

d) The General Meeting of Shareholders shall elect one or more persons to the vote counting board at the proposal of the meeting chairperson.

3. The agenda and contents of the meeting must be approved by the General Meeting of Shareholders in the opening session. The agenda must clearly and specifically define the time for each issue in the meeting agenda.

4. The chairperson of the meeting has the right to take necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda and reflecting the wishes of the majority of attendees.

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

b) Ensuring safety for everyone present at the meeting venues;

c) Creating conditions for shareholders to attend (or continue to attend) the meeting. The convener of the General Meeting of Shareholders has full authority to change the above measures and apply all necessary measures. The measures applied may include issuing admission tickets or using other alternative forms.

5. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted by expressing approval, disapproval, and abstention. The vote counting results shall be announced by the chairperson immediately before the meeting adjourns.

6. Shareholders or authorized representatives attending the meeting after it has commenced shall still be registered and have the right to participate in voting immediately after registration; in this case, the validity of the contents voted on previously shall not be changed.

7. The convener or chairperson of the General Meeting of Shareholders has the following rights:

a) Requesting all attendees to undergo inspection or other lawful and reasonable security measures;

b) Requesting competent authorities to maintain order at the meeting; expelling those who do not comply with the chairperson's direction, intentionally disrupt order, obstruct the normal progress of the meeting, or do not comply with security check requirements from the General Meeting of Shareholders.

8. The chairperson has the right to postpone the General Meeting of Shareholders that has a sufficient number of registered attendees for a maximum of 03 working days from the date the meeting is scheduled to open and may only postpone the meeting or change the meeting venue in the following cases:

a) The meeting venue does not have enough convenient seating for all attendees;

b) The communication facilities at the meeting venue do not ensure that shareholders attending the meeting can participate, discuss, and vote;

c) Attendees obstruct, disrupt order, or pose a risk of making the meeting not conducted fairly and legally.

9. In the event that the chairperson postpones or suspends the General Meeting of Shareholders in violation of the provisions in Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the chairperson to conduct the meeting until its conclusion; all resolutions passed at that meeting shall be effective.

10. In the event that the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company is responsible for ensuring that shareholders attend and vote by electronic ballot or other electronic



forms as prescribed in Article 144 of the Enterprise Law and Clause 3, Article 273 of Decree No. 155/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Securities Law.

**Article 21. Conditions for Resolutions of the General Meeting of Shareholders to be Approved**

1. Resolutions on the following contents are approved if they are supported by a number of shareholders representing from [65%] of the total number of voting shares of all attending shareholders or more, except for the cases specified in Clauses 3, 4 and 6 of Article 148 of the Enterprise Law;

- a) Types of shares and the total number of shares of each type;
- b) Changes in industries, professions, and business lines;
- c) Changes in the Company's management organizational structure;
- d) Investment projects or sale of assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial statements, unless the Company's charter stipulates a different ratio or value;
- đ) Reorganization, dissolution of the Company;

2. Resolutions are approved when they are supported by a number of shareholders owning over [50%] of the total number of voting shares of all attending shareholders, except for the cases specified in Clause 1 of this Article and Clauses 3, 4 and 6 of Article 148 of the Enterprise Law.

3) Resolutions of the General Meeting of Shareholders passed by 100% of the total number of voting shares are legal and effective even if the order and procedures for convening the meeting and passing that resolution violate the provisions of the Enterprise Law and the Company's Charter.

**Article 22. Authority and Procedure for Obtaining Shareholders' Opinions in Writing to Approve Resolutions of the General Meeting of Shareholders**

The authority and procedure for obtaining shareholders' opinions in writing to approve resolutions of the General Meeting of Shareholders shall be implemented in accordance with the following provisions:

1. The Board of Directors has the right to obtain shareholders' opinions in writing to approve resolutions of the General Meeting of Shareholders when it deems necessary for the benefit of the Company, except for the case specified in Clause 2, Article 147 of the Law on Enterprises.

