

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

**DRAFT**



**CHARTER**  
**TIEN PHONG PLASTIC**  
**JOINT STOCK COMPANY**

*Hai Phong, April 2024*

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## OPENING

This Charter is approved according to the valid Resolution of the General Meeting of Shareholders of Tien Phong Plastic Joint Stock Company held on April 27, 2024.

### I. DEFINITION OF TERMS IN THE CHARTER

#### Article 1. Term explanation

1. In this Charter, terms are understood as below:
  - a. **“The Company”** shall be Tien Phong Plastic Joint Stock Company.
  - b. **“Board of Directors”** shall be the Board of Directors of Tien Phong Plastic Joint Stock Company.
  - c. **“Charter Capital”** means total par value of shares sold or registered to purchase on the establishment date of enterprise and be prescribed in the Article 6 of this Charter
  - d. **“Law on Enterprises”** means Enterprises No. 59/2020/QH14 passed by the National Assembly on June 17<sup>th</sup>, 2020.
  - e. **“Law on Securities”** means the Securities Law No. 54/2019/QH14 passed by the National Assembly on November 26<sup>th</sup>, 2019.
  - f. **“Establishment Day”** means May 19<sup>th</sup>, 1960.
  - g. **“Management Officers”** means General Director, Deputy General Directors, Chief Accountant, Heads of Departments and Divisions and other managerial positions in the Company appointed by Board of Directors from time to time.
  - h. **“Enterprise operator”** means the General Director, Deputy General Director, Chief Accountant and other executives as prescribed in the company's charter.
  - i. **“Enterprise manager”** is a person who manages the company, including Chairman of the Board of Directors, members of the Board of Directors, General Director.
  - j. **“Related Person”** means individual or organization prescribed in Clause 46, Article 4 of the Law on Securities and Clause 23, Article 4 of the Law on Enterprises
  - k. **“Shareholder”** means individual or organization who held at least one share of the Company.
  - l. **“Major shareholder”** means any shareholders who held from 5% (five percent) or more of voting shares of the Company.
  - m. **“Operation Term”** means the duration of operation of the Company as stated in Article 2 of this Charter, and may be extended (if any) by a resolution passed by the General Meeting of Shareholders.
  - n. **“Vietnam”** means the Socialist Republic of Vietnam.
2. In this Charter, references to one or some clauses of other documents shall cover its amendments or substituted documents.
3. Headings (chapters, articles of the Charter) are used herein for convenience of content understanding, and do not affect the nature of the Charter content.

4. Words or terms which are defined in Law on Enterprises (if they are not contradictory with this subject or content) shall have similar meaning in this Charter.

## II. NAME, FORM, HEADQUARTER, BRANCH(ES), REPRESENTATIVE OFFICE(S) AND OPERATION TERM OF THE COMPANY

### Article 2: Company Name, Form, Headquarter, Branch(es), Representative Office(s) and Operation Term

1. Company name

- Vietnamese name : Công ty Cổ phần Nhựa Thiếu Niên Tiền Phong
- Transaction name : Công ty Cổ phần Nhựa Thiếu Niên Tiền Phong
- English name : Tien Phong Plastic Joint - Stock Company
- Abbreviation : **TIEN PHONG PLASTIC**

- Company logo form :



2. Tien Phong Plastic Joint Stock Company is a joint stock company established from the equitization of the state-owned enterprise Tien Phong Plastic Company on the basis of voluntary capital contribution from shareholders and organizations, and operates according to the provisions of the Enterprise Law. The company has legal status in accordance with current laws of Vietnam.
3. Registered Headquarter of the Company
  - Address
  - + Main Headquarter: No. 2 An Da, Lach Tray Ward, Ngo Quyen District, City. Hai Phong
  - + Area 1 : No. 222 Mac Dang Doanh, Hung Dao Ward, Duong Kinh District, City. Hai Phong
  - + Cơ sở 2 : No. 203-205-207 Mac Dang Doanh, Anh Dung ward, Duong Kinh district, City. Hai Phong
  - Telephone : (0225) 3.813.979
  - Fax : (0225) 3.813.989
  - E-mail : [contact@nhuatienphong.vn](mailto:contact@nhuatienphong.vn)
  - Website : [www.nhuatienphong.vn](http://www.nhuatienphong.vn); [www.nhuatienphong.net](http://www.nhuatienphong.net)

Based on the actual operating situation, the Company can change its headquarters according to the decision of the General Meeting of Shareholders and carry out procedures for changing the Company's headquarters in accordance with the provisions of Law.
4. The Company may establish branches and representative offices in the business area to implement the Company's operational objectives in accordance with the resolutions of the Board of Directors and within the scope permitted by Law.
5. Unless terminating operations ahead of time according to Clause 2, Article 52 or extending operations according to Article 53 of this Charter, the Company's operating term is 50 (fifty) years starting from the date the Company is granted Business Registration in the form of a Joint Stock Company (from January 1, 2005).

**Article 3: Legal Representative of the Company**

1. The company has two (02) legal representatives, including: Chairman of the Board of Directors and General Director.
2. The legal representative who is the Chairman of the Board of Directors has the following rights and obligations:
  - a. Signing contracts and transactions of the Company on behalf and in the name of the Company, including:
    - Loan contracts, guarantees and other forms of credit (including security measures) with banks;
    - Contracts and transactions that according to the Company Charter and Enterprise Law need to be approved by the General Meeting of Shareholders and the Board of Directors. Approval must be done before signing. In this case, the legal representative can only sign those contracts and transactions after there has been a resolution or decision of the General Meeting of Shareholders and the Board of Directors.
  - b. Sign transaction documents with government agencies/shareholders related to securities.
  - c. Implement the Company's information disclosure according to securities laws.
  - d. Sign the Company's amended and supplemented Charter after it is approved by the General Meeting of Shareholders.
  - e. Other rights and obligations according to the provisions of law and internal regulations of the Company.
3. The legal representative, the General Director, has the following rights and obligations:
  - a. Signing contracts and transactions of the Company on behalf and in the name of the Company, including:
    - Labor contract;
    - Purchase and sale contracts and other contracts and transactions that according to the Company Charter and Enterprise Law do not need to be approved by the General Meeting of Shareholders or the Board of Directors;
    - Transaction documents such as debt acceptance contracts, loan repayment documents, documents and papers related to loans and debt repayment;
  - b. Sign transaction documents with government agencies/partners/customers related to investment, business, trade, labor, etc.
  - c. Sign the Company's separate financial statements and consolidated financial statements (including quarterly financial reports, reviewed semi-annual financial reports, audited annual financial statements and explanatory documents (if any));
    - Sign accounting documents (together with the chief accountant);
  - d. Representing the company as a requester to resolve civil matters, plaintiffs, defendants, and people with related rights and obligations before Arbitrators, Courts and other litigation agencies.
  - e. Other rights and obligations according to the provisions of law and internal regulations of the Company.

4. Responsibilities of the legal representative

The legal representatives of the Company has the following responsibilities:

- a. Exercise assigned rights and obligations honestly, carefully, and best to ensure the legitimate interests of the Company.
- b. Loyal to the benefits of the Company; Do not abuse your authority or position and use information, know-how, business opportunities, or other assets of the Company for personal gain or to serve the interests of other organizations or individuals.
- c. Notify the Company promptly, fully and accurately about the enterprise that you, your related person owns or has shares or capital contribution in accordance with the provisions of the Enterprise Law.
- d. The legal representative of the Company is personally responsible for damages to the Company due to breach of responsibility specified in this Clause.
- e. For other issues not specified in this Charter, each legal representative is a competent representative of the Company before third parties; and be jointly responsible with other legal representatives for damages caused to the Company according to the provisions of civil law and other relevant laws.

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

**Article 4: Business objectives of the Company**

**1. Business lines of the Company**

| <b>Profession and business codes</b> | <b>Name of profession and business</b>  |
|--------------------------------------|---|
| 4101                                 | Construction for residential areas<br>Details: build departments and infrastructure   |
| 4102                                 | Construction for non-residential areas<br>Details: build deluxe apartments, offices for lease, shopping malls and trading markets   |
| 4293                                 | Build processing and manufacturing constructions<br>Details: Build industrial constructions   |
| 4222                                 | Build water supply and drainage constructions   |
| 5221                                 | Services for direct support for railway transport   |
| 5225                                 | Services for direct support for road transport  |
| 4312                                 | Prepare the premises<br>Except for blasting services  |
| <b>2220 (Main)</b>                   | <b>Manufacture of products from plastic</b><br><b>Details: Producing civil plastic and plastic products serving the construction, industry, agriculture, fishery, and transportation industries</b> |
| 5210                                 | Warehousing and storage of goods  |
| 4311                                 | Destruction   |



|      |  |
|------|--|
| 4663 | Wholesale of materials and other installation equipment in construction<br>Details: Civil plastics and plastic products serving the construction, industry, agriculture, fishery, and transportation industries              |
| 6810 | Real estate business, land use rights belonging to the owner, user or tenant<br>Except for investment in infrastructure construction of cemeteries and cemeteries to transfer land use rights associated with infrastructure |
| 4933 | Freight transport by road  |
| 4211 | Construction of railway works<br>Details: Construction of railway traffic works  |
| 4212 | Construction of road works<br>Details: Construction of road traffic works  |
| 7490 | Technical testing and analysis<br>Details: Testing product and goods quality   |
| 8521 | Primary education  |
| 8522 | Secondary education  |
| 8523 | High school education  |
| 8531 | Elementary training  |
| 8532 | Intermediate training  |
| 8559 | Other education has not been classified yet<br>Details: Examination, vocational training, foreign language teaching, life skills teaching, aptitude teaching, tutoring services  |

- The Company may add industries and types of business activities according to the decision of the General Meeting of Shareholders and in accordance with the provisions of law.

2. Operational objectives of the Company

- The company was established to mobilize and use capital effectively in developing production and business of the plastic industry and other industries permitted by law with the goal of achieving maximum profits; create stable jobs for workers; increase returns for shareholders; Contributing to the State budget and Company development.
- The Company may have other goals during its operations in accordance with the provisions of law.

**Article 5: Scope of business and operation of the Company**

The company is allowed to plan and conduct all business activities according to the industries and occupations specified in this Charter and has registered and notified changes in registration content with the business registration agency.

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

**Article 6: Charter capital, shares and founding shareholders**

1. The Company's current charter capital is: 1,295,753,340,000 VND (One thousand two hundred ninety-five billion, seven hundred fifty-three million, three hundred forty

thousand VND), divided into 129,575,334 shares, The par value of each share is 10,000 VND (Ten thousand VND).

2. The company can change its charter capital when approved by the General Meeting of Shareholders and in accordance with the provisions of law.
3. The Company's shares on the date of adoption of this Charter are a single type of common shares. Shares of common stock can be registered shares or anonymous shares. The rights and obligations of shareholders holding shares are specified in Article 12 and Article 13 of this Charter.
4. During the process of production and business activities, the Company may issue additional types of preferential shares after obtaining approval from the General Meeting of Shareholders and in accordance with the provisions of Law.
5. Tien Phong Plastic Joint Stock Company was converted from a state-owned company according to Decision No. 80/2004 dated August 17, 2004 of the Ministry of Industry (now the Ministry of Industry and Trade) so the Company's founding shareholder is a State shareholder.
6. Full name, address, nationality and other basic characteristics of founding shareholders, number of shares, type of shares, par value of each type of shares of founding shareholders according to the provisions of Article 25 of the Enterprise Law are stated in attached Appendix 01. This Appendix is a part of this Charter.
7. Ordinary shares must be prioritized for sale to existing shareholders in proportion to their ownership of ordinary shares in the Company, unless the General Meeting of Shareholders decides otherwise. The number of shares that shareholders do not register to buy will be decided by the Board of Directors of the Company. The Board of Directors may distribute those shares to subjects under the conditions and methods that the Board of Directors deems appropriate, but may not sell those shares under conditions more favorable than those of the Board of Directors offered to existing shareholders unless otherwise approved by the General Meeting of Shareholders.
8. The Company may purchase shares issued by the Company itself in the ways specified in this Charter and current Law. Common shares repurchased by the Company are treasury shares and the Board of Directors may offer them for sale in ways consistent with the provisions of this Charter and the Securities Law and related guiding documents.
9. The Company may issue other types of securities when unanimously approved by the General Meeting of Shareholders and in accordance with the provisions of the Law on securities and the stock market.

