must contain all information as required by Clause 1, Article 121 of the Law on Enterprises.
3. Within 30 days from the date of submission of a complete application for share ownership transfer as per Company regulations, or within 60 days from the date of full payment for shares as per the Company's issuance plan (or other timelines as per



issuance terms), the share owner shall be granted a share certificate. Shareholders do not have to pay the Company for the cost of printing share certificates.

4. In case a share certificate is lost, damaged, or otherwise destroyed, the shareholder shall be re-issued a certificate by the Company upon request. The request must include:
  - a. Information regarding the lost, damaged, or destroyed certificate;
  - b. A commitment to take responsibility for any disputes arising from the re-issuance of the new certificate.

**Article 8. Other securities certificates.**

Bond certificates or other securities certificates of the Company are issued with the signature of the legal representative and the seal of the Company.

**Article 9. Transfer of shares.**

1. All shares are freely transferable unless otherwise provided by this Charter and the law. Shares listed on the Stock Exchange are transferred according to the regulations of the law on securities and the securities market.
2. Shares that have not been fully paid for are not transferable and do not enjoy related benefits such as dividends, receipt of shares issued to increase share capital from equity, rights to purchase new shares, and other benefits as prescribed by law.

**Article 10. Forfeiture of shares (in case of business registration)**

1. The payment notice mentioned above must specify the new payment deadline (minimum 07 days from the date of the notice), the place of payment, and clearly state that if payment is not made as requested, the unpaid shares will be forfeited.
2. The Board of Directors has the right to forfeit shares that are not fully and timely paid if the requirements in the notice are not met.
3. Forfeited shares are considered shares available for offering as prescribed in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly sell or authorize the sale and redistribution under terms and manners it deems appropriate.
4. Shareholders holding forfeited shares must relinquish their status as shareholders for those shares but remain responsible for the total par value of the shares registered for purchase regarding the Company's financial obligations arising at the time of forfeiture, from the date of forfeiture until the date of payment. The Board of Directors has full authority to enforce the payment of the total value of the shares at the time of forfeiture.
5. A notice of forfeiture shall be sent to the holder of the forfeited shares prior to the time of forfeiture. The forfeiture remains effective even if there is an error or negligence in sending the notice.

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

**Article 11. Organizational, governance, and control structure.**

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



1. The General Meeting of Shareholders.
2. The Board of Directors and the Supervisory Board.
3. The General Director.

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

### **Article 12. Rights of shareholders**

1. Ordinary shareholders shall have the following rights:
  - a. To attend and speak at the General Meeting of Shareholders and exercise their voting rights directly, through an authorized representative, or via other forms prescribed by the Company's Charter and the law. Each ordinary share shall carry one vote;
  - b. To receive dividends at the rates decided by the General Meeting of Shareholders;
  - c. To have the pre-emptive right to purchase new shares offered in proportion to their respective ownership of ordinary shares in the Company;
  - d. To freely transfer their shares to others, except for cases specified in Clause 3, Article 120 and Clause 1, Article 127 of the Law on Enterprises and other relevant legal regulations;
  - e. To review, look up, and extract information regarding names and contact addresses in the list of shareholders entitled to vote; to request the correction of their own inaccurate information;
  - f. To review, look up, extract, or copy the Company's Charter, minutes of the General Meeting of Shareholders, and Resolutions of the General Meeting of Shareholders;
  - g. Upon the Company's dissolution or bankruptcy, to receive a portion of the remaining assets in proportion to their share ownership in the Company;
  - h. To request the Company to repurchase their shares in cases specified in Article 132 of the Law on Enterprises;
  - i. To be treated equally. Each share of the same class shall provide the owning shareholder with equal rights, obligations, and interests. In the event the Company has preference shares, the rights and obligations associated with such preference shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;
  - j. To have full access to periodic and extraordinary information disclosed by the Company in accordance with the law;
  - k. To have their legal rights and interests protected; to request the suspension or cancellation of resolutions or decisions of the General Meeting of Shareholders or the Board of Directors in accordance with the Law on Enterprises;
  - l. Other rights as prescribed by law and this Charter.
2. A shareholder or a group of shareholders owning [05%] or more of the total ordinary shares shall have the following rights:



- a. To request the Board of Directors to convene a General Meeting of Shareholders in accordance with Clause 3, Article 115 and Article 140 of the Law on Enterprises;
  - b. To review, look up, and extract the minute book, resolutions, and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts, and transactions that must be approved by the Board of Directors, and other documents, except for documents related to the Company's trade secrets or business secrets;
  - c. To request the Supervisory Board to inspect specific issues related to the management and operation of the Company when deemed necessary. The request must be in writing and include: full name, contact address, nationality, and legal identification document number for individual shareholders; name, enterprise code or legal document number, and head office address for institutional shareholders; the number of shares and the timing of share registration of each shareholder, the total number of shares of the group, and the percentage of ownership in the Company's total shares; the issue to be inspected and the purpose of the inspection;
  - d. To propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company at least [03 working days] prior to the opening date. The proposal must specify the shareholder's name, the number of each class of shares held, and the issues proposed for the agenda;
  - e. Other rights as prescribed by law and this Charter.
3. A shareholder or a group of shareholders owning [10%] or more of the total ordinary shares shall have the right to nominate candidates to the Board of Directors and the Supervisory Board. The nomination shall be conducted as follows:
    - a. Ordinary shareholders who form a group to nominate candidates to the Board of Directors and the Supervisory Board must notify the attending shareholders of the group meeting before the opening of the General Meeting of Shareholders;
    - b. Based on the number of members of the Board of Directors and the Supervisory Board, the shareholder or group of shareholders specified in this Clause is entitled to nominate one or more candidates as decided by the General Meeting of Shareholders. In the event the number of candidates nominated by the shareholder or group of shareholders is lower than the number they are entitled to nominate, the remaining nominations shall be handled as detailed in Article 25 and Article 37 of this Charter.
  4. The request to convene a General Meeting of Shareholders as specified in Point a, Clause 2 of this Article must be in writing and include: full name, contact address, nationality, and legal identification document number for individual shareholders;

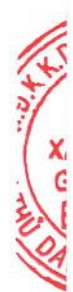


name, enterprise code or legal document number, and head office address for institutional shareholders; the number of shares and timing of share registration of each shareholder, the total shares of the group and ownership percentage, and the grounds and reasons for the request. The request must be accompanied by documents and evidence of violations by the Board of Directors, the severity of the violation, or decisions made ultra vires (beyond authority). The shareholder or group of shareholders shall be fully responsible before the law for the accuracy and honesty of the documents and evidence provided to the competent authority when requesting the convening of the General Meeting of Shareholders.

### **Article 13. Obligations of shareholders**

Ordinary shareholders shall have the following obligations:

1. To pay for shares committed for purchase in full and on time.
2. Not to withdraw the capital contributed by ordinary shares from the Company in any form, except where the shares are repurchased by the Company or others. In the event a shareholder withdraws part or all of the contributed share capital in violation of this Clause, such shareholder and any person with related interests in the Company must be jointly and severally liable for the debts and other property obligations of the Company within the limit of the value of the withdrawn shares and any resulting damages.
3. To comply with the Company's Charter and Internal Management Regulations.
4. To execute Resolutions and Decisions of the General Meeting of Shareholders and the Board of Directors.
5. To maintain the confidentiality of information provided by the Company in accordance with the Charter and the law; to use the provided information only to exercise and protect their legal rights and interests; the distribution, copying, or sending of information provided by the Company to other organizations or individuals is strictly prohibited.
6. To attend the General Meeting of Shareholders and exercise voting/election rights through the following forms:
  - a. Attending and voting/electing directly at the meeting;
  - b. Authorizing another individual or organization to attend and vote/elect at the meeting;
  - c. Attending and voting/electing via online conferences, electronic voting, or other electronic forms;
  - d. Sending voting/election ballots to the meeting via mail, fax, or email.
7. To bear personal responsibility when acting in the name of the Company in any form to perform any of the following acts:
  - a. Violating the law;



- b. Conducting business and other transactions for personal gain or to serve the interests of other organizations or individuals;
  - c. Paying debts that are not yet due before the Company faces financial risks.
8. To fulfill other obligations as prescribed by current law