2. The Board of Directors must prepare Opinion Polls, draft resolutions of the General Meeting of Shareholders, documents explaining the draft resolutions, and send them to all shareholders with voting rights no later than [10 days] before the deadline for returning the Opinion Polls. The requirements and methods for sending Opinion Polls and accompanying documents shall be implemented in accordance with the provisions of Clause 3, Article 18 of this Charter.

3. The Opinion Poll must contain the following main contents:

- a) Name, head office address, enterprise code;
- b) Purpose of obtaining opinions;
- c) Full name, contact address, nationality, legal document number of the individual for shareholders who are individuals; name, enterprise code or legal document number of the organization, head office address for shareholders who are organizations or full name, contact address, nationality, legal document number of the individual for representatives of shareholders who are organizations; number of shares of each type and number of votes of the shareholder;



- d) Issues to be consulted for decision making;
- đ) Voting options including approval, disapproval, and no opinion for each issue being consulted;
- e) Deadline for returning the answered Opinion Poll to the Company;
- g) Full name, signature of the Chairman of the Board of Directors.

4. Shareholders can send the answered Opinion Poll to the Company by mail, fax, or email as follows:

a) In case of sending by mail, the answered Opinion Poll must bear the signature of the shareholder who is an individual, the authorized representative or the legal representative of the shareholder who is an organization. The Opinion Poll sent to the Company must be in a sealed envelope and no one has the right to open it before the vote counting;

b) In case of sending by fax or email, the Opinion Poll sent to the Company must be kept confidential until the time of vote counting;

c) Opinion polls sent to the Company after the deadline specified in the content of the opinion poll or opened in the case of sending by mail and disclosed in the case of sending by fax or email are invalid. Opinion polls not sent back are considered as votes not participating in the voting.

5. The Board of Directors counts the votes and prepares a vote counting record under the supervision of the Supervisory Board or a shareholder who does not hold a management position in the Company. The vote counting record must contain the following main contents:

- a) Name, head office address, enterprise code;
- b) Purpose and issues to be consulted for resolution approval;
- c) Number of shareholders with the total number of votes participating in the voting, distinguishing between the number of valid votes and the number of invalid votes and the method of sending the ballot, accompanied by an appendix listing the shareholders participating in the voting;
- d) Total number of votes in favor, against, and no opinion for each issue;
- đ) Issues that have been approved and the corresponding approval rate;
- e) Full name, signature of the Chairman of the Board of Directors, the vote counter, and the vote supervisor.

Members of the Board of Directors, vote counters, and vote supervisors must be jointly responsible for the honesty and accuracy of the vote counting record; jointly responsible for damages arising from decisions approved due to dishonest or inaccurate vote counting.

6. The vote counting record and resolution must be sent to the shareholders within 15 days from the date of completion of the vote counting. Sending the vote counting record and resolution can be replaced by posting on the Company's electronic information page within 24 hours from the time of completion of the vote counting.

7. The answered Opinion Poll, the vote counting record, the approved resolution, and related documents enclosed with the Opinion Poll must be kept at the Company's head office.

8. A resolution is passed in the form of obtaining shareholders' opinions in writing if it is approved by shareholders owning over [50%] of the total number of voting shares of all shareholders with voting rights and has the same value as a resolution passed at the General Meeting of Shareholders.

#### **Article 23. Resolutions, Minutes of the General Meeting of Shareholders**



1. The General Meeting of Shareholders must be minuted and may be recorded or stored in other electronic forms. The minutes must be made in Vietnamese, may be made in a foreign language, and have the following main contents:

- a) Name, head office address, enterprise code;
- b) Time and place of the General Meeting of Shareholders;
- c) Meeting agenda and contents of the meeting;
- d) Full name of the chairperson and secretary;
- đ) Summary of the meeting progress and opinions expressed at the General Meeting of Shareholders on each issue in the meeting agenda;
- e) Number of shareholders and total number of voting ballots of shareholders attending the meeting, appendix of the list of registered shareholders, representatives of shareholders attending the meeting with the corresponding number of shares and votes;
- g) Total number of voting ballots for each voting issue, clearly stating the voting method, total number of valid, invalid, approving, disapproving, and abstaining ballots; the corresponding ratio to the total number of voting ballots of shareholders attending the meeting;
- h) Issues that have been approved and the corresponding ratio of approving votes;
- i) Full name and signature of the chairperson and secretary. If the chairperson or secretary refuses to sign the meeting minutes, these minutes are valid if signed by all other members of the Board of Directors attending the meeting and contain all the contents specified in this clause. The meeting minutes clearly state the chairperson's and secretary's refusal to sign the meeting minutes.

2. The minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The chairperson and secretary of the meeting or other persons signing the meeting minutes must be jointly responsible for the truthfulness and accuracy of the contents of the minutes.

3. Minutes made in Vietnamese and a foreign language have the same legal validity. In case of discrepancies in content between the minutes in Vietnamese and the minutes in a foreign language, the content in the Vietnamese minutes shall prevail.

4. Resolutions, minutes of the General Meeting of Shareholders, appendix of the list of shareholders registered to attend the meeting with shareholders' signatures, written authorization to attend the meeting, all documents attached to the minutes (if any), and related documents attached to the meeting invitation notice must be disclosed in accordance with the law on information disclosure on the stock market and must be kept at the company's head office.

#### **Article 24. Request to cancel Resolutions of the General Meeting of Shareholders**

Within 90 days from the date of receiving the resolution or minutes of the General Meeting of Shareholders or the minutes of the vote counting results of the General Meeting of Shareholders, a shareholder or group of shareholders specified in Clause 2, Article 115 of the Enterprise Law 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 meeting and making decisions of the General Meeting of Shareholders seriously violate the provisions of the Enterprise Law and the company's Charter, except for the case specified in Clause 3, Article 21 of



this Charter.

2. The content of the resolution violates the law or this Charter.

## **Chapter VII**

### **BOARD OF DIRECTORS**

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

1. If candidates for the Board of Directors have been identified, the Company must disclose information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must make a written commitment to the truthfulness and accuracy of the personal information disclosed and must commit to performing their duties honestly, carefully, and in the best interests of the Company if elected as a member of the Board of Directors. Information related to candidates for the Board of Directors to be disclosed includes:

- a) Full name, date of birth (day, month, year);
- b) Professional qualifications;
- c) Work experience;
- d) Other management positions (including positions on the Board of Directors of other companies);
- đ) Interests related to the Company and related parties of the Company;
- e) Other information (if any) as prescribed in the company's Charter;
- g) Public companies must be responsible for disclosing information about companies in which the candidate holds positions as a member of the Board of Directors, other management positions, and interests related to the company of the candidate for the Board of Directors (if any).

2. Shareholders or groups of shareholders owning 10% or more of the total common shares have the right to nominate and nominate candidates for the Board of Directors in accordance with the Law on Enterprises.

3. In the event that the number of candidates for the Board of Directors through nomination and candidacy is still not sufficient as required by this Charter, the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with the company's Charter, Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Directors. The incumbent Board of Directors' introduction of additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

4. Members of the Board of Directors must meet the standards and conditions specified in Clause 1, Clause 2, Article 155 of the Law on Enterprises.

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

1. The number of members of the Board of Directors is 05 people.

2. The term of a member of the Board of Directors does not exceed 05 years and may be re-elected with an unlimited number of terms. In the event that all members of the Board of Directors simultaneously end their term, those members continue to be members of the Board of Directors until new members are elected to replace and take over the work.

3. The structure of the Board of Directors is as follows:



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

a) A member of the Board of Directors no longer qualifies as a member of the Board of Directors in the event of being dismissed, removed, or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.

b) The appointment of members of the Board of Directors must be disclosed in accordance with the law on information disclosure on the stock market.