#### **Article 7: Share certificates**

1. Shareholders who owned non-depository shares of the Company shall be granted a number of shares corresponding to shares and classes of owned shares, excluding:
  - Shares are prescribed in Article 10 of this Charter;
  - Shares were registered for depository and transaction in stock market.
2. Share certificates must bear the seal of the Company and the signature of Legal representative of the Company in accordance with Law on Enterprises. Shares certificate

must specify the number and class of shares held by shareholders, full name of the holder and other information stipulated in Clause 1, Article 121 of Law on Enterprises.

3. Within ten (10) days from the date of submission of all required documents to transfer share ownership following the Company regulations or within sixty (60) days (or longer upon issuance regulation) from the date of full payment of the share(s) in accordance with the plan to issue shares of the Company, share owner will be granted Share Certificate. Share owner do not have to pay fee to print Share Certificate or any other costs.
4. Where a share certificate has been lost, cancelled or damaged under other manners, the share owners may request for new issuance of share certificate, provided that he (she) must present evidence of the ownership of shares and pay all relevant expenses for the Company in accordance with the decision of the Board of Directors. The request of re-issuance of share certificate must consist of the following contents:
  - a. Information of shares has been lost, damaged or destroyed under other manners. It is committed that the share certificate of shareholders has been actually lost, cancelled or damaged under other manners; in case of the loss, shareholders must commit to already inspect and return the Company if it is founded for destroying;
  - b. Committed to be responsible for any disputes from re-issuance of new share certificate;
5. Shareholders shall be independently responsible for keeping share certificate carefully, avoiding to be torn, damaged, and blurred. The Company will not be responsible in any case where these certificates are stolen or used for illegal purpose.

#### **Article 8: Other securities certificate**

Bond or other securities certificates of the Company will be issued with the seal and signature of the Legal Representative of the Company, excluding other provisions and regulations.

#### **Article 9: Assignment of Shares**

1. All shares may be assigned freely unless otherwise stipulated by this Charter, Resolution of General Meeting of Shareholders and/or other law provisions. All listed shares and transaction registration on the Stock Exchange shall be assigned in accordance with provisions of laws on securities and stock market and/or the State Securities Commission.
2. Fully unpaid shares shall not be permitted to assign or enjoy relevant benefits, such as rights of getting dividends, issued shares to increase capital by owners' equity, subscription of newly offered shares and other rights prescribed in the law.
3. Excepting for shares listed on the Stock Exchange, the assignment of shares must be conducted following the procedure stipulated by Board of Directors with confirmation of legal representative of the Company.

#### **Article 10. Reclamation of Shares**

1. If a shareholders fails to pay in full and on time the amount payables for the subscription of shares, the Board of Directors may send a notice and request shareholder to settle the

- remaining amount plus accrued interest and incurred expenses from any failure to pay such amount to the Company.
2. The above-mentioned notice must specify a new time-limit for payment (at least 07 (seven) days from the date on which the notice is sent), place for payment, and clearly state if payment is not fulfilled as required, the shares which have not yet been fully paid will be reclaimed.
  3. The Board of Directors shall reclaim shares which have not yet been paid fully and timely if requirements of the notice above are not conducted.
  4. Share reclaimed are considered as the unsold shares according to Clause 3, Article 112 of Law on Enterprises. The Board of Directors may directly execute or authorize the sale, redistribution or settlement for persons whose own shares reclaimed or other subjects under conditions and ways which the Board of Directors may think fit. In case where reclaimed shares are not completely sold, the Company must register for adjustment of charter capital equal to total par value of fully-paid shares in accordance with Article 113 of Law on Enterprises.
  5. A shareholder who holds reclaimed shares must waive his or her shareholdership status with respect to such shares, but must bear the responsibility to pay to the Company all amount related to such shares payables to the Company at the time of reclamation, plus propotional interest at the rate (not exceeding 15% (fifteen) per year) in accordance with a decision of Board of Director, from the date of reclamation to the date of payment. The Board of Directors has full rights to decide the payment coercion of the whole shares value at the time of reclamation.
  6. A reclamation notice shall be sent to the shareholdes holding reclaimed shares prior to the time of reclamation. The reclamation shall be still valid even in case of error or negligence in sending notice.

## V. ORGANIZATION AND MANAGEMENT STRUCTURE

### Article 11. Organization and Management structure

Organization and Management structure of the Company comprise:

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

## VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

### Article 12. Rights of Shareholders

1. Shareholders are the owners of the Company, and have rights and obligations corresponding to the number of shares and type of shares they own. Shareholders are only responsible for debts and other property obligations of the Company within the amount of capital contributed to the Company.
2. **Common shareholders have the following rights:**

- a. Attend and speak at the General Meeting of Shareholders and exercise the right to vote directly or through an authorized representative or other forms as prescribed in Article 13 of this Charter;
  - b. Receive dividends at the level decided by the General Meeting of Shareholders;
  - c. Free transfer of fully paid shares in accordance with the provisions of this Charter and current Law;
  - d. Have priority to buy newly offered shares corresponding to the proportion of common shares they own;
  - e. Review, look up, and extract information about names and contact addresses in the list of shareholders with voting rights and request correction of inaccurate information;
  - f. Review, look up, extract or copy the Company Charter, minutes of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;
  - g. In case the Company dissolves or goes bankrupt, you will receive a portion of the remaining assets corresponding to the percentage of share ownership in the Company;
  - h. Request the Company to buy back their shares in the cases specified in Clause 1, Article 132 of the Enterprise Law;
  - i. Other rights as prescribed by this Charter and the Law.
3. **Shareholders or groups of shareholders holding 5% (five percent) or more of the total number of common shares have the following rights:**
- a. To nominate candidates to the Board of Directors in accordance with Article 28 of this Charter;
  - b. To request the Board of Directors to convene the General Meeting of Shareholders in accordance with Clause 3, Article 115 and Article 140 of the Law on Enterprises;
  - c. Review, look up, extract or copy the number of minutes and resolutions, decisions of the Board of Directors, mid-year and annual financial statements, contracts, transactions must be approved by the Board of Directors and also other documents, except documents related to trade secrets, business secrets of the company
  - d. Other rights stipulated in this Charter and of the Law.

#### **Article 13: Obligations of shareholders**

1. To comply with the Charter and the Regulations of the Company; to observe resolutions and decisions of the General Meeting of Shareholders and the Board of Directors;
2. To attend meetings of the General Meeting of Shareholders and to exercise the voting right as following manners:
  - a. Attend and directly vote at the meeting;
  - b. Authorize a proxy to attend and vote at the meeting;
  - c. Attend and vote via the online meeting, e-voting or other electronic manner;
  - d. Send voting ballot to the meeting via mail, fax, e-mail;
3. To pay the subscription amount of registered shares as regulations;
4. To provide the correct address when registering to subscribe for shares;
5. To fulfill other obligations in accordance with applicable laws;
6. To bear personal responsibility where he/she is on behalf of the Company to perform one of the following acts:

- a. Breaching the Law;
- b. Conducting business and other transactions for the personal benefit of himself/herself or other organizations or individuals;
- c. Paying premature debts where the Company is likely to be in financial danger.
7. Obligations of major shareholders who own shares listed on the Stock Exchange: act the information disclosure in accordance with regulations of laws on securities and stock market when perform transactions of buying/selling shares of the Company.
8. To keep confidential the information provided by the company in accordance with the company's charter and law; only use the information provided to exercise and protect its legitimate rights and interests; It is strictly forbidden to distribute or copy or send information provided by the company to other organizations or individuals.
9. Other obligations as stipulated by law.

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

1. The General Meeting of Shareholders comprises of shareholders with voting rights and shall be the highest competent authority of the Company. The annual meeting of Shareholders will be hold once a year. Apart from the Annual Meeting of Shareholders the General Meeting of Shareholders may be convened any extraordinary meetings. The venue of meeting of the General Meeting of Shareholders must be within Vietnam territory. In case that the General Meeting of Shareholders shall be concurrently convened at many different places, the venue of the meeting shall be determined at a place where the Chairman attends.

The Annual General Meeting of Shareholders must be hold within 04 (four) months from the end of a fiscal year; The Board of Directors decides to extend the Annual General Meeting of Shareholders if necessary but not more than 06 (six) months from the end of the fiscal year.

2. The Annual General Meeting of Shareholders shall be convened and organized by the Board of Directors at any appropriate place in Vietnam. The annual meeting of the General Meeting of Shareholders shall make decisions on issues stipulated by the Law and the Company Charter, especially the annual financial statements and the budgets of the Company for the next fiscal year. Independent auditors shall be invited to any general meeting to provide advice for the approval of annual financial statements.

3. The Board of Directors must convene an Extraordinary meeting of General Meeting of Shareholders in the following cases:

- a. The Board of Directors takes into account that it is necessary to do so in the interests of the Company;
- b. The annual balance sheet, semi-annual (06) or quarterly statements or the audit reports of a fiscal year reflects the loss of half of the charter capital in comparison with the one at the beginning of the same period;
- c. When the number of the Board of Directors is less than the least number of members required by law;

- d. When the number of Board of Directors members is reduced more than 1/3 (one third) compared to this Charter's regulations. In such case, the Board of Directors must convene the meeting of General meeting of Shareholders within 60 (sixty) days from reduction date;
  - e. A Shareholder or group of Shareholders stipulated in Clause 3, Article 12 of this Charter request the convening of the General Meeting of Shareholders by a written proposal which must clearly state the reason thereof and the purpose of the meeting, and must be signed by all the related Shareholders (the written proposal may be made in multiple copies, each of which must be signed by all related Shareholders);
  - f. Other cases as stipulated by the Law and this Charter.
4. Responsibility to convene an extraordinary General Meeting of Shareholders:
- a. The Board of Directors must convene a meeting of the General Meeting of Shareholders within 60 (sixty) days from the date of the remaining number of members of the Board of Directors in Point c, Point d, Clause 3, Article 14 or reception of request stipulated in Point e, Clause 3, Article 14 of this Charter.
  - b. Where the Board of Directors fails to convene a meeting of the General Meeting of Shareholders mentioned in Point a, Clause 4, Article 14 of this Charter, then within the next thirty (30) days, a shareholder of a group of shareholders according to Clause 3, Article 12 of this Charter has rights to replace the Board of Directors to convene a meeting of General Meeting of Shareholders as stipulated in Law on Enterprises. In this case, a shareholder of a group of shareholders who convenes a meeting of General Meeting of Shareholders may propose the authority of business registration to oversee the convening and conducting of a meeting if necessary.
  - c. All expenses for convening and conducting a meeting of the General Meeting of Shareholders shall be reimbursed by the Company. Such expenses shall not include expenses born by the shareholders for attending the General Meeting of Shareholders, including travel and accommodation costs.

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

1. The General Meeting of Shareholders shall have the right and obligations as follows:
  - a. Approve annual financial reports (audit);
  - b. Approve the report of the Board of Directors on the management and performance of the Board of Directors and each member of the Board of Directors; Report on the activities of independent members of the Board of Directors in the Audit Committee at the Annual General Meeting of Shareholders;
  - c. Approve the Company's annual business plan;
  - d. Decide the annual dividend payment for each type of share in accordance with the Enterprise Law and the rights attached to that type of share. This dividend level is not higher than the level proposed by the Board of Directors after consulting with shareholders at the General Meeting of Shareholders;
  - e. Decide the number of members of the Board of Directors before the next term;
  - f. Selecting an auditing company;

- g. Elect, dismiss, dismiss and replace members of the Board of Directors;
  - h. Decide the total remuneration of members of the Board of Directors and Report on remuneration of the Board of Directors;
  - i. Decision to amend and supplement the Charter;
  - j. Decide on the types of shares and the total number of shares of each type authorized to be offered for sale;
  - k. Divide, split, merge, merge or convert the Company;
  - l. Decide on the reorganization and dissolution of the Company and appoint a liquidator;
  - m. Review and handle violations by the Board of Directors that cause damage to the Company and its shareholders;
  - n. Decide to invest or sell the Company's assets with a value of 35% (thirty-five percent) or more of the total asset value recorded in the company's most recent financial report;
  - o. Decide to repurchase more than 10% of the total issued shares of each type;
  - p. The company signs contracts and transactions with the people specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 20% (twenty percent) or transactions leading to the total transaction value arising within 12 months from the date of the first transaction with a value equal to or greater than 20% (twenty percent) of the total value of the Company's assets recorded in the most recent financial report;
  - q. Through the Company's development orientation;
  - r. Approve internal regulations on company administration; operating regulations of the Board of Directors.
  - s. Other issues as prescribed by Law and the Company's Charter.
2. Shareholders will not permitted to vote as following cases:
- a. Approve the contracts specified in Clause 1, Article 15 - of this Charter when that shareholder or a person related to that shareholder is a party to the contract;
  - b. The repurchase of shares of that shareholder or of a person related to that shareholder, unless the repurchase of shares is carried out in accordance with the ownership ratio of all shareholders or the repurchase is carried out through order matching or public buying offer on the Stock Exchange or public buying offer according to the provisions of law.
3. All resolutions and matters included in the agenda must be discussed and voted at the General Meeting of Shareholders

#### **Article 16. Authorized representatives**

1. Shareholders and authorized representatives of shareholders who are organizations may authorize one or several other individuals or organizations to attend the meeting or attend the meeting through one of the forms specified in Clause 2 of Article 12 of this Charter. In case more than one authorized representative is appointed, the number of shares authorized for each representative must be specifically determined.
2. Authorization for individuals and organizations to represent and attend the General Meeting of Shareholders must be made in writing. The authorization document is made according to the provisions of civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of



authorized shares, the authorization content, and the scope of authorization, authorization term, signature of the authorizing party and the authorized party.