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

1. The General Meeting of Shareholders (GMS) consists of all shareholders with voting rights and is the highest decision-making body of the Company. The GMS shall hold an annual meeting once a year within four (04) months from the end of the fiscal year. The Board of Directors may decide to extend the deadline for the Annual GMS if necessary, but not exceeding six (06) months from the end of the fiscal year. In addition to the annual meeting, the GMS may hold extraordinary meetings. The venue of the GMS is determined as the location where the Chairperson attends the meeting and must be within the territory of Vietnam.
2. The Board of Directors shall convene the Annual GMS and select an appropriate venue. The Annual GMS shall decide on matters prescribed by law and the Company's Charter, particularly the approval of the audited annual financial statements. In the event that the Audit Report on the annual financial statements contains material exceptions, adverse opinions, or a disclaimer of opinion, the Company must invite a representative of the approved auditing firm to attend the Annual GMS, and said representative shall be responsible for attending.
3. The Board of Directors must convene an Extraordinary GMS in the following cases:
  - a. The Board of Directors deems it necessary for the interests of the Company;
  - b. The remaining number of members of the Board of Directors or the Supervisory Board is less than the minimum number required by law;
  - c. Upon request by a shareholder or a group of shareholders as specified in Clause 2, Article 115 of the Law on Enterprises; the request must be in writing, clearly stating the reason and purpose of the meeting, and bearing sufficient signatures of the relevant shareholders;
  - d. Upon request by the Supervisory Board;
  - e. Other cases as prescribed by law and this Charter.
4. Convening an Extraordinary GMS:
  - a. The Board of Directors must convene the GMS within 60 days from the date the number of members is reduced as specified in Point b, Clause 3 of this Article, or upon receiving the request specified in Points c and d, Clause 3. The Board of Directors must report at the nearest GMS if an independent member of the Board of Directors no longer meets the criteria, or convene a GMS to elect or replace such member within 06 months from the date of receiving the notice from the relevant independent member;



- b. If the Board of Directors fails to convene the GMS as prescribed in Point a, Clause 4, then within the next 30 days, the Supervisory Board shall replace the Board of Directors in convening the meeting in accordance with Clause 3, Article 140 of the Law on Enterprises;
- c. If the Supervisory Board fails to convene the meeting, the shareholder or group of shareholders specified in Point c, Clause 3 shall have the right to request the Company's representative to convene the meeting. In this case, the convening party may request the Business Registration Authority to supervise the convening and conducting procedures. All costs for convening and conducting the meeting shall be reimbursed by the Company (excluding personal expenses of shareholders such as meals and travel).
- d. Procedures for organizing the GMS shall comply with Clause 5, Article 140 of the Law on Enterprises.

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

1. The General Meeting of Shareholders shall have the following rights and obligations:
  - a. To approve the Company's development orientation;
  - b. To decide on the classes of shares and the total number of shares of each class authorized to be offered; to decide on the annual dividend rate for each class of shares;
  - c. To elect, dismiss, or remove members of the Board of Directors and members of the Supervisory Board;
  - d. To decide on investments or the sale of assets valued at 35% or more of the total asset value recorded in the Company's most recent financial statements;
  - e. To decide on amendments or supplements to the Company's Charter;
  - f. To approve annual financial statements;
  - g. To decide on the repurchase of more than 10% of the total sold shares of each class;
  - h. To consider and handle violations by members of the Board of Directors and the Supervisory Board that cause damage to the Company and its shareholders;
  - i. To decide on the reorganization or dissolution of the Company;
  - j. To decide on the budget or the total amount of remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
  - k. To approve, amend, or supplement the Internal Governance Regulations, and the Operational Regulations of the Board of Directors and the Supervisory Board;
  - l. To approve the list of accredited auditing firms; to decide on the accredited auditing firm to perform audits of the Company's activities, and to dismiss accredited auditors when deemed necessary;
  - m. Other rights and obligations as prescribed by law.
2. The General Meeting of Shareholders shall discuss and approve the following matters:



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- a. The Company's annual business plan;
- b. Audited annual financial statements;
- c. Reports of the Board of Directors on governance and performance results of the Board of Directors and each member thereof;
- d. Reports of the Supervisory Board on the Company's business results and the performance results of the Board of Directors and the General Director;
- e. Self-assessment reports on the performance results of the Supervisory Board and its members;
- f. The dividend rate for each share of each class;
- g. The number of members of the Board of Directors and the Supervisory Board;
- h. The election, dismissal, or removal of members of the Board of Directors and the Supervisory Board;
- i. The decision on the budget or total level of remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
- j. Approval of the list of accredited auditing firms; deciding on the auditing firm to conduct inspections of the Company's activities when deemed necessary;
- k. Supplements and amendments to the Company's Charter;
- l. The class of shares and the number of new shares to be issued for each class;
- m. Division, separation, consolidation, merger, or conversion of the Company;
- n. Reorganization and dissolution (liquidation) of the Company and the appointment of liquidators;
- o. Decisions on investments or sale of assets valued at 35% or more of the total asset value recorded in the Company's most recent financial statements;
- p. Decisions on the repurchase of more than 10% of the total sold shares of each class;
- q. The Company entering into contracts or transactions with parties specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total asset value of the Company recorded in the most recent financial statements;
- r. Approval of transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government providing detailed regulations on the implementation of several articles of the Law on Securities, as amended by Clause 84, Article 1 of Decree No. 245/2025/ND-CP dated September 11, 2025;
- s. Approval, amendment, or supplement of the Internal Regulations on Corporate Governance, the Operational Regulations of the Board of Directors, and the Operational Regulations of the Supervisory Board;
- t. Other matters as prescribed by law and this Charter.



3. All resolutions and matters included in the meeting agenda must be brought for discussion and voting at the General Meeting of Shareholders.

**Article 16. Authorization to attend the General Meeting of Shareholders**

1. Shareholders or authorized representatives of institutional shareholders may attend the meeting directly or authorize one or several other individuals or organizations to attend the meeting via one of the following specific forms:
  - a. Individual shareholders may only authorize one (01) other individual or organization to attend the meeting;
  - b. Institutional shareholders holding less than 10% of the total voting shares may authorize a maximum of one (01) individual or organization; those holding from 10% to less than 50% may authorize a maximum of three (03) individuals or organizations; and those holding 50% or more may authorize a maximum of five (05) individuals or organizations to attend the meeting.
2. The authorization for individuals or organizations to represent shareholders at the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be made in writing. The power of attorney shall be established in accordance with civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual/organization, the number of authorized shares, the content, scope, and duration of the authorization, and bear the signatures of both the authorizer and the authorized party. Authorized representatives must submit the power of attorney upon registration. In cases of re-authorization, the attendee must also present the original power of attorney from the shareholder or the original authorized representative of the institutional shareholder (if not previously registered with the Company).
3. The voting/election ballots of an authorized person within the scope of authorization shall remain valid in any of the following cases:
  - a. The authorizer has died, has restricted civil capacity, or has lost civil capacity;
  - b. The authorizer has canceled the appointment of the authorization;
  - c. The authorizer has canceled the authority of the person performing the authorization. This provision does not apply if the Company receives notice of one of the above events before the opening of the General Meeting of Shareholders or before the meeting is re-convened.

**Article 17. Variation of rights**

1. The variation or cancellation of special rights attached to a class of preference shares shall take effect when approved by shareholders representing 65% or more of the total votes of all attending shareholders. A resolution of the General Meeting of Shareholders concerning content that adversely changes the rights and obligations of shareholders owning preference shares shall only be approved if it is passed by attending preference shareholders of the same class owning 75% or more of the total



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preference shares of that class, or approved by preference shareholders of the same class owning 75% or more of such shares in case of approval via written opinions.

2. The organization of a meeting for shareholders holding a specific class of preference shares to approve the aforementioned variation of rights is only valid if at least two (02) shareholders (or their authorized representatives) holding at least one-third (1/3) of the par value of the issued shares of that class are present. If a quorum is not met, the meeting shall be re-organized within the next 30 days, and those holding shares of that class (regardless of the number of persons or shares) present in person or via authorized representation shall be considered a valid quorum. At such meetings, shareholders may request a secret ballot. Each share of the same class has equal voting rights at these meetings.
3. The procedures for conducting such separate meetings shall be carried out similarly to the provisions in Articles 19, 20, and 21 of this Charter.
4. Unless otherwise provided by the terms of share issuance, the special rights attached to classes of shares with preference rights regarding some or all matters related to the distribution of profits or assets of the Company are not considered varied when the Company issues additional shares of the same class

**Article 18. Convening, agenda, and notice of the General Meeting of Shareholders**

1. The Board of Directors shall convene annual and extraordinary General Meetings of Shareholders. The Board of Directors shall convene an extraordinary meeting in cases prescribed in Clause 3, Article 14 of this Charter.
2. The convener of the General Meeting of Shareholders must perform the following tasks:
  - a. Prepare a list of shareholders eligible to participate and vote/elect at the meeting. This list shall be established no more than [10 days] before the date of sending the meeting notice. The Company must disclose information regarding the establishment of this list at least 20 days before the record date;
  - b. Prepare the agenda and content of the meeting;
  - c. Prepare documents for the meeting;
  - d. Draft the Resolution of the General Meeting of Shareholders according to the intended content of the meeting;
  - e. Determine the time and venue of the meeting;
  - f. Notify and send the meeting invitation to all shareholders entitled to attend;
  - g. Perform other tasks to serve the meeting.
3. The meeting notice shall be sent to all shareholders by a method that ensures delivery to their contact addresses, while simultaneously being published on the websites of the Company, the State Securities Commission, and the Stock Exchange where the Company's shares are listed. The convener must send the notice to all shareholders in the List of eligible shareholders at least [21 days] before the opening date (calculated



from the date the notice is validly sent). The agenda and related documents for matters to be voted on shall be sent to shareholders and/or posted on the Company's website. The notice must include a link to the full set of meeting documents, including:

- a. The agenda and documents used in the meeting;
  - b. List and detailed information of candidates in case of electing members to the Board of Directors or the Supervisory Board;
  - c. Voting/election ballots;
  - d. Draft resolutions for each issue on the agenda.
4. Shareholders or groups of shareholders as prescribed in Clause 2, Article 12 of this Charter have the right to propose issues for the meeting agenda. The proposal must be in writing and sent to the Company at least [03 working days] before the opening date. The proposal must clearly state the shareholder's name, the number of each class of shares held, contact address, nationality, legal identification details, and the proposed issue.
5. The convener has the right to refuse a proposal under Clause 4 if:
- a. The proposal is not sent in accordance with regulations;
  - b. At the time of the proposal, the shareholder or group of shareholders does not hold at least [5%] of the ordinary shares;
  - c. The proposed issue is not within the authority of the General Meeting of Shareholders;
  - d. Other cases as prescribed by law and this Charter.
6. The convener must accept and include valid proposals into the intended agenda, except for cases in Clause 5; the proposal will be officially added to the agenda if approved by the General Meeting of Shareholders.

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

1. A meeting of the General Meeting of Shareholders shall be conducted if the number of attending shareholders represents more than [50%] of the total voting shares.
2. In the event that the first meeting does not meet the quorum requirements as prescribed in Clause 1 of this Article, the notice for the second meeting must be sent within [30 days] from the originally intended date of the first meeting. The second meeting of the General Meeting of Shareholders shall be conducted if the number of attending shareholders represents [33%] or more of the total voting shares.
3. In the event that the second meeting does not meet the quorum requirements as prescribed in Clause 2 of this Article, the notice for the third meeting must be sent within [20 days] from the originally intended date of the second meeting. The third meeting of the General Meeting of Shareholders shall be conducted regardless of the total number of voting shares represented by the attending shareholders.



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**Article 20. Procedures for conducting and voting at the General Meeting of Shareholders**

1. Prior to the opening of the meeting, the Company must perform shareholder registration procedures and continue such registration until all eligible shareholders present have been registered, in accordance with the following sequence:
  - a. Upon shareholder registration, the Company shall issue each shareholder or authorized representative entitled to vote with a voting card/ballot, which specifies the registration number, full name of the shareholder, full name of the authorized representative, and the number of voting shares of such shareholder. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted by choosing "affirmative," "negative," or "abstention." The results of the vote counting shall be announced by the Chairperson/Vote Counting Committee immediately before the closing of the meeting. The General Meeting of Shareholders shall elect persons responsible for counting or supervising the counting of votes based on the nomination of the Chairperson. The number of members of the Vote Counting Committee shall be decided by the General Meeting of Shareholders based on the Chairperson's proposal;
  - b. Shareholders or authorized representatives of institutional shareholders who arrive after the meeting has opened are entitled to register immediately and subsequently participate and vote at the meeting. The Chairperson is not responsible for pausing the meeting to allow latecomers to register, and the validity of matters already voted upon prior to their arrival shall remain unchanged.
2. The election of the Chairperson, Secretary, Shareholder Eligibility Verification Committee, and Vote Counting Committee is prescribed as follows:
  - a. The Chairman of the Board of Directors shall act as the Chairperson or authorize another member of the Board of Directors to act as the Chairperson of the General Meeting of Shareholders convened by the Board of Directors. In the event the Chairman is absent or temporarily incapacitated, the remaining members of the Board of Directors shall elect one of them to act as the Chairperson based on a majority principle. If no Chairperson can be elected, the Head of the Supervisory Board shall preside so the General Meeting of Shareholders may elect a Chairperson from among the attendees, and the person with the highest number of votes shall act as the Chairperson;
  - b. Except for cases specified in Point a of this Clause, the person who signed the notice to convene the meeting shall preside so the General Meeting of Shareholders may elect a Chairperson, and the person with the highest number of votes shall act as the Chairperson;



- c. The Chairperson shall appoint one or several persons to act as the Meeting Secretary; the Shareholder Eligibility Verification Committee shall serve the meeting;
  - d. The General Meeting of Shareholders shall elect one or several persons to the Vote Counting Committee based on the Chairperson's proposal.
3. The agenda and content of the meeting must be approved by the General Meeting of Shareholders during the opening session. The agenda must clearly and specifically define the time allocated for each issue.
4. The Chairperson has the right to implement necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda, and to reflect the wishes of the majority of attendees:
  - a. Arrange seating at the meeting venue;
  - b. Ensure the safety of everyone present at the meeting locations;
  - c. Facilitate the attendance (or continued attendance) of shareholders. The convener has the full authority to change the aforementioned measures and apply all necessary measures, including the issuance of entry passes or other selection methods.
5. The convener or Chairperson of the General Meeting of Shareholders has the following rights:
  - a. To require all attendees to undergo inspection or other legal and reasonable security measures;
  - b. To request competent authorities to maintain order at the meeting; to expel from the meeting any person who fails to comply with the Chairperson's directions, intentionally disrupts order, obstructs the normal progress of the meeting, or fails to comply with security check requirements.
6. The Chairperson has the right to adjourn a meeting for which a sufficient number of attendees have registered for a maximum of no more than three (03) working days from the intended opening date, and may only adjourn or change the venue in the following cases:
  - a. The venue does not have sufficient convenient seating for all attendees;
  - b. Communication facilities at the venue are inadequate for shareholders to participate, discuss, and vote;
  - c. Attendees obstruct or disrupt order, posing a risk that the meeting may not be conducted fairly and lawfully.
7. In the event the Chairperson adjourns or suspends the meeting in violation of Clause 6 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the Chairperson and conduct the meeting until its conclusion; all resolutions passed at such meeting shall be valid and binding.



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8. In case the Company applies modern technology to organize the General Meeting of Shareholders via online meetings, the Company is responsible for ensuring that shareholders can participate and vote through electronic voting or other electronic forms in accordance with Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/NĐ-CP dated December 31, 2020.

**Article 21. Conditions for approval of Resolutions of the General Meeting of Shareholders**

1. Resolutions on the following matters shall be passed if approved by shareholders representing [65%] or more of the total voting shares of all attending and voting shareholders, except for cases specified in Clauses 3, 4, and 6, Article 148 of the Law on Enterprises:
  - a. Classes of shares and the total number of shares of each class;
  - b. Changes in business lines and sectors;
  - c. Changes in the organizational and management structure of the Company;
  - d. Investment projects or the sale of assets valued at 35% or more of the total asset value recorded in the Company's most recent financial statements;
  - e. Reorganization or dissolution of the Company;
  - f. Extension of the Company's operational term.
2. Other resolutions shall be passed if approved by shareholders representing more than [50%] of the total voting shares of all attending and voting shareholders, except for cases in Clause 1 of this Article and Clauses 3, 4, and 6, Article 148 of the Law on Enterprises.
3. Note: In the case of electing members to the Board of Directors (BOD) and the Supervisory Board (SB), if the number of candidates is less than or equal to the required number of members, the election may be conducted via cumulative voting as per Clause 3, Article 148 of the Law on Enterprises, or via the voting method (affirmative, negative, abstention). The approval threshold for the voting method shall follow Clause 2, Article 21 of the Company's Charter.
4. Resolutions of the General Meeting of Shareholders passed by 100% of the total voting shares shall be considered lawful and valid, even if the sequence and procedures for convening the meeting and passing such resolutions violated the provisions of the Law on Enterprises and the Company's Charter.