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

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

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

a) Decide on the Company's medium-term development strategy, plan, and annual business plan;

b) Propose the type of shares and the total number of shares authorized to be offered of each type;

c) Decide to sell unsold shares within the scope of the number of shares authorized to be offered of each type; decide to raise additional capital in other forms;

d) Decide on the selling price of shares and bonds of the Company;

đ) Decide to repurchase shares in accordance with Clause 1 and Clause 2, Article 133 of the Law on Enterprises;

e) Decide on investment plans and investment projects within the authority and limits as prescribed by law;

g) Decide on market development, marketing, and technology solutions;

h) Approve contracts for purchase, sale, borrowing, lending, and other contracts and transactions with a value of [35%] or more of the total asset value recorded in the Company's most recent financial statements, and contracts and transactions under the decision-making authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138, Clause 1 and Clause 3, Article 167 of the Law on Enterprises;

i) Elect, dismiss, remove the Chairman of the Board of Directors; appoint, dismiss, sign contracts, terminate contracts with the General Director and other important managers as prescribed by the company's Charter; decide on salaries, remuneration, bonuses and other benefits of those managers; appoint authorized representatives to participate in the Members' Council or the General Meeting of Shareholders in other companies, decide on the level of remuneration and other benefits of those people;

k) Supervise and direct the General Director and other managers in the daily business operations of the Company;

l) Decide on the organizational structure, internal management regulations of the Company, decide on the establishment of subsidiaries, branches, representative offices



and the contribution of capital, purchase of shares of other enterprises;

m) Approve the program, content of documents serving the General Meeting of Shareholders, convene the General Meeting of Shareholders or collect opinions for the General Meeting of Shareholders to approve resolutions;

n) Submit audited annual financial statements to the General Meeting of Shareholders;

o) Propose the dividend payout level; decide on the timing and procedures for dividend payment or handling losses incurred during business operations;

p) Propose the reorganization or dissolution of the Company; request the bankruptcy of the Company;

q) Decide on the issuance of the Board of Management's Operating Regulations, internal regulations on corporate governance after being approved by the General Meeting of Shareholders; decide on the issuance of the Operating Regulations of the audit committee under the Board of Management, regulations on information disclosure of the company;

s) Other rights and obligations as stipulated by the Law on Enterprises, the Law on Securities, other provisions of law, and the company's charter.

3. The Board of Management must report to the General Meeting of Shareholders on the performance of the Board of Management as stipulated in Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of several articles of the Law on Securities.

#### **Article 28. Remuneration, bonuses, and other benefits of Board of Management members**

1. The Company has the right to pay remuneration and bonuses to members of the Board of Management based on business results and efficiency.

2. Members of the Board of Management are entitled to work remuneration and bonuses. Work remuneration is calculated based on the number of working days required to complete the tasks of the Board of Management member and the remuneration rate per day. The Board of Management estimates the remuneration level for each member based on the principle of unanimity. The total remuneration and bonuses of the Board of Management are decided by the General Meeting of Shareholders at the annual meeting.

3. The remuneration of each member of the Board of Management is included in the Company's business expenses in accordance with the law on corporate income tax, is presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

4. [Members of the Board of Management holding executive positions or members of the Board of Management working in subcommittees of the Board of Management or performing other tasks outside the scope of the normal duties of a member of the Board of Management may be paid additional remuneration in the form of a lump sum payment each time, salary, commission, percentage of profit, or in other forms as decided by the Board of Management.]

5. Members of the Board of Management have the right to be reimbursed for all travel, accommodation, and other reasonable expenses they have incurred in performing their responsibilities as members of the Board of Management, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Management, or subcommittees of the Board of Management.

6. Members of the Board of Management may be covered by liability insurance



purchased by the Company after approval by the General Meeting of Shareholders. This insurance does not include insurance for the liabilities of members of the Board of Management related to violations of law and the company's charter.

#### **Article 29. Chairman of the Board of Management**

1. The Chairman of the Board of Management is elected, dismissed, or removed by the Board of Management from among its members.