The person authorized to attend the General Meeting of Shareholders must submit a written authorization when registering to attend the meeting before entering the meeting room.

3. In case of re-authorization, the meeting attendee must additionally present the original authorization document of the shareholder, the authorized representative of the shareholder being an organization (if not previously registered with the Company).
4. Except for the cases specified in Clause 3, Article 16 - of this Charter, the vote of the person authorized to attend the meeting within the scope of authorization remains valid when one of the following cases occurs:
  - a. The authorizing person has died, has limited civil act capacity or has lost civil act capacity;
  - b. The authorizer has canceled the authorization appointment;
  - c. The authorizing person has revoked the authority of the person performing the authorization.

This provision will not apply in case the Company receives notice of one of the above events before the opening time of the General Meeting of Shareholders or before the meeting is reconvened.

#### **Article 17. Change of Rights**

1. The change or cancellation of any special right attached to a class of preference shares shall take effect when such change or cancellation shall be approved by the Shareholders holding at least 65% (sixty five percent) of common shares who are in attendance. Resolution of the General Meeting of Shareholders regarding the unfavorable changes in the rights and obligations of shareholders who own preferred shares shall only be approved if the number of preferred shareholders of the same class attending the meeting is from 75% of the total. Preferred shareholders of the same class owning 75% or more of that preferred shares in case of approving the resolution in the form of written opinion.
2. The organization of a meeting of the Shareholders holding one class of preference shares to approve the above change of rights shall be valid if at least 02 (two) Shareholders (or their proxies) are present and hold at least 1/3 (one-third) of the par value of the issued shares of such class. Where the number of attendees as required above is insufficient, the meeting shall be re-organized within a period of following 30 (thirty) days and the persons holding shares of such class (not depending on the number of attendees and the number of shares) who are present directly or via proxies shall be deemed to constitute the quorum. At the meeting of the persons holding preference shares mentioned above, the persons holding shares of such class who directly present or via proxies may request a secret voting. Each share of the same class shall have the equal voting rights at the meeting mentioned above.
3. The procedures for conducting such a separate meeting shall be implemented in the same way as stipulated in Article 18 and Article 20 of this Charter.
4. Unless otherwise stipulated in the terms of issue of shares, special rights attached to various classes of shares with preference rights in respect to some or all issues relating to the

distribution of profits or assets of the Company shall not be changed when the Company issues additional shares of the same class.

**Article 18. Convening a meeting of the General Meeting of Shareholders, Agenda and Notice of meeting of the General Meeting of Shareholders**

1. The Board of Directors convenes a meeting of the General Meeting of Shareholders, or the General Meeting of Shareholders is convened in the cases specified in Point e, Clause 3, Article 14 - this Charter.

2. The convener of the General Meeting of Shareholders must perform the following tasks:

Prepare a list of shareholders eligible to participate and vote at the General Meeting of Shareholders. The list of shareholders with the right to attend the General Meeting of Shareholders shall be prepared no more than 10 (ten) days before the date of sending the Notice of Invitation to the General Meeting of Shareholders. The company must publish information about the preparation of a list of shareholders with the right to attend the General Meeting of Shareholders at least 20 (twenty) days before the last registration date.

- a. Prepare meeting agendas and documents according to regulations in accordance with laws and regulations of the Company;
- b. Determine the time and location of the congress;
- c. Notify and send notice of the General Meeting of Shareholders to all shareholders with the right to attend the meeting;
- d. Other tasks serving the meeting.

3. The notice inviting the General Meeting of Shareholders must be sent to all shareholders by an appropriate method to ensure it reaches the shareholder's contact address, and at the same time published on the website of the Company, the State Securities Commission, Stock Exchange where the Company's shares are listed or registered for trading. The notice of the General Meeting of Shareholders must be sent to all Shareholders in the list of shareholders with the right to attend the meeting at least 21 (twenty-one) days before the date of the General Meeting of Shareholders (calculated from the date of the notice is duly sent or transmitted). In case Shareholders have notified the Company in writing of a fax number or email address, the notice of the General Meeting of Shareholders may be sent to that fax number or email address.

The agenda for the General Meeting of Shareholders and documents related to the issues to be voted on at the General Meeting are sent to shareholders or/and posted on the Company's website. In case the document is not attached to the notice of the General Meeting of Shareholders, the meeting invitation must clearly state the address of the Company's website so that shareholders can access it.

4. Shareholders or groups of shareholders mentioned in Clause 3, Article 12 - of this Charter have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be made in writing and must be sent to the Company at least 03 (three) working days before the opening date of the General Meeting of Shareholders. The proposal must include the shareholder's full name, permanent address, nationality, Citizen Identification Card number, Identity Card, Passport or other legal personal identification for shareholders who are individuals; name, enterprise code or establishment decision number, head office address for institutional shareholders; the number and type of shares that shareholder holds, and the proposed content to be included in the meeting agenda.

5. The convener of the General Meeting of Shareholders has the right to refuse recommendations related to Clause 4 of Article 18 - this Charter in the following cases:

- a. The petition is sent on time or is not complete or has the wrong content;
- b. At the time of the petition, the shareholder or group of shareholders does not have at least 5% of common shares as prescribed in Clause 3, Article 12 of this Charter;
- c. The proposed issue is not within the scope of authority of the General Meeting of Shareholders;
- d. Other cases as prescribed by law and this Charter.

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

1. The meeting of the General Meeting of Shareholders shall be conducted when the number of shareholders and proxies attending the meeting represent at least 65% (sixty- five percent) of shares with voting rights.
2. In case the first meeting does not meet the conditions to proceed as prescribed in Clause 1 of this Article, a notice to convene a second meeting shall be made within 30 (thirty) days from the intended date of the first meeting. The second General Meeting of Shareholders will only be conducted when the number of shareholders attending the meeting and authorized persons representing at least 51% (fifty one percent) of the total votes.
3. In case the second meeting does not meet the conditions to proceed as prescribed in Clause 2 of this Article, the notice inviting the third meeting must be sent within 20 (twenty) days from the intended date of the second meeting. The third General Meeting of Shareholders is conducted regardless of the total number of votes of shareholders attending the meeting and authorized persons attending the meeting.
4. General Meeting of Shareholders is solely entitled to change the meeting agenda which is enclosed with the notice of meeting as stipulated in Clause 3, Article 18 of this Charter.
5. The Company may organize General Meeting of Shareholders in different venues at the same time within Vietnam following the below principles: (i) There must be one venue that the General Meeting of Shareholders is organized in which headquarter of the Company is located; this venue must be central one where the Chairman shall attend; (ii) Electronic/online connection must be operated among these venues, and these meeting venues must be noticed to shareholders; (iii) Shareholders are entitled to attend any of these meeting venues. Number of attending shareholders and voting result shall be accumulated from all meeting venues; (iv) There must be Committee for checking attendance qualification and Vote counting nominated by shareholders attending at that meeting venue in all venues.

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

1. Before the opening time of General Meeting of Shareholders, the Company must implement the procedures for registration of shareholders and fulfill the registration until all shareholders entitled to attend the meeting are present and complete the registration.

2. When shareholders conduct their registration, the Company will issue a voting card for each shareholder or proxy, in which the registration number, full name of shareholder or proxy, and the voting number of such shareholder. The voting card may be encoded or digital so that the voting and/or vote counting may be conducted on software or the technology and digital means. The meeting shall appoint person-in-charge of votes counting and supervision. The number of vote counting committee's members are decided by the General Meeting of Shareholders based on the meeting Chairman's proposal which not exceed the number of members stipulated in prevailing laws. The Chairman nominates one person or some to be the Meeting Secretary.
3. Any Shareholder or proxy who arrives after the opening time of the meeting is entitled to immediately register, participate and vote at the meeting. The Chairman is not responsible for postponing the meeting due to the late arrival that shareholder may register and the effectiveness of the voting that has been conducted before such late attendance shall not be changed.
4. Chairman of Board of Directors shall preside over all meetings convened by Board of Directors. In case the Chairman is absent or temporarily unable to work, other members of Board of Directors shall select the remaining members to preside over the meeting. In other cases, the person who signs to convene General Meeting of Shareholders shall control the meeting to elect chairman of the meeting among attendees and the person with highest vote shall preside over the meeting.
5. Chairman has rights to decide order, procedures of the meeting or other events arising out of agenda of General Meeting of Shareholders.
6. Chairman of General Meeting of Shareholders has rights to postpone General Meeting of Shareholders with a quorum registering to attend the meeting as required to conduct the meeting in another date or to change meeting venue in the following cases:
  - a. There are not enough available seats for all attendees in the meeting venue;
  - b. Attendees behaves in a manner that is obstructing or disturbing the order, and threatening to cause the meeting not to be conducted in a fair and legal manner;
  - c. The postponement is necessary so that General Meeting of Shareholders could be conducted properly.

Besides, Chairman of the meeting may postpone the meeting upon consent or request of General Meeting of Shareholders with quorum as required. Maximum postponement is not exceeding 03 (three) days as from the day planned to commence the General Meeting. The meeting will only review the work that should have been lawfully resolved at the previous postponed general meeting.
7. Chairman or Secretary of the meeting may take necessary actions as needed to control General Meeting of Shareholders legally and orderly or let the meeting reflect the aspiration of majority of attendees.

8. The Board of Directors may request shareholders or proxies entitled to attend the meeting to be subject to inspection or security measures that Board of Directors considers appropriate. In case shareholders or proxies refuse to comply with these regulations on the above mentioned to inspection or security measures, Board of Directors, after the careful consideration, may reject or expel the shareholders or proxies above mentioned from participating in the meeting.
9. Convenor of a meeting of the General Meeting of Shareholders, after considering carefully, shall be able to carry out measures that Board of Directors deems appropriate to:
  - a. To arrange seats at the meeting place of General Meeting of Shareholders;
  - b. To ensure safety of everyone presenting at meeting place of General Meeting of Shareholders;
  - c. To facilitate shareholders to attend (or keep on attending) General Meeting of Shareholders.Convenor of a meeting of the General Meeting of shareholders has powers to change measures above and apply all measures that Board of Directors considers it necessary. The applicable measures may consist of admission or using other forms of option.
10. In case General Meeting of Shareholders applies the above mentioned measures, Board of Directors determines the meeting avenue:
  - a. Notify General Meeting of Shareholders shall be conducted at the venue stated in the notice and Chairman of the meeting shall present there (official venue of meeting).
  - b. Arrange, organize for shareholders or proxies who are unable to attend the meeting in accordance with this Clause or persons who want to attend at a venue different from official one of meeting can attend the meeting at the same time; shareholders can attend the meeting through broadcast site situated at the Company's representative office.The notice of meeting is not required to specify the organization measures according to this Clause.
11. In this Charter (unless otherwise required by other circumstances), shareholders are considered to attend the meeting at official venue of General Meeting.
12. Annually, Company must organize General Meeting of Shareholders at least one time. Annual General Meeting of Shareholders must not be convened in the form of written opinion collection.