**Article 22. Authority and procedures for collecting written opinions of shareholders to approve Resolutions of the General Meeting of Shareholders**

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

1. The Board of Directors has the authority to collect written opinions of shareholders to pass a Resolution of the General Meeting of Shareholders on the following matters:



- a. Amendments and supplements to the contents of the Company's Charter;
  - b. Approval, amendment, or supplement of the Internal Regulations on Corporate Governance; the Operational Regulations of the Board of Directors; and the Operational Regulations of the Supervisory Board;
  - c. The Company's development orientation;
  - d. Classes of shares and the total number of authorized shares of each class;
  - e. Election, dismissal, or removal of members of the Board of Directors and the Supervisory Board;
  - f. Investment projects or the sale of assets valued at 35% or more of the total asset value recorded in the Company's most recent financial statements;
  - g. Approval of annual financial statements;
  - h. Reorganization or dissolution of the Company;
  - i. Changes in business lines and sectors;
  - j. Changes in the organizational and management structure of the Company;
  - k. Annual dividend rates for each class of shares in accordance with the Law on Enterprises and the rights attached to such class of shares;
  - l. Total remuneration for members of the Board of Directors and the Remuneration Report of the Board of Directors;
  - m. Selection of auditing firms;
  - n. Inspection and handling of violations by the Board of Directors or the Supervisory Board that cause damage to the Company and its shareholders;
  - o. Repurchase by the Company of more than 10% of a class of issued shares;
  - p. The Company entering into contracts or transactions with parties specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total asset value of the Company recorded in the most recent financial statements.
2. The Board of Directors must prepare the opinion forms, the draft Resolution of the General Meeting of Shareholders, and documents explaining the draft Resolution, and send them to all voting shareholders at least [15 days] before the deadline for returning the opinion forms. The requirements and methods for sending the opinion forms and accompanying documents shall be implemented in accordance with the provisions of Clause 3, Article 18 of this Charter.
  3. The opinion form must contain the following primary contents:
    - a. Name, head office address, and enterprise code;
    - b. Purpose of collecting opinions;
    - c. Full name, contact address, nationality, and legal identification document number for individual shareholders; name, enterprise code, or legal document number and head office address for institutional shareholders; or the full name, contact address, nationality, and legal identification document number of the



- representative of the institutional shareholder; the number of shares of each class and the number of voting rights of the shareholder;
- d. Matters for which opinions are collected to pass a decision;
  - e. Voting options including "affirmative," "negative," and "abstention" for each matter;
  - f. The deadline by which the completed opinion form must be returned to the Company;
  - g. Full name and signature of the Chairman of the Board of Directors.
4. Shareholders may return the completed opinion forms to the Company by mail, fax, or email as follows:
- a. In case of mailing, the completed opinion form must bear the signature of the individual shareholder, the authorized representative, or the legal representative of the institutional shareholder. Opinion forms sent to the Company must be in sealed envelopes, and no one is permitted to open them before the vote counting;
  - b. In case of fax or email, the opinion forms sent to the Company must be kept confidential until the time of vote counting;
  - c. Opinion forms returned to the Company after the specified deadline, or those in envelopes that have been opened (for mailing) or disclosed (for fax or email), shall be invalid. Opinion forms that are not returned shall be considered as non-participating votes.
5. The Board of Directors shall count the votes and prepare a vote counting minute under the supervision of the Supervisory Board or a shareholder who does not hold a management position in the Company. The vote counting minute must contain the following primary contents:
- a. Name, head office address, and enterprise code;
  - b. Purpose and matters for which opinions were collected;
  - c. The number of shareholders with the total number of voting/election shares participating in the vote, distinguishing between valid and invalid votes and the method of submission, accompanied by an appendix listing the shareholders who participated;
  - d. Total number of affirmative, negative, and abstention votes for each matter, and the total number of votes for each candidate (if any);
  - e. Matters that have been passed and the corresponding approval ratio;
  - f. Full name and signature of the Chairman of the Board of Directors, the vote counters, and the vote counting supervisors. Members of the Board of Directors, vote counters, and supervisors shall be jointly and severally liable for the honesty and accuracy of the vote counting minute, and for any damages arising from decisions passed due to dishonest or inaccurate vote counting.



6. The vote counting minute and the Resolution must be sent to shareholders within 15 days from the date the vote counting ends. The sending of the minute and Resolution may be replaced by posting them on the Company's website within 24 hours from the end of the vote counting.
7. Responded opinion forms, vote counting minutes, passed Resolutions, and relevant documents sent with the opinion forms must be archived at the Company's head office.
8. A resolution passed by collecting written opinions shall be valid if approved by shareholders owning more than [50%] of the total voting shares of all voting shareholders and shall have the same value as a resolution passed at a meeting of the General Meeting of Shareholders.

**Article 23. Resolutions and Minutes of the General Meeting of Shareholders**

1. Meetings of the General Meeting of Shareholders must be recorded in minutes and may be tape-recorded or recorded and archived in other electronic forms. Minutes must be prepared in Vietnamese and may additionally be prepared in a foreign language, containing the following primary contents:
  - a. Name, head office address, and enterprise code;
  - b. Time and venue of the General Meeting of Shareholders;
  - c. Meeting agenda and content;
  - d. Full names of the Chairperson and the Secretary;
  - e. Summary of the meeting proceedings and opinions expressed at the meeting regarding each issue in the agenda;
  - f. The number of shareholders and total voting shares of attending shareholders, an appendix of the list of registered shareholders and representatives present with their corresponding shares and votes;
  - g. Total number of votes for each matter, clearly stating the voting method, total valid and invalid votes, affirmative, negative, and abstentions; and the corresponding ratio of the total votes of attending shareholders;
  - h. Summary of the votes for each candidate (if any);
  - i. Matters passed and the corresponding approval ratio;
  - j. Full names and signatures of the Chairperson and the Secretary. In case the Chairperson or Secretary refuses to sign the minutes, the minutes shall be valid if signed by all other attending members of the Board of Directors and containing all contents required by this Clause. The minutes shall clearly state the refusal of the Chairperson or Secretary to sign.
2. Minutes of the General Meeting of Shareholders must be completed and approved before the conclusion of the meeting. The Chairperson and Secretary, or other persons signing the minutes, shall be jointly and severally liable for the honesty and accuracy of the contents.



3. Minutes prepared in Vietnamese and a foreign language shall have equal legal validity. In case of any discrepancy between the Vietnamese and the foreign language versions, the Vietnamese version shall prevail.
4. Resolutions, Minutes of the General Meeting of Shareholders, the appendix of the list of registered shareholders, powers of attorney, and all accompanying documents must be archived at the Company's head office and disclosed in accordance with the law on information disclosure in the securities market.

**Article 24. Request for cancellation of Resolutions of the General Meeting of Shareholders**

Within 90 days from the date of receiving the Resolution, the Minutes of the General Meeting of Shareholders, or the vote counting minute of written opinions, shareholders or groups of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises have the right to request a Court or Arbitration to consider and cancel a Resolution or part of a Resolution in the following cases:

1. The sequence and procedures for convening the meeting and passing the decision seriously violate the provisions of the Law on Enterprises and the Company's Charter, except for the case specified in Clause 3, Article 21 of this Charter.
2. The content of the Resolution violates the law or this Charter.

**VII. BOARD OF DIRECTORS**

**Article 25. Nomination and candidacy for members of the Board of Directors**

1. If candidates for the Board of Directors have been identified, the Company must disclose information related to the candidates at least 10 days before the opening of the General Meeting of Shareholders on the Company's website. Candidates must provide a written commitment regarding the honesty and accuracy of their personal information and commit to performing their duties honestly, prudently, and for the best interests of the Company if elected. Disclosed information includes:
  - Full name, date of birth;
  - Professional qualifications;
  - Working history;
  - Other management positions (including positions on the Board of Directors of other companies);
  - Interests related to the Company and its related parties;
  - Other information as prescribed by this Charter.
2. Shareholders or groups of shareholders owning [10]% or more of the total ordinary shares have the right to nominate candidates. Shareholders holding ordinary shares have the right to aggregate their voting rights to nominate candidates.
  - From 10% to less than 20%: nominate one (01) candidate;
  - From 20% to less than 30%: nominate up to two (02) candidates;
  - From 30% to less than 35%: nominate up to three (03) candidates;



- From 35% to less than 40%: nominate up to four (04) candidates;
  - From 40% to less than 60%: nominate up to five (05) candidates;
  - From 60% to less than 70%: nominate up to six (06) candidates;
  - From 70% to 80%: nominate up to seven (07) candidates;
  - From 80% or more: nominate up to eight (08) candidates.
3. If the number of candidates is insufficient, the incumbent Board of Directors shall introduce additional candidates or organize nominations as per the Charter and Internal Regulations. This introduction must be clearly announced before the GMS votes.
  4. Members of the Board of Directors must satisfy the standards and conditions prescribed in Clauses 1 and 2, Article 155 of the Law on Enterprises, the Law on Securities, other legal provisions, and the Company's Charter.