2. The Chairman of the Board of Management may not concurrently hold the position of General Director.

3. The Chairman of the Board of Management has the following rights and obligations:

- a) Develop the program and plan of activities of the Board of Management;
- b) Prepare the agenda, content, and documents for the meeting; convene, chair, and preside over meetings of the Board of Management;
- c) Organize the adoption of resolutions and decisions of the Board of Management;
- d) Supervise the organization and implementation of resolutions and decisions of the Board of Management;
- d) Preside over meetings of the General Meeting of Shareholders;
- e) Other rights and obligations as stipulated by the Law on Enterprises.

4. In the event that the Chairman of the Board of Management submits a resignation or is dismissed or removed, the Board of Management must elect a replacement within [10 days] from the date of receipt of the resignation or dismissal.

5. In the event that the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize another member in writing to exercise the rights and obligations of the Chairman of the Board of Directors. In the absence of an authorized person, or if the Chairman of the Board of Directors dies, is missing, is detained, is serving a prison sentence, is subject to administrative measures at a compulsory detoxification center, compulsory education establishment, escapes from his/her place of residence, has limited or lost civil act capacity, has difficulties in perception, controlling his/her behavior, is prohibited by the Court from holding a position, practicing a profession or doing a specific job, the remaining members shall elect one of the members to hold the position of Chairman of the Board of Directors according to the principle of majority of the remaining members agreeing until a new decision of the Board of Directors.

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

1. The Chairman of the Board of Directors shall be elected in the first meeting of the Board of Directors within 07 working days from the date of completion of the election of that Board of Directors. This meeting shall be convened and chaired by the member with the highest number of votes or the highest percentage of votes. In case there are more than one member with the highest and equal number of votes or percentage of votes, the members shall vote according to the majority principle to select 01 person among them to convene the meeting of the Board of Directors.

2. The Board of Directors must meet at least once every quarter and may hold extraordinary meetings.

3. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:

- a) At the request of the Supervisory Board;
- b) At the request of the General Director or at least 05 other managers;



c) At the request of at least 02 members of the Board of Directors;

4. The request specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed and decisions under the authority of the Board of Directors.

5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receipt of the request specified in Clause 3 of this Article. In case of failure to convene a meeting of the Board of Directors as requested, the Chairman of the Board of Directors shall be responsible for the damages incurred to the Company; the requester has the right to replace the Chairman of the Board of Directors to convene a meeting of the Board of Directors.

6. The Chairman of the Board of Directors or the person convening the meeting of the Board of Directors must send a notice of the meeting at least [03 working days] before the meeting date. The notice of the meeting must specify the time and place of the meeting, the agenda, the issues to be discussed and decided. The notice of the meeting must be accompanied by documents used at the meeting and the member's ballot.

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

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

Members of the Supervisory Board have the right to attend meetings of the Board of Directors; have the right to discuss but not to vote.

8. A meeting of the Board of Directors shall be conducted when there are 3/4 of the total number of members or more attending the meeting. In case the meeting is convened according to the provisions of this clause and does not have enough members attending the meeting as prescribed, it shall be convened for the second time within [07 days] from the date of the first intended meeting. In this case, the meeting shall be conducted if more than half of the members of the Board of Directors attend the meeting.

9. A member of the Board of Directors is considered to have attended and voted at the meeting in the following cases:

a) Attending and voting directly at the meeting;

b) Authorizing another person to attend the meeting and vote in accordance with Clause 11 of this Article;

c) Attending and voting through online conferences, electronic voting or other electronic forms;

d) Sending ballots to the meeting via mail, fax, email;

đ) Sending ballots by other means.

10. In case of sending ballots to the meeting via mail, the ballot must be in a sealed envelope and must be delivered to the Chairman of the Board of Directors no later than 01 hour before the opening. The ballot shall only be opened in the presence of all attendees.

11. Members must attend all meetings of the Board of Directors. Members are authorized to have another person attend the meeting and vote if approved by a majority of the members of the Board of Directors.