#### **Article 21. Adoption of Resolution of the General Meeting of Shareholders**

1. The General Meeting of Shareholders passes Resolutions within its authority by voting at the meeting or soliciting written opinions.
  - a. Resolutions of the General Meeting of Shareholders on the following issues can be passed by voting at the meeting or collecting opinions in writing.
    - Amend and supplement the Company's Charter;
    - Buy back more than 10% of the total sold shares of each type.

- Other issues falling under the authority of the General Meeting of Shareholders and not falling under the cases specified in Point b, Clause 1, Article 21 of this Charter.
- b. Resolutions of the General Meeting of Shareholders on the following issues must be approved by voting at the General Meeting of Shareholders:
  - Decide to invest or sell Company assets whose value is equal to or greater than 35% (thirty-five percent) of the total asset value recorded in the Company's most recent financial report;
  - Approve annual financial reports;
  - Reorganize and dissolve the Company;
  - Short and long-term development plan of the Company;
  - Elect, dismiss, dismiss and replace members of the Board of Directors;
  - Type of shares and total number of shares of each type.
- 2. Except for the cases specified in Clause 1, Article 17 - of this Charter, decisions of the General Meeting of Shareholders are passed at the meeting when all the following conditions are met:
  - a. Be approved by the number of shareholders representing at least 65% (sixty-five percent) of the total votes of all shareholders attending and voting at the meeting.
  - b. Decisions of the General Meeting of Shareholders related to:
    - Amend and supplement the content of the Company's Charter;
    - Type of shares and total number of shares of each type;
    - Reorganization and dissolution of the Company;
    - Decide to invest or sell Company assets whose value is equal to or greater than 35% (thirty-five percent) of the total asset value recorded in the Company's most recent financial report.will only be approved when 75% (seventy-five percent) or more of the total votes of all shareholders attending and voting at the meeting approve (in case of an in-person meeting) or at least 75% (seventy-five percent) of the total number of votes of all shareholders with voting rights approve (in the case of collecting shareholders' opinions in writing), except for the cases specified in Points a and Point c, Clause 2, Article 21 - This Charter.
  - c. The voting to elect members of Board of Directors must be implemented in compliance with cumulative voting method specified in the Regulation on election at the General Meeting of Shareholders; accordingly, each shareholder shall have total votes corresponding to the total number of owned shares multiplied by number of members to be elected to Board of Directors, and shareholders are entitled to shall have the right to accumulate all his/her/their votes for one or more candidates
    - Elected candidates to be members of Board of Directors shall be determined on the basic of a count from the highest number down to the lowest number of votes until all the number of members as required by Company Charter has been elected.
    - In case 02 (two) or more candidates receiving the same number of votes for the last position of membership of Board of Directors, there shall be another vote taken on such 02 (two) or more candidates, or it shall be elected following criteria of Regulation on Election or this Charter.

In case of insufficient number of elected members for the Board of Directors as required, General Meeting of Shareholders shall re-elect until there is sufficient members.

3. Resolutions of the General Meeting of Shareholders must be sent to shareholders who have rights to attend the General Meeting of Shareholders within 15 (fifteen) days from the date of getting approval; in case that the Company has a website, the resolution will be sent by posting the Company website instead

**Article 22. Authority and procedures for collection of written opinions in order to pass a resolution of the General Meeting of Shareholders**

The authority and procedures for collecting written opinions from shareholders to pass a Resolution of the General Meeting of Shareholders are implemented according to the following regulations:

1. The Board of Directors has the right to collect shareholders' opinions in writing to pass a Resolution of the General Meeting of Shareholders at any time if deemed necessary for the benefit of the Company, except for the cases specified in point b Clause 1, Article 21- This Charter.
2. The process and procedures for asking for shareholders' written opinions are clearly stated in the Company's internal governance regulations.
3. The Board of Directors must prepare opinion forms, draft resolutions of the General Meeting of Shareholders and documents explaining the draft decisions. The opinion form enclosed with the draft Resolution and explanatory documents must be sent by a method guaranteed to reach the registered address of each shareholder. The Board of Directors must ensure that documents are sent and published to shareholders within a reasonable time for consideration and voting and must be sent no later than 15 (fifteen) days before the deadline for returning opinion forms. The preparation of a list of shareholders to submit opinion forms is carried out in accordance with the provisions of Clauses 1 and 2, Article 141 of the Enterprise Law. Requirements and methods for sending opinion forms and accompanying documents comply with the provisions of Clause 3, Article 18 of this Charter.
4. The opinion form must have the following main contents:
  - a. Name, head office address, business code;
  - b. Purpose of getting opinions;
  - c. Full name, permanent address, nationality, Citizen Identification Card number, Identity Card number, Passport or other legal personal identification of individual shareholders; name, permanent address, nationality, business code, establishment decision number; Head office address of the shareholder being an organization or full name, permanent address, nationality, Citizen Identification Card number, ID card, Passport or other legal personal identification of the representative as authorized by institutional shareholders; number of shares of each type and number of votes of shareholders;
  - d. Issues requiring comments to pass the Resolution;
  - e. Voting options include approval, disapproval and no opinion;
  - f. Deadline for sending the completed opinion form to the Company;

- g. Full name and signature of the Chairman of the Board of Directors and the Company's legal representative;
5. Shareholders can send their answered opinion forms to the Company in one of the following forms:
  - a. Sending mail: In case of mailing, the answered opinion form must have the signature of the shareholder who is an individual, the authorized representative or the legal representative of the shareholder who is an organization or individual. , the legal representative of the authorized organization. Opinion forms sent to the company must be kept in sealed envelopes and no one is allowed to open them before counting the votes;
  - b. Sending a fax or email: In case of sending a fax or email, the opinion form sent to the Company via fax or email must be kept confidential until the time of counting the votes.
  - c. Opinion forms sent to the Company after the deadline specified in the opinion form content or opened in case of mail and disclosed in case of fax or email are invalid. Opinion forms cannot be sent back (including opinion forms that cannot be sent to shareholders because the shareholder's address cannot be accurately determined, the shareholder's address is incomplete, and the address provided by the shareholder incorrect,...) are considered non-voting votes.
6. The Board of Directors counts votes and prepares minutes in the presence of shareholders who do not hold management positions in the Company. The vote counting minutes must contain the following main contents
  - a. Name, head office address, business code;
  - b. Purpose and issues requiring comments to pass the Resolution;
  - c. Number of shareholders with the total number of votes who participated in the vote, distinguishing between the number of valid votes and the number of invalid votes and the method of submitting the vote, accompanied by an appendix of the list of shareholders participating in the vote;
  - d. Total number of votes for, against, and no opinion on each issue;
  - e. The matter has been passed;
  - f. Full name and signature of the Chairman of the Board of Directors, the Company's legal representative, the person counting the votes and the signature of the person supervising the counting of votes.

Members of the Board of Directors and vote counting supervisors must be jointly responsible for the truthfulness and accuracy of vote counting records; jointly responsible for damages arising from decisions passed due to dishonest or inaccurate vote counting.
7. Minutes of vote counting results must be published on the Company's website within 24 (twenty four) hours from the end of vote counting or sent to shareholders within 15 (fifteen) days from the date of completion of vote counting.
8. The answered opinion form, the vote counting minutes, the full text of the passed resolution and relevant documents enclosed with the opinion form must be kept at the Company's headquarters.
9. Resolutions passed in the form of collecting written opinions from shareholders must be approved by shareholders representing at least 65% (sixty-five percent) of the total number of shares with voting rights, except for Resolutions on the issues specified in Point b, Clause



2, Article 21 - of this Charter and has the same value as the Resolution passed at the General Meeting of Shareholders.

**Article 23. Meeting of General Meeting of Share holders**

1. The General Meeting of Shareholders must be recorded in minutes and may be audio recorded or recorded and stored in another electronic form. Minutes of the General Meeting of Shareholders must be completed and approved before the meeting closes. The chairman and secretary of the meeting must be jointly responsible for the truthfulness and accuracy of the minutes' content.
2. The chairperson of the General Meeting of Shareholders is responsible for organizing and archiving the minutes of the General Meeting of Shareholders. Minutes of the General Meeting of Shareholders must be published on the Company's website within twenty-four (24) hours from the date the General Meeting of Shareholders ends. The minutes of the General Meeting of Shareholders are considered authentic evidence of the work carried out at the General Meeting of Shareholders unless there are objections to the content of the minutes made in accordance with the procedures prescribed in the General Meeting of Shareholders. within ten (10) days from the date of sending the minutes. Minutes must be made in Vietnamese, signed by the Chairman of the General Meeting and Secretary, and prepared in accordance with the provisions of the Enterprise Law and this Charter. In case the chairman or secretary refuses to sign the meeting minutes, these minutes will be effective if signed by all other members of the Board of Directors attending the meeting and have full content according to the law. The meeting minutes clearly state that the chairman and secretary refused to sign the meeting minutes.
3. Notes, minutes, signature books of shareholders attending the meeting and documents authorizing attendance must be kept at the Company's headquarters.

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

Within 90 (ninety) days from the date of receiving the minutes of the General Meeting of Shareholders or the minutes of vote counting results to collect opinions from the General Meeting of Shareholders, shareholders, or groups of shareholders specified in Clause 3 Article 12 of this Charter has the right to request the Court or Arbitration to consider and cancel the Resolution or part of the Resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening the General Meeting of Shareholders do not comply with the provisions of the Enterprise Law and the Company's Charter, except for the case specified in Clause 2, Article 152 of the Enterprise Law.
2. The content of the Resolution violates the Law or the Company's Charter.
3. In case the Resolution of the General Meeting of Shareholders is canceled by decision of the Court or Arbitration, the person who convened the canceled General Meeting of Shareholders may consider reorganizing the General Meeting of Shareholders. within 30 (thirty) days according to the order and procedures specified in the Enterprise Law and this Charter.

**Article 25. Effect of resolutions, decisions of the General Meeting of Shareholders**

1. Resolutions of the General Meeting of Shareholders take full effect from the date of approval or the effective time mentioned in that resolutions.

2. Resolutions of the General Meeting of Shareholders approved by 100% (one hundred percent) of shares with voting rights shall be lawful and effective regardless of such sequence and procedure not in accordance with regulations.
3. In case where shareholders, a group of shareholders request court or arbitrator to cancel resolution(s) of the General Meeting of Shareholders in accordance with Article 24 of this Charter, such resolution(s) are still valid until the Court's decision to cancel Such resolution or arbitration takes effect, unless there are urgent measures temporarily taken by competent authority.

## VII. BOARD OF DIRECTORS

### Article 26. Standards structure of members of Board of Directors

1. Members of the Board of Directors must have the following standards and conditions:
  - a. Having full civil act capacity, not being one of subject ineligible for enterprise management according to the provisions of the Law on Enterprises and relevant laws;
  - b. Having qualification, experience in business management of the Company, and not required to be shareholder of the Company, excepting for other provisions of the Charter;
  - c. Member of Board of Directors of the Company may be a member of Board of Directors of another company at the same time, but concurrently cannot be a Board of Directors member exceeding 05 companies;
  - d. Not being a member of Board of Directors or legal representative of a company that is banned from operation due to serious legal violations in the past or for the time being.
2. An independent member of the Board of Directors is a member of the Board of Directors who meets the following requirements unless otherwise prescribed by securities laws:
  - a. Not being a person who are working for the Company, mother company or its subsidiary; not being a person who used to work for the Company, mother company or its subsidiary at least the last three (03) years;
  - b. Not being a person who enjoy salary, remuneration from the Company, excepting for compensation of Board of Directors' member according to regulations;
  - c. Not being a person whose spouse, natural father, adoptive father, natural mother, adoptive mother, natural children, adopted children, blood brother, blood sister is the major shareholders; the manager of the Company or its subsidiary;
  - d. Not being a person who indirectly or directly own at least 1% (one percent) of total shares with voting rights of the Company;
  - e. Not being a person who used to act a member of Board of Directors, Board of Supervisors at least the 05 (five) past consecutive years, except for the case of being appointed continuously for 02 consecutive terms.
3. Independent member of Board of Directors is responsible for notifying Board of Directors that he or she no longer satisfies the conditions stipulated in Clause 2 of this Article and is no longer an independent member of the Board of Directors from the date of not satisfying the conditions. The Board of Directors shall notify such case of Independent member(s) not satisfying required conditions in the most recent General Meeting of Shareholders or shall convene General Meeting of Shareholders to elect additional or substitute such independent

member(s) within 06 (six) months since receipt of notice from related independent member of Board of Directors.