**Article 26. Composition and term of office of members of the Board of Directors.**

1. The number of members of the Board of Directors shall be [05] persons.
2. The term of office of a member of the Board of Directors shall not exceed five (05) years and such member may be re-elected for an unlimited number of terms. An individual shall only be elected as an independent member of the Board of Directors of a company for no more than two (02) consecutive terms. In the event that all members of the Board of Directors conclude their terms at the same time, such members shall continue to serve as members of the Board of Directors until new members are elected as replacements and take over the duties.
3. The composition of the members of the Board of Directors is as follows:
  - The composition of the Board of Directors of the Company must have at least one (01) non-executive member. The Company shall minimize the number of members of the Board of Directors concurrently holding executive positions in the Company to ensure the independence of the Board of Directors.
  - The total number of independent members of the Board of Directors must be one (01) member.
  - The rights, obligations, and the method of organization and coordination of activities of the independent members of the Board of Directors shall be specifically prescribed in the Operational Regulations of the Board of Directors.
4. A member of the Board of Directors shall lose their status as a member in the event of dismissal, removal, or replacement by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.
5. The appointment of members of the Board of Directors must be disclosed in accordance with the provisions of law on information disclosure in the securities market.
6. Members of the Board of Directors are not required to be shareholders of the Company



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**Article 27. Powers and obligations of the Board of Directors.**

1. The Board of Directors is the management body of the Company and has full authority, in the name of the Company, to decide and exercise the rights and perform the obligations of the Company, except for those within the authority of the General Meeting of Shareholders.
2. The rights and obligations of the Board of Directors are prescribed by law, the Company's Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and obligations:
  - a. To decide on the strategy, medium-term development plans, and annual business plans of the Company;
  - b. To recommend the classes of shares and the total number of authorized shares of each class;
  - c. To decide on the sale of unissued shares within the limit of the authorized shares of each class; to decide on raising additional capital in other forms;
  - d. To decide on the selling price of shares;
  - e. To decide on the private placement of bonds in accordance with Article 130 of the Law on Enterprises. The Board of Directors has the right to decide on the types of bonds, the total value of bonds, and the timing of the offering, but must report to the General Meeting of Shareholders at the nearest meeting. The report must be accompanied by documents and dossiers regarding the bond offering;
  - f. To decide on the repurchase of shares in accordance with Clause 1 and Clause 2, Article 133 of the Law on Enterprises;
  - g. To decide on investment plans and investment projects within its authority and limits as prescribed by law;
  - h. To decide on solutions for market development, marketing, and technology;
  - i. To approve contracts for purchase, sale, borrowing, lending, and other contracts or transactions valued at [35%] or more of the total asset value recorded in the most recent financial statements of the Company, except for those within the authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138, and Clause 1 and Clause 3, Article 167 of the Law on Enterprises;
  - j. To elect, dismiss, and remove the Chairman of the Board of Directors; to appoint, dismiss, sign contracts with, and terminate contracts of the General Director and other key managers as prescribed in the Company's Charter; to decide on salaries, remuneration, bonuses, and other benefits for such managers; to appoint authorized representatives to participate in the Board of Members or the General Meeting of Shareholders in other companies and decide on their remuneration and other benefits;
  - k. To supervise and direct the General Director and other managers in the day-to-day business operations of the Company;



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- l. To decide on the organizational structure and internal management regulations of the Company; to decide on the establishment of subsidiaries, branches, and representative offices, and the contribution of capital or purchase of shares in other enterprises;
  - m. To approve the agenda and contents of documents for the General Meeting of Shareholders, to convene meetings of the General Meeting of Shareholders or to collect opinions to pass resolutions of the General Meeting of Shareholders;
  - n. To submit audited annual financial statements to the General Meeting of Shareholders;
  - o. To recommend the dividend rate to be paid; to decide on the timeline and procedures for dividend payment or the handling of losses incurred during business operations;
  - p. To recommend the reorganization or dissolution of the Company, or to request bankruptcy of the Company;
  - q. To decide on the issuance of the Operational Regulations of the Board of Directors and the Internal Regulations on Corporate Governance after approval by the General Meeting of Shareholders; and the Company's Regulations on Information Disclosure;
  - r. To request the General Director, Deputy General Directors, and other managers in the Company to provide information and documents regarding the financial situation and business activities of the Company and its units;
  - s. Managers are required to provide timely, complete, and accurate information and documents upon request by members of the Board of Directors. The sequence and procedures for requesting and providing information are specifically prescribed in the Operational Regulations of the Board of Directors;
  - t. Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other legal provisions, and the Company's Charter.
3. The Board of Directors must report the results of its operations to the General Meeting of Shareholders in accordance with Article 280 of Decree No. 155/2020/NĐ-CP dated December 31, 2020, as amended by Clause 82, Article 1 of Decree No. 245/2025/NĐ-CP dated September 11, 2025.

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

1. The Company has the right to pay remuneration and bonuses to members of the Board of Directors based on business results and efficiency.
2. Members of the Board of Directors are entitled to remuneration for their work and bonuses. Work remuneration is calculated based on the number of working days necessary to complete the duties of a Board member and the daily remuneration rate. The Board of Directors shall estimate the remuneration for each member based on the



principle of unanimity. The total amount of remuneration and bonuses for the Board of Directors shall be decided by the General Meeting of Shareholders at the Annual General Meeting.

3. The remuneration of each member of the Board of Directors shall be included in the Company's business expenses in accordance with the law on corporate income tax and shall be presented as a separate item in the annual financial statements of the Company and reported to the General Meeting of Shareholders at the Annual General Meeting.
4. Members of the Board of Directors holding executive positions, or those serving on sub-committees of the Board of Directors, or performing other tasks outside the scope of the normal duties of a Board member, may be paid additional remuneration in the form of a lump-sum fee for each occasion, salary, commission, profit percentage, or in other forms as decided by the Board of Directors.
5. Members of the Board of Directors are entitled to reimbursement for all travel, accommodation, meals, and other reasonable expenses incurred in the performance of their responsibilities, including expenses arising from attending meetings of the General Meeting of Shareholders, the Board of Directors, or sub-committees thereof.
6. The Company may purchase liability insurance for members of the Board of Directors upon approval by the General Meeting of Shareholders. This insurance does not cover liabilities related to violations of the law or the Company's Charter by Board members.

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

1. The Chairman of the Board of Directors shall be elected, dismissed, or removed by the Board of Directors from among its members.
2. The Chairman of the Board of Directors shall not concurrently hold the position of General Director.
3. The Chairman of the Board of Directors has the following rights and obligations:
  - a. To establish programs and operational plans for the Board of Directors;
  - b. To prepare the agenda, contents, and documents for meetings; to convene, preside over, and act as the Chairperson of meetings of the Board of Directors;
  - c. To organize the passing of resolutions and decisions of the Board of Directors;
  - d. To supervise the implementation of resolutions and decisions of the Board of Directors;
  - e. To act as the Chairperson of the General Meeting of Shareholders;
  - f. Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other legal provisions, this Charter, and the internal corporate governance regulations.
4. In the event that the Chairman of the Board of Directors submits a resignation letter or is dismissed or removed, the Board of Directors must elect a replacement within [20 days] from the date of receipt of the resignation letter or the date of dismissal or removal.



5. In the event that the Chairman is absent or unable to perform their duties, they must authorize another member in writing to exercise the rights and perform the obligations of the Chairman [in accordance with the principles prescribed in the Company's Charter]. In the event that no one is authorized, or if the Chairman dies, is missing, is detained, is serving a prison sentence, is undergoing administrative processing at a compulsory detoxification center or compulsory educational establishment, absconds from their place of residence, has their civil act capacity restricted or lost, has difficulties in cognition or behavior control, or is prohibited by a Court from holding positions or practicing certain professions or tasks, the remaining members shall elect one among them to hold the position of Chairman of the Board of Directors based on the principle of approval by a majority of the remaining members until a new decision is made by the Board of Directors.

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

1. The Chairman of the Board of Directors shall be elected during the first meeting of the Board of Directors within seven (07) working days from the date of completion of the election of that Board of Directors. This meeting shall be convened and presided over by the member who received the highest number of votes or the highest vote ratio. In the event that more than one member receives the same highest number of votes or vote ratio, the members shall elect, by majority principle, one person among them to convene the Board of Directors meeting.
2. The Board of Directors must meet at least once every quarter and may hold extraordinary meetings.
3. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:
  - a. Upon request of the Supervisory Board or an independent member of the Board of Directors;
  - b. Upon request of the General Director or at least five (05) other managers;
  - c. Upon request of at least two (02) members of the Board of Directors.
4. The requests specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed, and matters requiring a decision within the authority of the Board of Directors.
5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within seven (07) working days from the date of receipt of the request specified in Clause 3 of this Article. In the event that the Chairman fails to convene the meeting as requested, the Chairman shall be liable for any damages occurring to the Company; the requesting parties shall have the right to convene the meeting in place of the Chairman.
6. The Chairman of the Board of Directors or the convener of the Board of Directors meeting must send a notice of meeting at least [05 working days] prior to the meeting



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date. The notice must specify the time, venue, agenda, and the issues to be discussed and decided upon. The notice must be accompanied by documents to be used at the meeting and voting ballots for the members.

The notice of the Board of Directors meeting may be sent by invitation letter, telephone, fax, electronic means, or other methods prescribed by the Company's Charter, ensuring it reaches the contact address of each Board member as registered with the Company.

7. The Chairman of the Board of Directors or the convener shall send the notice of meeting and accompanying documents to the members of the Supervisory Board in the same manner as provided to the members of the Board of Directors.

Members of the Supervisory Board have the right to attend meetings of the Board of Directors and to participate in discussions, but they shall not have the right to vote.