12. Resolutions and decisions of the Board of Directors are passed if approved by a majority of the members present; in case of an equal number of votes, the final decision rests with the side with the opinion of the Chairman of the Board of Directors.

**Article 31. Sub-committees of the Board of Directors**

1. The Board of Directors may establish sub-committees to be in charge of development policies, personnel, remuneration, internal audit, and risk management. The number of members of the sub-committee decided by the Board of Directors shall be at least [03 people], including members of the Board of Directors and external members. [Independent members of the Board of Directors/non-executive members of the Board of Directors should constitute a majority in the sub-committee, and one of these members shall be appointed as the Head of the sub-committee according to the decision of the Board of Directors.] The operation of the sub-committee must comply with the regulations of the Board of Directors. Resolutions of the sub-committee are only valid when a majority of members attend and vote to approve them at the sub-committee meeting.

2. The implementation of decisions of the Board of Directors, or of sub-committees under the Board of Directors, must comply with current legal regulations and the provisions of the Company's Charter, and Internal Regulations on Corporate Governance.

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

1. The Board of Directors of the Company must appoint at least 01 person in charge of corporate governance to support corporate governance at the enterprise. The person in charge of corporate governance may concurrently act as the Company Secretary as prescribed in Clause 5, Article 156 of the Enterprise Law.

2. The person in charge of corporate governance must not concurrently work for an approved audit organization that is auditing the Company's financial statements.

3. The person in charge of corporate governance has the following rights and obligations:

a) Advising the Board of Directors in organizing the General Meeting of Shareholders in accordance with regulations and related matters between the Company and shareholders;

b) Preparing meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders as required by the Board of Directors or the Supervisory Board;

c) Advising on the procedures of the meetings;

d) Attending the meetings;

đ) Advising on the procedures for formulating resolutions of the Board of Directors in accordance with the law;

e) Providing financial information, copies of minutes of meetings of the Board of Directors, and other information to members of the Board of Directors and members of the Supervisory Board;

g) Monitoring and reporting to the Board of Directors on the Company's information disclosure activities;

h) Being the point of contact with relevant stakeholders;

i) Protecting information in accordance with the provisions of law and the Company's Charter;

k) Other rights and obligations as prescribed by law.



## **Chapter VIII**

### **GENERAL DIRECTOR AND OTHER EXECUTIVES**

#### **Article 33. Management organization**

The Company's management system must ensure that the management apparatus is responsible to the Board of Directors and is subject to the supervision and direction of the Board of Directors in the Company's daily business. The Company has a General Director, Deputy General Directors, Chief Accountant, and [other management titles appointed by the Board of Directors]. The appointment, dismissal, and removal of the above titles must be approved by a resolution or decision of the Board of Directors.

#### **Article 34. Company Executives**

1. Company executives include the General Director, Deputy General Directors, and Chief Accountant;
2. At the request of the General Director and with the approval of the Board of Directors, the Company may recruit other executives with the number and standards appropriate to the Company's structure and management regulations as prescribed by the Board of Directors. Business executives must be responsible for supporting the Company in achieving its stated goals in operation and organization.
3. The General Director is paid a salary and bonuses. The salary and bonuses of the General Director are decided by the Board of Directors.
4. The salary of the executive is included in the Company's business expenses in accordance with the law on corporate income tax, is shown as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

#### **Article 35. Appointment, dismissal, duties and powers of the General Director**

1. The Board of Directors appoints 01 member of the Board of Directors or hires another person as the General Director.
2. The General Director is the person who manages the Company's daily business operations; is supervised by the Board of Directors; and is responsible to the Board of Directors and to the law for the exercise of assigned rights and obligations.
3. The term of office of the General Director shall not exceed 05 years and may be reappointed for an unlimited number of terms. The General Director must meet the standards and conditions prescribed by law.
4. The General Director has the following rights and obligations:
  - a) Decide on matters related to the Company's daily business operations that are not under the authority of the Board of Directors;
  - b) Organize the implementation of resolutions and decisions of the Board of Directors;
  - c) Organize the implementation of the Company's business plan and investment plan;
  - d) Propose organizational structure and internal management regulations of the Company;
  - đ) Appoint, remove, and dismiss managerial titles in the Company, except for titles under the authority of the Board of Directors;
  - e) Decide on salaries and other benefits for employees in the Company, including managers under the General Director's appointment authority;



- g) Recruit employees;
- h) Propose plans for dividend payment or handling of business losses;
- i) Other rights and obligations as prescribed by law, [Company Charter and resolutions, decisions of the Board of Directors].