**Article 27. Composition and term of members of Board of Directors**

1. The number of members of the Board of Directors of the Company is from 05 to 11 members. The term of the Board of Directors is 05 (five) years. The term of a member of the Board of Directors must not exceed 05 (five) years and the term of a member of the Board of Directors must follow the term of the Board of Directors; Members of the Board of Directors can be re-elected for an unlimited number of terms. An individual can only be elected as an independent member of the Board of Directors for no more than 02 consecutive terms. In case all members of the Board of Directors end their terms at the same time, those members will continue to be members of the Board of Directors until a new member is elected to replace them and take over the work.

In case of additional election or replacement of a member of the Board of Directors who is dismissed or removed, the term of the additional or replacement member is the remaining term of the term of the Board of Directors.

The total number of independent members of the Board of Directors must comply with the provisions of securities law.

2. The total number of independent members of the Board of Directors must comply with the provisions of the Securities law
3. Member of Board of Directors shall be not eligible to be a member of the Board of Directors if such member is dismissed and replaced by the General Meeting of Shareholders in accordance with the Law on Enterprises or is prohibited by law to be member of the Board of Directors;
4. The appointment of member of Board of Directors must be disclosed as regulated in Law on Securities and stock market.
5. Member of Board of Directors is not required to be shares owner of the Company..

**Article 28. Self-nomination, nomination of Board of Directors member.**

1. In case that the candidate are determined before, the information related to candidates of Board of Directors must be included in document of the General Meeting of Shareholders and disclosed at least 10 (ten) days prior to the opening day of the General Meeting of Shareholders on the Company website, so that shareholders can search the information of these candidates before voting. Candidates of the General Meeting of Shareholders must prepare the written commitment of the truthfulness, accuracy and rationality of the disclosed personal information and faithfully discharging their duties if they are elected as Board of Directors member. The disclosed information includes:

- a. Full name, date of birth;
- b. Education background;
- c. Professional qualifications;
- d. Working duration;
- e. Other companies' BOD members or managerial positions held by the candidates;
- f. Report on the contribution of candidate to the Company; in case that such candidate has been acting as Board of Directors member of the Company;
- g. Benefits related to the Company (if any);
- h. Full name of shareholders or a group of shareholders who nominate such candidate (if any);

- i. Other information (if any).
2. Shareholders or group of shareholders holding shares from 5% (five percent) of the total common shares have right to add up the number of voting rights of each person to nominate candidates for the Board of Directors. Shareholder or group of shareholders holding from 5% to below 10% of shares with voting right is entitled to nominate 01 (one) candidate; holding from 10% to below 30% of shares with voting right is entitled to nominate up to 02 (two) candidates; holding from 30% to below 40% of shares with voting right is entitled to nominate up to 03 (three) candidates; holding from 40% to below 50% of shares with voting right is entitled to nominate up to 04 (four) candidates; holding from 50% to below 60% of shares with voting right is entitled to nominate up to 05 (five) candidates; holding from 60% to below 70% of shares with voting right is entitled to nominate up to 06 (six) candidates; from 70% to below 80% of shares with voting right is entitled to nominate up to 07 (seven) candidates; from 80% to below 90% of shares with voting right is entitled to nominate up to 08 (eight) candidates; and holding from 90% of shares with voting right is entitled to nominate up to the maximum number of candidates.
3. In case that the number of candidates of the Board of Directors via nomination and self-nomination does not fulfill the sufficient number, the incumbent Board of Directors may nominate additional candidates or organizations according to a mechanism as regulated in the Internal regulation on company administration. The nomination mechanism or nomination method by the incumbent Board of Directors must be specified clearly and approved by the General Meeting of Shareholders prior to nomination.

#### **Article 29. Powers and Duties of the Board of Directors**

1. The Board of Directors is the company's management agency, with full authority to make decisions in the name of the company and exercise the rights and obligations of the company that are not under the authority of the General Meeting of Shareholders.
2. The Board of Directors is responsible for supervising the General Director and other managers.
3. The rights and obligations of the Board of Directors are prescribed by the Law, Charter, internal regulations of the Company and decisions of the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and duties:
  - a. Decide on production and business development plans and annual budget;
  - b. Determine operational goals on the basis of strategic goals approved by the General Meeting of Shareholders;
  - c. On the basis of the company's organizational and management structure approved by the General Meeting of Shareholders and stipulated in this Charter, the Board of Directors has the right to decide in more detail on the Company's organizational structure, accordingly, the Board of Directors decides on the functions of the Company, the number of departments, divisions and units; the establishment, division, separation, dissolution, consolidation... of departments, divisions and departments within the Company; Decide to establish subsidiaries, branches, representative offices, transaction offices and contribute capital, buy/sell shares of other enterprises within the limits prescribed by law and the Company's Charter.
  - d. Propose the types of shares that can be issued and the total number of shares issued by each type;

- e. Decide the selling price of bonds, stocks and convertible securities in case authorized by the General Meeting of Shareholders;
- f. Propose annual dividends and determine interim dividends; organize dividend payment;
- g. Elect, dismiss, dismiss the Chairman of the Board of Directors; Appoint, dismiss, sign contracts, terminate contracts for the General Director, Deputy General Director and other management positions prescribed by the company's Charter; decide on salaries and other benefits of those managers; appoint authorized representatives to participate in the Board of Members or General Meeting of Shareholders in other companies, and decide on the remuneration and other benefits of those persons;
- h. Proposing the reorganization, dissolution, and bankruptcy of the company;
- i. Decide to repurchase shares according to the provisions of Clauses 1 and 2, Article 133 of the Enterprise Law;
- j. Decide to invest or sell Company assets with a value of less than 35% (thirty-five percent) of the total asset value recorded in the Company's most recent financial report;
- k. Through contracts and transactions (buying, selling, borrowing, lending and other transactions) with a value equal to or greater than 35% of the total asset value recorded in the Company's most recent financial report. This regulation does not apply to contracts and transactions under the decision-making authority of the General Meeting of Shareholders specified in Points n and p, Clause 1, Article 15 - this Charter.
- l. The valuation of non-cash assets contributed to the Company related to the issuance of shares or bonds of the Company, including gold, land use rights, intellectual property rights, technology and technological know-how ;
- m. The Company's purchase or withdrawal of no more than 10% of each class of Company shares;
- n. Decide the price to buy or withdraw the Company's shares;
- o. Business issues or transactions that the Board of Directors decides upon must have approval within the scope of their powers and responsibilities;
- p. Decide to sign contracts and transactions with people specified in Clause 1, Article 167 of the Law on Enterprises with a value of less than 20% (twenty percent) of the total value of the Company's assets recorded in the nearest financial statements;
- q. Decide to promulgate and amend internal management regulations under the authority of the General Meeting of Shareholders, after being approved by the General Meeting of Shareholders; Decisions to promulgate or amend other internal management regulations do not have to be submitted to the General Meeting of Shareholders for approval and are not subject to the delegation of powers to the General Director according to this Charter and other internal documents.
- r. Propose amendments and supplements to the Company's Charter;
- s. Exercise the rights of the owner of the subsidiary established by the Company and owns 100% of the charter capital (including the rights of the owner as prescribed in the Subsidiary's Charter and the provisions of law);
- t. Other rights and obligations are prescribed by law, this Charter and the Decision of the General Meeting of Shareholders.

4. The Board of Directors must report to the Annual General Meeting of Shareholders on the governance and performance of the Board of Directors and each member of the Board of Directors, ensuring that the content is in accordance with the provisions of law.
5. Unless the Law and Charter provide otherwise, the Board of Directors may authorize subordinate employees and representative managers to handle work on behalf of the Company.
6. Members of the Board of Directors (excluding authorized representatives) receive remuneration for their work as members of the Board of Directors. The total remuneration for the Board of Directors will be decided by the General Meeting of Shareholders at the annual meeting. This remuneration will be divided among the members of the Board of Directors according to agreement within the Board of Directors or equally in case no agreement can be reached.
7. Total amount paid to each member of the Board of Directors includes remuneration, expenses, commissions, share purchase rights and other benefits enjoyed by the Company, its subsidiaries, affiliated companies, and other companies in which members of the Board of Directors represent capital contributions must be disclosed in detail in the Company's annual report.
8. Members of the Board of Directors hold executive positions (including the position of Chairman or Vice Chairman), or members of the Board of Directors work in subcommittees of the Board of Directors, or perform Other jobs that, in the opinion of the Board of Directors, are outside the scope of the normal duties of a member of the Board of Directors, may be paid additional remuneration in the form of a lump-sum wage each time, salary, commission, profit percentage, or in other forms as decided by the Board of Directors.
9. Members of the Board of Directors have the right to be paid all travel, meals, accommodation and other reasonable expenses that they have to pay when performing their responsibilities as members of the Board of Directors of the Company, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors or subcommittees of the Board of Directors.

**Article 30. Chairman, Vice Chairman of the Board of Directors**

1. The Board of Directors must choose from among the members of the Board of Directors to elect 01 (one) Chairman and 01 (one) Vice Chairman of the Board of Directors.
2. The Chairman of the Board of Directors cannot concurrently be the General Director.
3. The Chairman of the Board of Directors is responsible for convening and presiding over the General Meeting of Shareholders and meetings of the Board of Directors, and has other rights and responsibilities specified in this Charter and the Enterprise Law.

The Vice Chairman has the same rights and obligations as the Chairman in case he is authorized by the Chairman, but only in cases where the Chairman has notified the Board of Directors that he is absent or must be absent due to force majeure reasons or lose the ability to perform your duties.

In the above case the Chairman does not appoint a Vice Chairman to act as such, the remaining members of the Board of Directors will appoint a Vice Chairman.

In case both the Chairman and Vice Chairman are temporarily unable to perform their duties for any reason, the Board of Directors may appoint another person among them to perform the Chairman's duties according to the principle of over-half majority.

4. The Chairman of the Board of Directors may be dismissed according to the decision of the Board of Directors. In case the Chairman of the Board of Directors resigns or is dismissed, the Board of Directors must elect a replacement within 10 (ten) days.

### **Article 31. Meetings of Board of Directors**

1. In case the Board of Directors elects a Chairman, the first meeting of the term of the Board of Directors to elect the Chairman and make other decisions within its authority must be conducted within seven (7) working days from the date of completion of the election of the Board of Directors for that term. This meeting is convened by the member with the highest number of votes. In case there is more than 01 (one) member with the highest and equal number of votes, these members shall vote according to the majority rule, one of them convening a meeting of the Board of Directors.
2. The Chairman of the Board of Directors must convene regular meetings of the Board of Directors, set the agenda, time and location of the meeting at least 05 (five) days before the scheduled meeting date. The Chairman can convene a meeting whenever necessary, but at least once every quarter.
3. The Chairman of the Board of Directors convenes extraordinary meetings when deemed necessary for the benefit of the Company. In addition, the Chairman must convene a meeting of the Board of Directors, without delay without a legitimate reason, when one of the following members requests in writing clearly stating the purpose of the meeting and the issues needed discussion:
  - a. There is a request from the General Director or at least 05 (five) managers (from unit head level or higher);
  - b. There is a request from at least 02 (two) members of the Board of Directors;
  - c. There are proposals for independent members of the Board of Directors.
4. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 (seven) days from the date of receiving the request mentioned in Clause 3, Article 31 - this Charter.

In case the Chairman of the Board of Directors does not accept to convene a meeting as requested, the Chairman must be responsible for any damage caused to the Company; Those who request to hold the meeting mentioned in Clause 3, Article 31 - of this Charter can themselves convene a meeting of the Board of Directors.

5. At the request of the Independent Auditor, the Chairman of the Board of Directors must convene a meeting of the Board of Directors to discuss the audit report and the Company's situation.
6. Board of Directors meetings will be conducted at the Company's registered head office address or other addresses in Vietnam or abroad as decided by the Chairman of the Board of Directors and with the approval of the Board of Directors.
7. Notice of meeting of the Board of Directors must be sent in advance to members of the Board of Directors at least 05 (five) days before holding the meeting. Members of the Board of

Directors can refuse the meeting invitation notice by document and this refusal can be changed or canceled in writing by that member of the Board of Directors.