8. A meeting of the Board of Directors shall be conducted when three-quarters (3/4) or more of the total number of members are present. In the event that a meeting convened in accordance with this Clause does not have the required quorum, a second meeting shall be convened within [03 days] from the originally intended date of the first meeting. In this case, the meeting shall be conducted if more than half of the members of the Board of Directors are present.
9. A member of the Board of Directors shall be deemed to have attended and voted at a meeting in the following cases:
  - a. Attending and voting in person at the meeting;
  - b. Authorizing another person to attend and vote in accordance with Clause 11 of this Article;
  - c. Attending and voting via online conference, electronic voting, or other electronic forms;
  - d. Sending a voting ballot to the meeting via mail, fax, or email;
  - e. Sending a voting ballot by other means [as prescribed in the Company's Charter].
10. In the event a voting ballot is sent to the meeting via mail, the ballot must be placed in a sealed envelope and delivered to the Chairman of the Board of Directors at least one (01) hour before the opening of the meeting. Voting ballots shall only be opened in the presence of all attendees.
11. Voting:
  - a. Except as provided in Point b, Clause 11, Article 30, each member of the Board of Directors or an authorized person as prescribed in Clause 9 of this Article present in person at the meeting of the Board of Directors shall have one (01) vote;
  - b. A member of the Board of Directors shall not be entitled to vote on contracts, transactions, or proposals in which such member or their related person has an



- interest that conflicts or may conflict with the interests of the Company. Such member shall not be counted toward the quorum required to hold a meeting regarding decisions on which the member has no voting rights;
- c. Pursuant to Point d, Clause 11, Article 30, if an issue arises at a meeting related to the interests or voting rights of a member and such member does not voluntarily waive their voting rights, the ruling of the Chairperson shall be final, except where the nature or scope of the relevant member's interest has not been fully disclosed;
  - d. A member of the Board of Directors who benefits from a contract as specified in Point a and Point b, Clause 6, Article 43 of this Charter shall be deemed to have a significant interest in that contract;
  - e. Inspectors (Supervisors) have the right to attend Board meetings and participate in discussions but shall not have voting rights.
12. Any member of the Board of Directors who directly or indirectly benefits from a contract or transaction already signed or intended to be signed with the Company, and is aware that they are an interested party, has the responsibility to disclose this interest at the first meeting of the Board where the signing of such contract or transaction is discussed. In the event the member is unaware that they or their related person has an interest at the time the contract or transaction is signed, the member must disclose the relevant interests at the first meeting of the Board held after becoming aware of such interest.
13. Members must attend all meetings of the Board of Directors. A member may authorize another person to attend and vote if approved by a majority of the members of the Board of Directors.
14. Resolutions and decisions of the Board of Directors shall be passed if approved by a majority of the attending members; in the event of a tie, the final decision shall rest with the side that includes the opinion of the Chairman of the Board of Directors (the Casting Vote).
15. The Board of Directors has the right to collect written opinions from its members to pass Board Resolutions on matters within its authority as prescribed in Clause 2, Article 27 of this Charter.
- A resolution via written opinions shall be passed based on the approval of a majority of the voting members. Such resolution shall have the same effect and validity as a resolution passed at a meeting.
16. Meetings of the Board of Directors may be organized in the form of an online conference between members when all or some members are at different locations, provided that each participating member can:
- a. Hear every other participating member speaking during the meeting;
  - b. Address all other participating members simultaneously.



Discussions may take place directly via telephone or other communication means, or a combination thereof. A member participating in such a meeting is considered "present." The venue of the meeting shall be the location where the largest number of members are gathered, or the location where the Chairperson is present. Decisions passed in a duly organized teleconference shall take effect immediately upon the conclusion of the meeting but must be confirmed by the signatures in the minutes of all attending members.

17. The Chairman of the Board of Directors is responsible for sending the meeting minutes to the members, and such minutes shall be conclusive evidence of the proceedings unless an objection to the content is raised within ten (10) days from the date of sending. Minutes shall be prepared in Vietnamese and may be prepared in a foreign language. The minutes must bear the signatures of the Chairperson and the person recording the minutes (Secretary).

**Article 31. Sub-Committees under the Board of Directors.**

1. The Board of Directors may establish subordinate sub-committees in charge of development policy, human resources, remuneration, internal audit, and risk management. The number of members of a sub-committee shall be decided by the Board, with a minimum of [02 persons], including members of the Board of Directors and external members. Independent/non-executive members should constitute a majority in the sub-committee, and one of these members shall be appointed as the Head of the sub-committee. Activities of the sub-committee must comply with the regulations of the Board of Directors. A sub-committee resolution shall only be valid if approved by a majority of members attending and voting at the sub-committee meeting.
2. The implementation of decisions of the Board of Directors or its subordinate sub-committees must comply with current legal provisions, the Company's Charter, and the Internal Regulations on Corporate Governance.

**Article 32. Person in charge of corporate governance**

1. The Board of Directors of the Company must appoint at least one (01) person in charge of corporate governance to support corporate governance work at the enterprise. This person may concurrently serve as the Company Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises.
2. The person in charge of corporate governance shall not simultaneously work for the approved auditing organization that is auditing the Company's financial statements.
3. The Board of Directors may dismiss the person in charge of corporate governance when necessary, provided it is not contrary to current labor laws. The Board of Directors may appoint an Assistant to the person in charge of corporate governance from time to time.



4. The person in charge of corporate governance has the following rights and obligations:
  - a. To advise the Board of Directors on organizing the General Meeting of Shareholders and related matters between the Company and shareholders;
  - b. To prepare for meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders as requested;
  - c. To advise on the procedures of the meetings;
  - d. To attend meetings;
  - e. To advise on procedures for drafting Board resolutions in accordance with the law;
  - f. To provide financial information, copies of Board meeting minutes, and other information to members of the Board of Directors and the Supervisory Board;
  - g. To supervise and report to the Board of Directors on the Company's information disclosure activities;
  - h. To act as a liaison point with stakeholders;
  - i. To maintain information confidentiality in accordance with the law and the Company's Charter;
  - j. Other rights and obligations as prescribed by law and this Charter.

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

### **Article 33. Organizational structure of the management apparatus.**

The Company's management system must ensure that the management apparatus is responsible to the Board of Directors and subject to the supervision and direction of the Board of Directors in the day-to-day business operations. The Company shall have a General Director, Deputy General Directors, a Chief Accountant, and other management positions appointed by the Board of Directors. The appointment, dismissal, and removal of these positions must be passed by resolutions or decisions of the Board of Directors.

### **Article 34. Executive officers of the Enterprise**

1. Upon the proposal of the General Director and with the approval of the Board of Directors, the Company may recruit other executive officers in such numbers and with such standards as are consistent with the organizational structure and management regulations of the Company prescribed by the Board of Directors. Executive officers are responsible for supporting the Company in achieving its stated operational and organizational objectives.
2. The General Director shall be paid a salary and bonuses. The salary and bonuses of the General Director shall be decided by the Board of Directors.
3. Salaries of executive officers shall be included in the Company's business expenses in accordance with the law on corporate income tax, presented as a separate item in the annual financial statements, and reported to the General Meeting of Shareholders at the annual meeting.



**Article 35. Appointment, dismissal, rights, and obligations of the General Director**

1. The Board of Directors shall appoint one (01) member of the Board of Directors or hire another person to serve as the General Director.
2. The General Director is the person who manages the daily business operations of the Company; is subject to the supervision of the Board of Directors; and is responsible to the Board of Directors and before the law for the performance of assigned rights and obligations.
3. The term of office of the General Director shall not exceed five (05) years and such person may be re-appointed for an unlimited number of terms. The General Director must satisfy the criteria and conditions prescribed by law and the Company's Charter.
4. The General Director has the following rights and obligations:
  - a. To decide on matters related to the daily business operations of the Company that do not fall under the authority of the Board of Directors;
  - b. To organize the implementation of resolutions and decisions of the Board of Directors;
  - c. To organize the implementation of the Company's business plans and investment schemes;
  - d. To propose organizational structures and internal management regulations for the Company;
  - e. To appoint, dismiss, and remove management positions within the Company, except for those under the authority of the Board of Directors;
  - f. To decide on wages and other benefits for employees of the Company, including managers under the General Director's appointing authority;
  - g. To recruit labor;
  - h. To propose dividend payment plans or the handling of business losses;
  - i. Other rights and obligations as prescribed by law, the Company's Charter, and resolutions or decisions of the Board of Directors.
5. The Board of Directors may dismiss the General Director upon approval by a majority of the voting members attending the meeting and shall appoint a replacement.

**Article 36. Company Secretary**

When deemed necessary, the Board of Directors shall decide to appoint one (01) or more persons as Company Secretary with a term of office determined by the Board of Directors. The Board of Directors may remove the Company Secretary when necessary, provided it is not contrary to current labor laws. The Company Secretary has the following rights and obligations:

- a. To support the convening of meetings of the General Meeting of Shareholders and the Board of Directors; to record the meeting minutes;
- b. To assist members of the Board of Directors in performing their assigned rights and obligations;



- c. To assist the Board of Directors in applying and implementing corporate governance principles;
- d. To support the Company in building shareholder relations and protecting the lawful rights and interests of shareholders; ensuring compliance with information provision, information disclosure obligations, and administrative procedures;
- e. Other rights and obligations as prescribed by the Company's Charter and internal regulations.