The notice of the Council meeting must be made in writing in Vietnamese and must fully inform the agenda, time and location of the meeting, accompanied by necessary documents on the issues to be discussed and voted on at the Board meeting and votes for Board members who cannot attend meetings.

The meeting invitation notice is sent by post, fax, email or other means, but must ensure it reaches the address of each member of the Board of Directors registered at the Company.

8. The first meetings of the Board of Directors may only be conducted when at least 3/4 (three-quarters) of the members of the Board of Directors are present in person or through representatives (authorized persons) if approved by a majority of the Board of Directors. In case the meeting convened according to the provisions of this Clause does not have enough members attending the meeting as prescribed, it will be convened a second time within 07 (seven) days from the intended date of the first meeting. In this case, the meeting is conducted if more than 1/2 (one-half) of the members of the Board of Directors attend the meeting.
9. Members of the Board of Directors are considered to attend and vote at the meeting in the following cases:
  - a. Attend and vote directly at the meeting;
  - b. Authorize others to attend the meeting;
  - c. Attend and vote via online conference or other similar form;

In case a meeting of the Board of Directors is held in the form of an online conference between members of the Board of Directors when all or some members are in different locations, it must be ensured that each member participating at the meeting can:

- Listen to each other member of the Board of Directors speaking at the meeting;
- Speak to all other attendees simultaneously. Discussions between members can be carried out directly by phone or by other means of communication or a combination of these methods. Members of the Board of Directors participating in such a meeting are considered "present" at that meeting. The location of the meeting held according to this regulation is the location where the most members of the Board of Directors are present, or the location where the Chairman of the meeting is present.

Decisions passed during telephone meetings are organized and conducted in a formal manner and take effect immediately at the end of the meeting but must be confirmed by signatures in the minutes of all members of the Board of Directors attend this meeting.

- d. Send voting ballots to the meeting via mail, fax, or email.

Send voting ballots to the meeting via mail, fax, or email.

In case of sending voting ballots to the meeting via mail, the voting ballots must be in a sealed envelope and must be delivered to the Chairman of the Board of Directors at least 01 (one) hour before the opening. Voting ballots can only be opened in the presence of all attendees.
10. Voting:
  - a. Except for the provisions in Point b, Clause 10, Article 31 - of this Charter, each member of the Board of Directors or authorized person directly present in an individual capacity at the meeting of the Board of Directors will have 01 (one) vote.



- b. A member of the Board of Directors is not allowed to vote on contracts, transactions or proposals in which that member or a person related to that member has interests and those interests conflict or may conflict with the benefits of the Company. A member of the Board of Directors will not be counted in the minimum number of delegates present to be able to hold a meeting of the Board of Directors on decisions for which that member does not have the right to vote.
  - c. According to the provisions of Point d, Clause 10, Article 31 - of this Charter, when a problem arises in a meeting of the Board of Directors related to the level of interests of members of the Board of Directors or related to voting rights of a member whose issues are not resolved by the voluntary relinquishment of voting rights by that member of the Board of Directors, such arising issues will be forwarded to the Chairman of the meeting and the Chairman's decision regarding this issue will be final, unless the nature or scope of interests of the relevant Board members have not been fully disclosed.
  - d. Members of the Board of Directors who benefit from a contract specified in Point a, Point b, Clause 5, Article 39 - this Charter will be considered to have significant interests in that contract.
11. Members of the Board of Directors who directly or indirectly benefit from a contract or transaction that has been signed or is expected to be signed with the Company and know that they have an interest in it, will have to disclose the nature and content of that benefit at the meeting where the Board of Directors first considers the issue of signing this contract or transaction. In case a member of the Board of Directors does not know that he or any related person has benefits at the time the contract or transaction is signed with the Company, this member of the Board of Directors must disclose the relevant benefits at the first meeting of the Board of Directors held after this member knows that he or she has an interest or will have an interest in a related transaction or contract.
  12. The Board of Directors passes decisions and issues resolutions based on the approval of a majority of the Board of Directors members. In case the number of votes for and against is equal, the vote of the Chairman of the Board of Directors is the deciding vote.
  13. Resolutions in the form of written opinions are passed on the basis of the approval of the majority of members of the Board of Directors with voting rights. In case the favorable and opposing opinions are equal, the opinion of the Chairman of the Board of Directors is the decisive opinion.

This resolution has the same effect and value as a resolution passed by members of the Board of Directors at a meeting convened and organized according to custom.
  14. The Chairman of the Board of Directors is responsible for sending minutes of meetings of the Board of Directors to the members and those minutes are authentic evidence of the work carried out in those meetings unless there are opinions of objection to the content of the minutes within 10 (ten) days from the date of sending.

Minutes of meetings of the Board of Directors are prepared in Vietnamese and can be prepared in English and must be signed by the Chairman, the person taking the minutes and the attending members.

**Article 32. Sub-committees under the Board of Directors**

1. The Board of Directors can establish a subcommittee to be in charge of development policies, human resources, compensation, and internal audit. The number of members of the subcommittee is decided by the Board of Directors. Activities of the subcommittee must comply with the regulations of the Board of Directors.
2. The implementation of decisions of the Board of Directors, or of a subcommittee under the Board of Directors, or of a person as a member of a subcommittee of the Board of Directors must be in accordance with current laws and regulations in the Company's Charter.

**Article 33. Audit Committee**

The Audit Committee is under the Board of Directors. The audit committee has 02 (two) members or more. The Chairman of the Audit Committee must be an independent member of the Board of Directors. The other members of the Audit Committee must be non-executive members of the Board of Directors.

Specific contents related to the organizational structure, rights and responsibilities of the Audit Committee will be specified in the Company administration Regulations and other internal regulations.

**Article 34. Person in charge of company administration**

1. The Board of Directors appoints at least 01 (one) person to be the person in charge of Company administration to support Company administration activities to be conducted effectively. The person in charge of Company administration can concurrently be the Company Secretary. The term of office of the person in charge of Company administration is decided by the Board of Directors, maximum 05 (five) years.
2. The person in charge of Company administration must meet the following standards:
  - a. Have knowledge of the law;
  - b. Must not simultaneously work for an independent auditing company that is auditing the Company's financial statements;
  - c. Other standards as prescribed by law, this Charter and decisions of the Board of Directors.
3. The Board of Directors can dismiss the person in charge of Company administration when necessary but not contrary to current legal regulations on labor. The Board of Directors may appoint an Assistant Person in charge of Company administration from time to time.
4. The person in charge of Company administration has the following rights and obligations:
  - a. Advise the Board of Directors in organizing the General Meeting of Shareholders according to regulations and related work between the Company and shareholders;
  - b. Prepare meetings of the Board of Directors and the General Meeting of Shareholders at the request of the Board of Directors;
  - c. Advise on meeting procedures;
  - d. Attend meetings;
  - e. Consult on procedures for making resolutions of the Board of Directors in accordance with the provisions of law;
  - f. Provide financial information, copies of Board of Directors meeting minutes and other information to members of the Board of Directors and Controllers;
  - g. Monitor and report to the Board of Directors on the company's information disclosure activities.

- h. Confidentiality of information according to the provisions of law and the Company's Charter;
- i. Other rights and obligations according to the provisions of law and the company's Charter.

## **VIII. GENERAL DIRECTOR, OTHER MANAGEMENT OFFICERS AND SECRETARY OF THE COMPANY**

### **Article 35. Organization of the management apparatus**

The Company's management system must ensure that the management apparatus is responsible to the Board of Directors and under the leadership of the Board of Directors.

The Company has one (01) General Director, Deputy General Directors and other positions approved by the Board of Directors from time to time.

The General Director and Deputy General Directors can simultaneously be members of the Board of Directors. The appointment, dismissal, and removal of the above positions must be approved by a legally adopted decision.

### **Article 36. Management officers**

1. At the request of the General Director and with the approval of the Board of Directors, the Company is allowed to recruit necessary managers with quantity and quality consistent with the Company's management structure and practices. The Board of Directors proposes from time to time. Managers must have the necessary diligence so that the Company's activities and organization can achieve the set goals.
2. Salary, remuneration, benefits and other terms in labor contracts for positions decided by competent authorities to appoint and sign contracts.

### **Article 37. Appointment, dismissal, removal, obligation and power of General Director**

#### **1. Appointment**

The Board of Directors will appoint 01 (one) member of the Board of Directors or hire another person to be the General Director and sign a contract that stipulates remuneration, salary, other benefits and related terms. Mandarin.

of the General Director must be reported at the Annual General Meeting of Shareholders, presented in a separate section in the annual financial report and stated in the Company's annual report.

#### **2. Term**

The term of office of the General Director is specifically regulated in the Internal Regulations on Company administration.

Conditions and standards of the General Director are specifically specified in the Internal Regulations on Company administration.

#### **3. Obligation and power**

General Director has the following obligations and powers:

- a. Organize the implementation of resolutions of the Board of Directors and the General Meeting of Shareholders, the Company's business plan and investment plan approved by the Board of Directors and the General Meeting of Shareholders;
- b. Decide on all issues that do not require a resolution of the Board of Directors, organizing and operating production and business activities of the Company according to best management practices;

- c. Recommend the number and positions of management staff that the Company needs to hire for the Board of Directors to appoint or dismiss when necessary to apply activities as well as good management structures proposed by the Board of Directors, and advise the Board of Directors to decide on salaries, remunerations, benefits and other terms of labor contracts of managers;
- d. Decide on the number of employees, salaries, allowances, benefits, appointment, dismissal within the scope of authority and other terms related to their labor contracts.
- e. Propose the Board of Directors to approve the annual business plan.
- f. Propose measures to improve the Company's operations and management.
- g. Prepare long-term, annual and monthly estimates of the Company (hereinafter referred to as estimates) to serve long-term, annual and monthly management activities of the Company according to the business plan. The annual estimate (including the accounting balance sheet, production and business activity report and expected cash flow report) for each fiscal year will have to be submitted to the Board of Directors for approval and must include the information specified in the Company's regulations.
- h. Proposing plans for using profits, paying dividends or handling business losses.
- i. Recruitment and signing labor contracts;
- j. Decide on functions and tasks; responsibilities and powers of departments, divisions and units within the Company.
- k. Decide to promulgate and amend internal regulations to serve the Company's daily management and production and business activities in accordance with the provisions of the Charter and decentralization of the Board of Directors.
- l. Other rights and obligations according to the provisions of law, this Charter, the Company's internal regulations, resolutions of the Board of Directors, and labor contracts signed with the Company.

**4. Report to the Board of Directors and shareholders**

The General Director is responsible to the Board of Directors and the General Meeting of Shareholders for implementing assigned tasks and powers and must report to these agencies when requested.

**5. Dismissal**

The Board of Directors can dismiss the General Director when a majority of the Board of Directors members or more vote in favor (in this case, the vote of the Board of Directors member being the General Director is not counted) and appoint a new General Director for replacement.

**Article 38. Company Secretary**

The Board of Directors will appoint one (01) person to be the Company Secretary with a term and terms as decided by the Board of Directors.

The Board of Directors can dismiss the Company Secretary when necessary but not contrary to current legal regulations on labor.

The Board of Directors may also appoint one or more Assistant Company Secretaries from time to time.

The roles and duties of the Company Secretary include:

- a. Prepare meetings of the Board of Directors and the General Meeting of Shareholders at the request of the Board of Directors or;
- b. Advise on meeting procedures;
- c. Attend and take minutes of meetings;
- d. Ensuring the resolutions of the Board of Directors are consistent with the law;
- e. Provide financial information, copies of Board of Directors meeting minutes and other information to members of the Board of Directors.

The Company Secretary is responsible for keeping information confidential according to the provisions of Law and the Company's Charter.

## **IX. DUTIES OF BOARD OF DIRECTORS' MEMBERS, GENERAL DIRECTOR AND OTHER MANAGEMENT OFFICERS**

### **Article 39. Responsibility to be prudent**

Members of the Board of Directors, General Director and other managers are responsible for performing their duties, including duties as members of subcommittees of the Board of Directors in an honest and prudent way for the benefit of the Company.

### **Article 40. Responsibility to be honest and avoid conflicts of interest**

1. Members of the Board of Directors, General Director and other managers must disclose relevant interests in accordance with the provisions of the Enterprise Law and other legal regulations.
2. Members of the Board of Directors, General Director and other managers are not allowed to use business opportunities that can bring benefits to the Company for personal purposes; At the same time, must not use information obtained through your position for personal gain or to serve the interests of other organizations or individuals.
3. Members of the Board of Directors, General Director and managers are obliged to notify the Board of Directors of all interests that may conflict with the benefits of the Company that they may take through through economic legal entities, transactions or other individuals.
4. Unless the General Meeting of Shareholders decides otherwise, the Company is not allowed to grant loans, guarantees, or credits to members of the Board of Directors, General Director, or other managers. and people related to the above members or legal entities in which these people have financial interests, except where the Company and organizations related to this member are companies in the same group or company operates in groups of companies, including parent companies - subsidiaries, economic groups and other specialized laws.
5. Contracts or transactions between the Company and one or more members of the Board of Directors, General Director, other managers, or people related to them or the Company, partners, associations, or organizations Positions in which members of the Board of Directors, General Director, other managers or people related to them are members, or have related financial interests, will not be invalidated in the following cases:
  - a. For contracts and transactions with a value of less than 20% (twenty percent) of the total asset value recorded in the most recent financial report, important elements of the contract or transaction as well as relationships and interests of managers or members of the Board of Directors have been reported to the Board of Directors. At the same time, the Board of

- Directors has authorized the honest implementation of that contract or transaction by a majority of votes of Board members without related interests; or;
- b. For contracts and transactions with a value equal to or greater than 20% (twenty percent) or transactions that result in the total transaction value arising within 12 months from the date of the first transaction with the value of 20% or more of the total asset value recorded in the most recent financial report, important factors about this contract or transaction as well as the relationship and interests of managers or members of Board of Directors that have been announced to shareholders and approved by the General Meeting of Shareholders by votes of shareholders without related interests.
  - c. That contract or transaction is deemed by an independent consulting organization to be fair and reasonable in all aspects related to the Company's shareholders at the time such transaction or contract is approved by the Board of Directors or a subcommittee under the Board of Directors or shareholders that authorizes implementation, approval or ratification. Members of the Board of Directors, General Director, other managers and people related to the above members are not allowed to use information that has not been authorized to be published by the company or disclose it to others to carry out relevant transactions.

**Article 41. Responsibility for loss and compensation**

1. Members of the Board of Directors, General Director and other managers who violate the obligation to act honestly and do not fulfill their obligations with caution, diligence and professional capacity must be responsible for damages caused by their violations.
2. The company will compensate those who have been, are or may become a related party in complaints, lawsuits and prosecutions (including civil and administrative cases and not lawsuits filed by the Company) if that person is or has been a member of the Board of Directors, a manager, an employee or an authorized representative of the Company (or a Subsidiary of the Company), or that person has been or is working at the request of the Company (or a Subsidiary of the Company) as a member of the Board of Directors, a manager, an employee or an authorized representative of the Company, provided that the person has acted honestly, carefully, diligently in the best interests of or against the Company, in compliance with the law and without genuine evidence that he or she has breached his or her duties.
3. When performing functions, tasks or performing work authorized by the Company, members of the Board of Directors, managers, employees or authorized representatives of the Company are compensated by the Company when becoming a related party in complaints, lawsuits, and prosecutions (except for lawsuits initiated by the Company) in the following cases:
  - Acted honestly, carefully, and diligently for the benefit and not in conflict with the interests of the Company;
  - Comply with the law and have no evidence confirming failure to carry out its responsibilities.
4. The expenses for compensation shall comprise arising expense (including lawyer's fees), judgment expenses, fines and payables actually arising or deemed reasonable when dealing with such cases within the framework permitted by Law. The Company may purchase liability insurance for such persons to avoid the compensation mentioned above.

## **X. RIGHT TO INVESTIGATE BOOKS AND RECORDS OF THE COMPANY**

### **Article 42. Right to investigate books and records of the Company**

1. Shareholders or a group of shareholders referred in Clause 2, Article 28 of this Charter shall have the right to send, directly or via any authorized representatives, a written request for approval on inspecting the list of Shareholders and the meeting minutes of the General Meeting of Shareholders and copying or extracting such records during working hours and at the major business location of the Company. A request for inspection by the representative lawyer or the authorized representative of the Shareholder must be accompanied by a power of attorney of the Shareholder represented by such person or a notarized copy of such power of attorney.
2. Members of the Board of Directors, General Director and other managers shall have the right to inspect the Company's Register of Shareholders, the list of Shareholders and other books and records of the Company for any purposes relating to their positions on the condition that the information must be treated as confidential.
3. The Company shall keep this Charter and its amendments and supplements, the Enterprise Registration Certificate, regulations, documents proving asset ownership, minutes of meetings of the General Meeting of Shareholders and meetings of the Board of Directors, annual financial statements, accounting books, and any other documents in accordance with the Law at the head office of the Company or other place, provided that shareholders and business registration authorities are noticed about such place.
4. The Charter must be posted on the Company's website.

## **XI. EMPLOYEES AND THE TRADE UNION**

### **Article 43. Employees and the Trade Union**

1. General Director shall approve the matters relating to recruitment, dismissal of employees, salary, social insurance, welfare, rewards and discipline applicable to employees and Other Managerial Officers.
2. General Director shall approve the matters relating to the relationship between the Company and trade unions in accordance with best management standards, practices and policies, the practices and policies stipulated in this Charter, the regulations of the Company, and applicable laws, at the same time, compile and report to the Board of Directors in the latest meeting.

## **XII. PROFIT DISTRIBUTION**

### **Article 44. Profit distribution**

1. The General Meeting of Shareholders decides on the dividend payment level and form of annual dividend payment from the Company's retained profits.
2. According to the provisions of the Enterprise Law, the Board of Directors can decide to pay mid-term dividends if it deems this payment appropriate to the Company's profitability.
3. The Company does not pay interest on dividends or payments related to a type of stock.

4. The Board of Directors can request the General Meeting of Shareholders to approve the payment of all or part of dividends in shares and the Board of Directors is the agency that implements this resolution.
5. In case dividends or other amounts related to a type of stock are paid in cash, the Company must pay in Vietnamese Dong. Payment can be made directly or through banks based on detailed banking information provided by shareholders. In case the Company has transferred money according to the bank details provided by the shareholder but that shareholder does not receive the money, the Company is not responsible for the amount of money transferred by the Company to the beneficiary shareholder. Dividend payments can be made through the Securities Company or the Vietnam Securities Depository and Clearing Corporation.
6. Pursuant to the Enterprise Law and Securities Law, the Board of Directors can pass a resolution determining a specific date to finalize the list of shareholders. Based on that date, those who register as shareholders or owners of other securities are entitled to receive dividends, interest, profit distribution, shares, notices or other documents.
7. Other issues related to profit distribution are carried out in accordance with the provisions of law.

### **XIII. BANK ACCOUNT, RESERVED FUND, FISCAL YEAR AND ACCOUNTING SYSTEM**

#### **Article 45. Bank account**

1. The company will open accounts at Vietnamese banks or at foreign banks licensed to operate in Vietnam.
2. Subject to prior approval of the competent authority, in case of necessity, the Company may open a bank account abroad in accordance with the provisions of Law.
3. The Company will conduct all payments and accounting transactions through Vietnamese or foreign currency accounts at banks where the Company opens accounts.

#### **Article 46. Fiscal year**

The Company's fiscal year shall begin from January 01st each year and shall end on December 31st of the same year.

The first fiscal year shall begin on the granting date of Business Registration Certificate (or business license with respect to conditioned business lines) and end on December 31st after the granting date of such Business Registration Certificate (business license)..

#### **Article 47. Accounting system**

1. The accounting system used by the Company shall be Vietnamese Accounting System (VAS) or another accounting system approved by the Ministry of Finance.
2. The Company shall prepare accounting books in Vietnamese. The Company will keep the accounting records in accordance with the form of business operations in which the Company shall engage. These records must be accurate, updated, systematic and sufficient to prove and explain the transactions of the Company.
3. The Company uses the Vietnamese dong as the official currency in accounting



#### **XIV. ANNUAL REPORT, RESPONSIBILITY FOR INFORMATION DISCLOSURE AND PUBLIC ANNOUNCEMENT**

##### **Article 48. Annual, semi-annual and quarterly financial statements**

1. The Company must prepare an annual financial statements in accordance with the provisions of the Law as well as those of the State Securities Commission and such statement must be audited in accordance with Article 49 of this Charter, and within 90 (ninety) days from the date of ending each fiscal year, must submit annual financial statements which have been approved by the General Meeting of Shareholders to the competent taxation authority, the State Securities Commission, the Stock Exchange and the business registration authority.
2. The annual financial statements must include reports on the results of business and production activities which reflect honestly and objectively the profit and loss situation of the Company in the fiscal year and a balance sheet which reflects honestly and objectively the activities of the Company up to date of preparing such report, cash flow statement and explanatory notes to the financial statements. If the Company is a parent company, the annual financial statements must also contain the separate financial report of the Company and a consolidated financial statement on the operation of the Company and its subsidiaries at the end of each fiscal year.
3. The Company must formulate and publish semi-annual and quarterly reviewed reports in accordance with the regulations of the State Securities Commission and the Stock Exchange and submit them to the relevant taxation authority and the business registration authority in accordance with the Law on Enterprises.
4. Audited financial statements (including the auditor's opinions) and semi-annual and quarterly reports of the Company must be posted on the Company's website.
5. Interested organizations or individuals shall be entitled to examine or copy the audited annual financial statements and the semi-annual and quarterly reports during the working hours of the Company at the head office of the Company, and shall be required to pay a reasonable amount of copying fees.

##### **Article 49. Annual report**

The Company must prepare and publish Annual Report as regulations of Law on securities and the stock market.

#### **XV. COMPANY AUDIT**

##### **Article 50. Audit**

1. The annual meeting of the General Meeting of Shareholders shall appoint an independent auditing company, or shall approve the list of independent auditing companies and authorize the Board of Directors to decide to select one of such companies to conduct the Company audit for the next fiscal year on the basis of the terms and conditions as agreed with the Board of Directors. The independent auditing company performing the Company audit must be approved by the State Securities Commission. The Company must prepare and submit an annual financial statements to the independent auditing company after the end of each fiscal year.
2. The independent auditing company shall inspect, certify and make a report on the annual financial statements which reflect the income and expenditure of the Company, and shall

- prepare an audit report and submit the same to the Board of Directors within 02 (two) months from the end date of a fiscal year.
3. A copy of the audit report must be attached to the annual financial statements of the Company.
  4. The auditor who performs the Company audit shall be invited to attend all meetings of the General Meeting of Shareholders and shall be entitled to receive notifications and other information relating to any meeting of the General Meeting of Shareholders where any Shareholder has the right to receive and also has the right to express his or her opinions at the General Meeting of Shareholders regarding audit-related matters.

## XVI. SEAL

### Article 51. Seal

1. The Board of Directors shall make a decision on approving the official seal of the Company and the seal formailty in accordance with the provisions of law.
2. The Board of Directors, the General Director shall use and manage the seal in accordance with applicable Law

## XVII. DISSOLUTION AND LIQUIDATION

### Article 52. Dissolution

1. The Company may be dissolved in the following cases:
  - a. The Operation Term of the Company expires, including after extension.
  - b. The certificate of business registration has been revoked; unless otherwise prescribed by the Law on Tax Administration
  - c. According to the resolutions and decisions of the General Meeting of Shareholders.
  - d. Other cases as stipulated by Law.
2. The early dissolution of the Company (including any extended period) shall be decided by the General Meeting of Shareholders and shall be implemented by the Board of Directors. The decision on dissolution must be notified to, or must be approved by (if so required) the competent body in accordance with the regulations.

### Article 53. Extension of Operation term

1. The Board of Directors will convene a General Meeting of Shareholders at least 07 (seven) months before the end of the operating term so that shareholders can vote on extending the Company's operations at the request of the Board of Directors.
2. The operating term will be extended when 65% (sixty-five percent) or more of the total votes of all shareholders attending and voting at the meeting approve.

### Article 54. Liquidation

1. At least 06 (six) months before the end of the Company's operating term or after a decision to dissolve the Company, the Board of Directors must establish a Liquidation Committee consisting of 03 (three) members, in which 02 (two) members are appointed by the General Meeting of Shareholders and 01 (one) member is appointed by the Board of Directors from an independent auditing company. The liquidation board will prepare its operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All costs related to liquidation will be prioritized by the Company for payment before other debts of the Company.