## **IX. SUPERVISORY BOARD**

### **Article 37. Nomination and candidacy for members of the Supervisory Board (Supervisors)**

1. The candidacy and nomination of members of the Supervisory Board shall be carried out similarly to the provisions of Clause 1, Article 25 of this Charter. Shareholders holding voting shares have the right to aggregate their voting rights to nominate Supervisors. A shareholder or group of shareholders holding:
  - From 10% to less than 20%: nominate one (01) candidate;
  - From 20% to less than 30%: nominate up to two (02) candidates;
  - From 30% to less than 35%: nominate up to three (03) candidates;
  - From 35% to less than 40%: nominate up to four (04) candidates;
  - From 40% to less than 60%: nominate up to five (05) candidates;
  - From 60% to less than 70%: nominate up to six (06) candidates.
2. If the number of candidates is insufficient, the incumbent Supervisory Board may nominate additional candidates or organize nominations as prescribed by the Charter, Internal Regulations on Corporate Governance, and the Operational Regulations of the Supervisory Board. This introduction must be clearly announced before the General Meeting of Shareholders votes.

### **Article 38. Composition of the Supervisory Board**

1. The number of members of the Supervisory Board shall be three (03) persons. The term of office shall not exceed five (05) years, and members may be re-elected for an unlimited number of terms.
2. Members must satisfy the standards and conditions of Article 169 of the Law on Enterprises and must not:
  - a. Work in the accounting or finance department of the Company;
  - b. Be a member or employee of the independent auditing firm that has audited the Company's financial statements for the preceding three (03) consecutive years.
3. A member of the Supervisory Board shall be dismissed if they:
  - a. No longer meet the standards and conditions as per Clause 2 of this Article;
  - b. Resign with a letter that is approved;
  - c. Other cases as prescribed by law and this Charter.
4. A member of the Supervisory Board shall be removed if they:



- a. Fail to complete assigned duties and tasks;
- b. Fail to exercise their rights and obligations for six (06) consecutive months, except in cases of force majeure;
- c. Repeatedly or seriously violate the obligations of a Supervisor under the Law on Enterprises and the Charter;
- d. Other cases as per a resolution of the General Meeting of Shareholders.

**Article 39. Head of the Supervisory Board**

1. The Head of the Supervisory Board shall be elected by the Supervisory Board from among its members; election, dismissal, and removal shall be based on the majority principle. More than half of the Supervisory Board members must be permanent residents of Vietnam. The Head of the Supervisory Board must hold a university degree or higher in economics, finance, accounting, auditing, law, business administration, or a field relevant to the Company's business activities.
2. Rights and obligations of the Head of the Supervisory Board:
  - a. To convene meetings of the Supervisory Board;
  - b. To request the Board of Directors, General Director, and other executive officers to provide relevant information for reporting to the Supervisory Board;
  - c. To prepare and sign reports of the Supervisory Board after consulting with the Board of Directors for submission to the General Meeting of Shareholders.

**Article 40. Rights and obligations of the Supervisory Board**

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

1. To propose and recommend to the General Meeting of Shareholders for approval the list of auditing organizations authorized to audit the Company's financial statements; to decide on the approved auditing organization to inspect the Company's operations, and to dismiss approved auditors when deemed necessary.
2. To be responsible to shareholders for its oversight activities.
3. To monitor the financial situation of the Company and the compliance with the law by members of the Board of Directors, the General Director, and other managers.
4. To ensure coordination of activities with the Board of Directors, the General Director, and shareholders.
5. If a violation of the law or the Charter by a member of the Board of Directors, General Director, or other executive officer is detected, the Supervisory Board must notify the Board of Directors in writing within 48 hours, requesting the violator to cease the violation and provide remedial measures.
6. To develop the Operational Regulations of the Supervisory Board and submit them to the General Meeting of Shareholders for approval.
7. To report at the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/NĐ-CP.



8. To have access to the Company's records and documents archived at the head office, branches, and other locations; to have the right to access the workplace of managers and employees during working hours.
9. To have the right to request the Board of Directors, its members, the General Director, and other managers to provide full, accurate, and timely information and documents on management, administration, and business operations.
10. To exercise other rights and obligations as prescribed by law and this Charter.

**Article 41. Meetings of the Supervisory Board**

1. The Supervisory Board must meet at least twice a year, with a quorum of at least two-thirds (2/3) of its members. Minutes must be detailed and clear, signed by the recorder and the attending members, and archived to determine individual responsibility.
2. The Supervisory Board has the right to request members of the Board of Directors, the General Director, and representatives of the approved auditing firm to attend and answer matters requiring clarification.

**Article 42. Salaries, remuneration, bonuses, and other benefits of members of the Supervisory Board**

Salaries, Remuneration, Bonuses, and Other Benefits of Members of the Supervisory Board shall be implemented in accordance with the following provisions:

1. Members of the Supervisory Board shall be entitled to salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall determine the total amount of salaries, remuneration, bonuses, other benefits, and the annual operating budget of the Supervisory Board.
2. Members of the Supervisory Board shall be reimbursed for reasonable expenses relating to accommodation, travel, and the use of independent consulting services. The total remuneration and expenses shall not exceed the annual operating budget of the Supervisory Board as approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.
3. Salaries and operating expenses of the Supervisory Board shall be accounted as business expenses of the Company in accordance with the provisions of the law on corporate income tax and other relevant laws, and must be separately presented in the Company's annual financial statements.

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

Members of the Board of Directors, Supervisory Board, the General Director, and other executive officers are responsible for performing their duties, including those as members of sub-committees, in an honest and prudent manner for the best interests of the Company.



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### **Article 43. Duty of Honesty and Avoidance of Conflicts of Interest**

1. Members of the Board of Directors, members of the Supervisory Board, the General Director and other managers must disclose their related interests in accordance with the Law on Enterprises and relevant legal documents.
2. Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers and their related persons may only use information obtained by virtue of their positions for the benefit of the Company.
3. Members of the Board of Directors, members of the Supervisory Board, the General Director and other managers are obliged to notify in writing the Board of Directors and the Supervisory Board of transactions between the Company, its subsidiaries, or other companies in which the Company holds more than 50% of the charter capital, and such persons or their related persons in accordance with law. For such transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information on such resolutions in accordance with the laws on securities disclosure.
4. Members of the Board of Directors shall not vote on transactions that bring benefits to themselves or their related persons in accordance with the Law on Enterprises and the Company's Charter.
5. Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers and their related persons must not use or disclose internal information to others to conduct related transactions.
6. The General Director must not be a related person of enterprise managers, Supervisors of the Company and its parent company, representatives of state capital, or representatives of enterprise capital at the Company and its parent company, in accordance with Point d, Clause 46, Article 4 of the Law on Securities.
7. Transactions between the Company and one or more members of the Board of Directors, members of the Supervisory Board, the General Director, other executives, and related individuals or organizations shall not be invalidated in the following cases:
  - a. For transactions with a value less than [35%] of the total assets recorded in the most recent financial statements, where the key contents of the contract or transaction, as well as the relationships and interests of the relevant persons, have been reported to the Board of Directors and approved by a majority of disinterested Board members;
  - b. For transactions with a value of [35%] or more, or transactions resulting in cumulative transaction value within 12 months from the first transaction reaching [35%] or more of total assets recorded in the most recent financial statements, where the key contents, relationships and interests have been disclosed to shareholders and approved by the General Meeting of Shareholders by votes of disinterested shareholders;



- c. Loan or asset sale transactions with a value exceeding 10% of total assets recorded in the most recent financial statements between the Company and a shareholder owning 51% or more of voting shares or their related persons, provided such transactions have been disclosed and approved by the General Meeting of Shareholders by disinterested shareholders.

**Article 44. Responsibility for damages and compensation**

1. Members of the Board of Directors, members of the Supervisory Board, the General Director and other executives who breach their duties of honesty and diligence, or fail to fulfill their obligations, shall be liable for damages caused by such breaches.
2. The Company shall indemnify persons who have been, are, or may become parties to complaints, lawsuits or proceedings (including civil and administrative cases not initiated by the Company), provided such persons are or were members of the Board of Directors, members of the Supervisory Board, the General Director, other executives, employees or authorized representatives acting in good faith, prudently and in the best interests of the Company in compliance with law, and there is no evidence of breach of duty.
3. Indemnification costs include judgments, fines, actual expenses (including legal fees), or reasonable expenses incurred in resolving such matters within the limits permitted by law. The Company may purchase insurance for such persons against the above liabilities.