2. The liquidation board is responsible for reporting to the business registration agency on the date of establishment and date of commencement of operation. From that time, the Liquidation Board will represent the Company in all work related to the liquidation of the Company before the Court and administrative agencies.
3. The liquidation proceeds will be paid in the following order:
  - a. Liquidation costs;
  - b. Salary, severance pay, social insurance and other benefits of employees according to the collective labor agreement and signed labor contract;
  - c. Taxes and tax payments that the Company must pay to the State;
  - d. Loans (if any);
  - e. Other debts of the Company;
  - f. The remaining balance after paying all debts from items (a) to (e) above will be distributed to shareholders. Preference shares (if any) are given priority for payment first.

## **XVIII. RESOLVING INTERNAL DISPUTES**

### **Article 55. Resolving internal disputes**

1. When a dispute or complaint relating to the Company work or the Shareholders' rights or obligations under this Charter, Law on Enterprises or the other laws or the administrative regulations, between:
  - a. Shareholder and the Company;
  - b. Shareholder and the Board of Directors, the General Director or Other Management Officers.

The related parties will try to resolve such dispute through negotiation and reconciliation. Except where such dispute concerning the Board of Directors or the Chairman of the Board of Directors, such Chairman will preside over any meeting for dispute resolution and shall require each party to present the actual factors relating to the dispute within 07 (seven) working days from the date of the arising. If the conflict concerns the Board of Directors or the Chairman of the Board, either party may request appointment of an independent expert who shall act as an arbitrator for the dispute settlement.

2. If no reconciliation is reached an agreement within 06 (six) weeks from the date of issuing notice of dispute of a party, or the decision of reconciled intermediary is not approved by parties, then either party may refer the dispute to the Economic Arbitration or Economic Court.
3. Each party will bear its own costs relating to procedures for negotiation and reconciliation. Payment of the arbitration expenses shall be made in accordance with the judgment of the court.

## **XIX. CHARTER SUPPLEMENT AND AMENDMENT**

### **Article 56. Charter supplement and amendment**

1. Supplements and amendments to this Charter must be considered and decided by the General Meeting of Shareholders.
2. In case there are provisions of law related to the Company's operations that are not mentioned in this Charter or in case there are new provisions of law that are different from the provisions

in this Charter, the provisions of that Law will naturally apply and regulate the Company's operations.

## **XX. EFFECTIVE DATE**

### **Article 57. Effective date**

1. This Charter includes 20 chapters, 57 articles, unanimously approved by the General Meeting of Shareholders of Tien Phong Plastic Joint Stock Company according to Resolution No../NQ-DHDCDTN 2024 dated April 27, 2024 at Thieu Nien Tien Phong Plastic Joint Stock Company and jointly accept the full validity of this Charter.
2. The Charter is made into 10 (ten) copies of equal value and must be kept at the Company's headquarters.
3. This Charter is unique and official of the Company.
4. Copies or extracts of the Company's Charter must be signed by the Chairman of the Board of Directors or at least 1/2 (one-half) of the total number of members of the Board of Directors to be valid.

## **LEGAL REPRESENTATIVES**

**APPENDIX  
(ALONG WITH CHARTER)**

**APPENDIX 01: LIST OF FOUNDING SHAREHOLDERS**

| No. | Name of Shareholder, date of birth, ethnicity, nationality                        | Head office or permanent residence      | Type of shareholders | Number of shares | Share value (VND) | Capital contribution ratio (%) | Business registration certificate number; ID card, place of issue, date of issue |
|-----|---|---|----------------------|------------------|-------------------|--------------------------------|--|
| 1   | The shareholder is the State (Representatives Tran Ba Phuc, Pham Van Vien)        |   | Common               | 459.000          | 45.900.000.000    | 51                             |  |
| 2   | Shareholders are employees in the enterprise (Representative: Nguyen Trung Kien)  | No. 17/389 Le Loi, Ngo Quyen, Hai Phong | Common               | 348.504          | 34.850.400.000    | 38,7                           |  |
| 3   | Shareholders are entities outside the enterprise (Representative: Dang Quoc Dung) | No. 55 Van Cao, Ngo Quyen, Hai Phong    | Common               | 92.496           | 9.249.600.000     | 10,3                           |  |

*(According to Business Registration Certificate No. 0200167782, first registered on December 30, 2004 and registered for the 10th change on June 25, 2015)*

**APPENDIX 02: PROCESS OF INCREASING CHARTER CAPITAL:**

1. The Company's charter capital when established (December 2004) was: **90,000,000,000 VND** (Ninety billion VND).  
The Company's total charter capital is divided into 900,000 shares with a par value of each share being 100,000 VND (One hundred thousand VND).
  - State shareholder: Holds 459,000 shares worth 45,900,000,000 VND (Forty-five billion nine hundred million VND).
  - Shareholders who are employees in the Company: Hold 348,504 shares worth 34,850,400,000 VND (Thirty-four billion eight hundred fifty million four hundred thousand VND).
  - Shareholders outside the Company: Holding 92,496 shares worth 9,249,600,000 VND (Nine billion two hundred forty-nine million six hundred thousand VND).
2. Adjustment to increase charter capital according to the Resolution of the General Meeting of Shareholders dated April 21, 2006: **144,460,000,000 VND** (One hundred forty-four billion four hundred sixty million VND), divided into 14,446,000 shares, The par value of each share is 10,000 VND (Ten thousand VND).
  - State shareholder: Holds 5,360,000 shares worth 53,600,000,000 VND (Five three billion six hundred million VND), equivalent to 37.1%.
  - Other shareholders: Holding 9,086,000 shares worth 90,860,000,000 VND (Ninety billion, eight hundred and sixty million VND). equivalent to 62.9%.
3. Adjustment to increase the Company's Charter capital according to the Resolution of the General Meeting of Shareholders dated April 11, 2007 is: **216,689,980,000 VND** (Two hundred and sixteen billion, six hundred and eighty nine million, nine hundred and eighty thousand VND), divided into 21,668,998 shares, par value of each share is 10,000 VND (Ten thousand VND).
  - State shareholder: Holds 8,040,000 shares worth 80,400,000,000 VND (Eighty billion four hundred million VND), equivalent to 37.1%.
  - Other shareholders: Holds 13,628,998 shares worth 136,289,980,000 VND (One hundred and thirty-six billion, two hundred and eighty-nine million, nine hundred and eighty thousand VND) equivalent to 62.9%.
4. Adjustment to increase the Company's Charter capital according to the Resolution of the General Meeting of Shareholders dated January 4, 2011 is: **433,379,960,000 VND** (Four hundred thirty-three billion, three hundred seventy-nine million, nine hundred sixty thousand VND), divided into 43,337,996 shares, par value of each share is 10,000 VND (Ten thousand VND).
  - State shareholder: Holds 16,080,000 shares worth 160,800,000,000 VND (One hundred sixty billion, eight hundred million VND), equivalent to 37.1%.
  - Other shareholders: Holds 27,257,996 shares worth 272,579,960,000 VND (Two hundred seventy-two billion, five hundred seventy-nine million, nine hundred sixty thousand VND) equivalent to 62.9%.
5. Adjustment to increase the Company's Charter capital according to the Resolution of the General Meeting of Shareholders dated April 19, 2014 is: **563,392,900,000 VND**

- (Five hundred sixty-three billion, three hundred ninety-two million, nine hundred thousand VND), divided into 56,339,290 shares, par value of each share is 10,000 VND (Ten thousand VND).
- State shareholder: Holds 20,904,000 shares worth 209,040,000,000 VND (Two hundred and nine billion, not hundred and forty million VND), equivalent to 37.1%.
  - Other shareholders: Holds 35,435,290 shares worth 354,352,900,000 VND (Three hundred fifty-four billion, three hundred fifty-two million, nine hundred thousand VND) equivalent to 62.9%.
6. Adjustment to increase the Company's Charter capital according to the Resolution of the General Meeting of Shareholders dated April 8, 2015 is: **619,730,950,000 VND** (Six hundred nineteen billion, seven hundred thirty million, nine hundred fifty thousand VND) , divided into 61,973,095 shares, par value of each share is 10,000 VND (Ten thousand VND).
- State shareholder: Holds 22,994,400 shares worth 229,944,000,000 VND (Two hundred twenty-nine billion, nine hundred forty-four million VND), equivalent to 37.1%.
  - Other shareholders: Holds 38,978,695 shares worth 389,786,950,000 VND (Three hundred and eighty-nine billion, seven hundred and eighty-six million, nine hundred and fifty thousand VND), equivalent to 62.9%.
7. Adjustment to increase the Company's Charter capital according to the Resolution of the General Meeting of Shareholders dated March 26, 2016 is: **743,673,070,000 VND** (Seven hundred and forty-three billion, six hundred and seventy-three million, seventy thousand VND), divided into 74,367,307 shares, par value of each share is 10,000 VND (Ten thousand VND).
- State shareholder: Holds 27,593,280 shares worth 275,932,800,000 VND (Two hundred seventy-five billion, nine hundred thirty-two million, eight hundred thousand VND), equivalent to 37.1%.
  - Other shareholders: Holding 46,774,027 shares worth 467,740,270,000 VND (Four hundred and sixty-seven billion, seven hundred and forty million, two hundred and seventy thousand VND), equivalent to 62.9%.
8. Adjustment to increase the Company's Charter capital according to the Resolution of the General Meeting of Shareholders dated April 15, 2017 is: **892,403,020,000 VND** (Eight hundred and ninety-two billion, four hundred and three million, twenty thousand VND), divided into 89,240,302 shares, par value of each share is 10,000 VND (Ten thousand VND)
- State shareholder: Holds 33,111,936 shares worth 331,119,360,000 VND (Three hundred and thirty-one billion, one hundred and nineteen million, three hundred and sixty thousand VND), equivalent to 37.1%.
  - Other shareholders: Holds 56,128,366 shares worth 561,283,660,000 VND (Five hundred and sixty-one billion, two hundred and eighty-three million, six hundred and sixty thousand VND), equivalent to 62.9%
9. Adjustment to increase the Company's Charter capital according to the Resolution of the General Meeting of Shareholders dated April 19, 2019 is: **981,638,530,000 VND**

- (Nine hundred eighty-one billion, six hundred thirty-eight million, five hundred thirty thousand VND), divided into 98,163,853 shares, par value of each share is 10,000 VND (Ten thousand VND).
- State shareholder: Holds 36,423,129 shares worth 364,231,290,000 VND (Three hundred and sixty-four billion, two hundred and thirty-one million, two hundred and ninety thousand VND), equivalent to 37.1%.
  - Other shareholders: Holding 61,740,724 shares worth 617,407,240,000 VND (Six hundred and seventeen billion, four hundred and seven million, two hundred and forty thousand VND), equivalent to 62.9%.
10. Adjustment to increase the Company's Charter capital according to the Resolution of the General Meeting of Shareholders dated May 18, 2020 is: **1,177,961,830,000 VND** (One thousand one hundred seventy-seven billion, nine hundred sixty-one million, eight hundred and thirty thousand VND), divided into 117,796,183 shares, par value of each share is 10,000 VND (Ten thousand VND).
- State shareholder: Holds 43,707,754 shares worth 437,077,540,000 VND (Four hundred and thirty-seven billion, seventy-seven million, five hundred and forty thousand VND), equivalent to 37.1%.
  - Other shareholders: Holding 74,088,429 shares worth 740,884,290,000 VND (Seven hundred forty billion, eight hundred eighty-four million, two hundred ninety thousand VND), equivalent to 62.9%.
11. Adjustment to increase the Company's Charter capital according to the Resolution of the General Meeting of Shareholders dated April 19, 2022 is: **1,295,753,340,000 VND** (One thousand two hundred ninety-five billion, seven hundred fifty-three million, three hundred and forty thousand VND), divided into 129,575,334 shares, par value of each share is 10,000 VND (Ten thousand VND).
- State shareholder: Holding 48,078,529 shares worth 480,785,290,000 VND (Four hundred eighty billion, seven hundred eighty five million, two hundred ninety thousand VND), equivalent to 37.1%.
  - Other shareholders: Holding 81,496,805 shares worth 814,968,050,000 VND (Eight hundred and fourteen billion, nine hundred sixty-eight million, zero fifty thousand VND), equivalent to 62.9%.