**XI. RIGHT TO ACCESS BOOKS AND RECORDS OF THE COMPANY**

**Article 45. Right to access books and records**

1. Ordinary shareholders have the right to access books and records as follows:
  - a. To examine, access and extract information on names and contact addresses in the list of voting shareholders; request correction of inaccurate information; examine, access, extract or copy the Company Charter, minutes of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;
  - b. Shareholders or groups of shareholders holding at least [10%] of ordinary shares or a lower ratio as stipulated in the Charter may examine, access and extract minutes, resolutions and decisions of the Board of Directors, interim and annual financial statements, reports of the Supervisory Board, contracts and transactions subject to Board approval, and other documents, except those related to trade secrets or business secrets of the Company.
2. Authorized representatives must provide a power of attorney or notarized copy thereof when requesting access.
3. Members of the Board of Directors, members of the Supervisory Board, the General Director and other executives may access the shareholder register, shareholder lists and other records for purposes related to their duties, subject to confidentiality obligations.



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4. The Company must retain its Charter and amendments, Enterprise Registration Certificate, internal regulations, documents evidencing asset ownership, resolutions and minutes of the General Meeting of Shareholders and Board of Directors, reports of the Board of Directors and Supervisory Board, annual financial statements, accounting books and other documents as required by law at its head office or another notified location.
5. The Company Charter must be published on the Company's website.

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

### **Article 46. Employees and trade union**

1. The General Director shall prepare plans for submission to the Board of Directors regarding recruitment, termination, salaries, social insurance, welfare, rewards and discipline for employees and executives.
2. The General Director shall prepare plans for submission to the Board of Directors regarding relations with trade unions in accordance with best practices, policies set forth in the Charter, internal regulations and applicable laws.

## **XIII. PROFIT DISTRIBUTION**

### **Article 47. Profit distribution**

1. The General Meeting of Shareholders shall decide the annual dividend rate and form of payment from retained earnings.
2. No interest shall be paid on dividends or related payments.
3. The Board of Directors may propose dividend payment in shares, subject to approval by the General Meeting of Shareholders, and shall implement such decision.
4. Cash dividends must be paid in Vietnamese Dong, either directly or via banks based on shareholder-provided account details. The Company is not liable if shareholders fail to receive payments transferred correctly. For listed shares, payments may be made via securities companies or the Vietnam Securities Depository and Clearing Corporation.
5. The Board of Directors shall determine the record date for shareholder lists. Persons registered as shareholders or securities holders on that date shall be entitled to dividends and relevant notices.
6. Other matters relating to profit distribution shall comply with applicable laws

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

### **Article 48. Bank accounts**

1. The Company shall open accounts at Vietnamese banks or licensed foreign bank branches in Vietnam.
2. With prior approval from competent authorities, the Company may open overseas bank accounts when necessary.
3. All payments and accounting transactions shall be conducted through VND or foreign currency accounts opened by the Company.



#### **Article 49. Fiscal year**

The fiscal year of the Company shall commence on January 1 and end on December 31 each year. The first fiscal year shall commence from the date of issuance of the Enterprise Registration Certificate and end on December 31 of that year.

#### **Article 50. Accounting system**

1. The Company shall apply the enterprise accounting regime or a specific accounting regime promulgated or approved by competent authorities.
2. The Company shall maintain accounting books in Vietnamese and retain accounting records in accordance with the laws on accounting and relevant regulations. Such records must be accurate, up-to-date, systematic, and sufficient to evidence and explain the Company's transactions.
3. The Company shall use Vietnam Dong (VND) as its accounting currency. In cases where the Company's principal economic transactions are conducted in a foreign currency, it may select such foreign currency as its accounting currency, and shall be responsible for such selection before the law and notify the directly managing tax authority.

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

#### **Article 51. Annual, semi-annual, and quarterly financial statements**

1. The Company must prepare annual financial statements, which shall be audited in accordance with law. The Company shall disclose its audited annual financial statements in accordance with regulations on information disclosure in the securities market and submit them to competent state authorities.
2. Annual financial statements must include all reports, appendices and explanatory notes as prescribed by the laws on enterprise accounting. Such statements must present a true and fair view of the Company's operations.
3. The Company shall prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with regulations on information disclosure in the securities market and submit them to competent state authorities.

#### **Article 52. Annual report**

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

### **XVI. AUDITING OF THE COMPANY**

#### **Article 53. Auditing**

1. The General Meeting of Shareholders shall appoint an independent auditing firm or approve a list of independent auditing firms and authorize the Board of Directors to select one of such firms to audit the Company's financial statements for the following fiscal year based on terms and conditions agreed with the Board of Directors.
2. The audit report shall be attached to the Company's annual financial statements.



3. Independent auditors auditing the Company's financial statements are entitled to attend General Meeting of Shareholders' meetings, receive notices and other information relating to such meetings, and express opinions at the meetings on matters relating to the audit of the Company's financial statements.

## **XVII. CORPORATE SEAL**

### **Article 54. Corporate seal**

1. The seal includes a seal engraved by a seal-making establishment or a seal in the form of a digital signature in accordance with the law on electronic transactions.
2. The Board of Directors shall decide on the type, quantity, form and content of the seal of the Company, its branches and representative offices (if any).
3. The Board of Directors and the General Director shall manage and use the seal in accordance with applicable laws.

## **XVIII. DISSOLUTION OF THE COMPANY**

### **Article 55. Dissolution of the company**

1. The Company may be dissolved in the following cases:
  - a. Expiry of the operating term stated in the Charter without any extension decision;
  - b. By resolution or decision of the General Meeting of Shareholders;
  - c. Revocation of the Enterprise Registration Certificate, except where otherwise provided by the Law on Tax Administration;
  - d. Other cases as prescribed by law.
2. Early dissolution of the Company (including any extended term) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. Such decision must be notified to or approved by competent authorities (if required) in accordance with regulations.

### **Article 56. Extension of the operation term**

1. The Board of Directors shall convene a General Meeting of Shareholders at least [7 months] prior to the expiry of the operating term for shareholders to vote on the extension of the Company's operation as proposed by the Board of Directors.
2. The operating term shall be extended if approved by shareholders representing at least 65% of the total voting shares of all attending shareholders at the General Meeting of Shareholders.

### **Article 57. Liquidation**

1. At least six (06) months prior to the expiry of the Company's operating term or upon a dissolution decision, the Board of Directors shall establish a Liquidation Committee consisting of three (03) members, including two (02) members appointed by the General Meeting of Shareholders and one (01) member appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its operating regulations. Members may be selected from Company



- employees or independent experts. All liquidation expenses shall be paid by the Company in priority over other debts.
2. The Liquidation Committee shall report to the business registration authority on the date of its establishment and commencement of operation. From that time, it shall represent the Company in all matters relating to liquidation before courts and administrative authorities.
  3. Proceeds from liquidation shall be distributed in the following order:
    - a. Liquidation expenses;
    - b. Outstanding salaries, severance allowances, social insurance and other employee benefits under collective labor agreements and employment contracts;
    - c. Tax liabilities;
    - d. Other debts of the Company;
    - e. The remaining amount after payment of items (a) to (d) shall be distributed to shareholders, with preference shares having priority.

## **XIX. INTERNAL DISPUTE RESOLUTION**

### **Article 58. Internal Dispute Resolution**

1. In the event of disputes or complaints relating to the Company's operations or the rights and obligations of shareholders under the Law on Enterprises, the Company Charter, other legal provisions or agreements between:
  - a. Shareholders and the Company;
  - b. Shareholders and the Board of Directors, Supervisory Board, General Director or other executives;

The parties shall endeavor to resolve such disputes through negotiation and mediation. Except for disputes involving the Board of Directors or its Chairman, the Chairman of the Board of Directors shall preside over the resolution and request each party to present relevant information within 15 working days from the date the dispute arises. For disputes involving the Board of Directors or its Chairman, any party may request the Head of the Supervisory Board to appoint an independent expert as mediator.
2. If no mediation decision is reached within six (06) weeks from the commencement of mediation, or if the mediator's decision is not accepted, either party may refer the dispute to arbitration or court.
3. Each party shall bear its own costs related to negotiation and mediation procedures. Court costs shall be borne in accordance with the court's judgment.

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

### **Article 59. Company Charter**

1. Any amendment or supplementation to this Charter must be considered and decided by the General Meeting of Shareholders.



2. Where laws contain provisions relating to the Company's operations not provided for in this Charter, or where new legal provisions differ from those in this Charter, such legal provisions shall prevail.

## **XXI. EFFECTIVE DATE**

### **Article 60. Effective date**

1. This Charter, comprising 21 chapters and 60 articles, has been amended and supplemented as approved by the 2026 Annual General Meeting of Shareholders of Binh Duong Construction & Civil Engineering Joint Stock Company; the Board of Directors is assigned to implement such amendments and to promulgate this Charter on ...23.../...4.../2026.
2. This Charter is made in three (03) originals of equal validity and shall be kept at the Company's head office.
3. This Charter is the sole and official Charter of the Company.
4. Copies or extracts of the Charter shall be valid when signed by the Chairman of the Board of Directors or at least one-half (1/2) of the total members of the Board of Directors.

**LEGAL REPRESENTATIVE  
GENERAL DIRECTOR**



**NGUYEN KIM TIEN**