5. The Board of Directors may dismiss the General Director when a majority of the Board members with voting rights present at the meeting agree and appoint a new General Director to replace him.

## **Chapter IX SUPERVISORY BOARD**

### **Article 36. Nomination and candidacy for Supervisory Board members (Supervisors)**

1. The nomination and candidacy for members of the Supervisory Board shall be carried out in accordance with the provisions of Clause 1, Clause 2, Article 25 of this Charter.

2. In the event that the number of Supervisory Board candidates through nomination and candidacy is not sufficient, the incumbent Supervisory Board may nominate additional candidates or organize nominations in accordance with the Company's Charter, Internal Regulations on Corporate Governance, and Operating Regulations of the Supervisory Board. The incumbent Supervisory Board's introduction of additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect members of the Supervisory Board in accordance with the law.

### **Article 37. Composition of the Supervisory Board**

1. The number of members of the Company's Supervisory Board is 03 people. The term of office of a member of the Supervisory Board shall not exceed 05 years and may be re-elected for an unlimited number of terms.

2. Members of the Supervisory Board must meet the standards and conditions specified in Article 169 of the Enterprise Law and must not fall into the following cases:

- a) Working in the accounting or finance department of the Company;
- b) Being a member or employee of an independent auditing company that has audited the company's financial statements for the previous 03 consecutive years.

3. Members of the Supervisory Board are dismissed in the following cases:

- a) No longer meeting the standards and conditions for being a member of the Supervisory Board as prescribed in Clause 2 of this Article;
- b) Having a resignation letter and being approved;
- c) Other cases as prescribed in this Charter.

4. Members of the Supervisory Board are removed from office in the following cases:

- a) Failing to complete assigned tasks and work;
- b) Failing to exercise their rights and obligations for 06 consecutive months, except in cases of force majeure;
- c) Repeatedly violating, seriously violating the obligations of a member of the Supervisory Board as prescribed by the Enterprise Law.
- d) Other cases as resolved by the General Meeting of Shareholders.

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



1. The Head of the Supervisory Board is elected by the Supervisory Board from among its members; election, removal, and dismissal are based on the principle of majority. The Supervisory Board must have more than half of its members residing in Vietnam. The Head of the Supervisory Board must have a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration, or a major related to the business operations of the enterprise.

2. Rights and obligations of the Head of the Supervisory Board:

- a) Convene meetings of the Supervisory Board;
- b) Request the Board of Directors, General Director, and other executives to provide relevant information to report to the Supervisory Board;
- c) Prepare and sign the Supervisory Board's report after consulting the Board of Directors for submission to the General Meeting of Shareholders.

#### **Article 39. Rights and obligations of the Supervisory Board**

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

1. Propose and recommend to the General Meeting of Shareholders for approval the list of audit organizations approved to perform audits of the Company's Financial Statements; decide on the audit organization approved to conduct inspections of the Company's operations, and dismiss approved auditors when deemed necessary.

2. Be responsible to the shareholders for their supervisory activities.

3. Supervise the financial situation of the Company, and the compliance with the law in the operations of members of the Board of Directors, General Director, and other managers.

4. Ensure coordination of activities with the Board of Directors, General Director, and shareholders.

5. In case of detecting any violation of law or violation of the company's charter by members of the Board of Directors, General Director, and other operating officers of the enterprise, the Supervisory Board must notify the Board of Directors in writing within 48 hours, requesting the violator to cease the violation and take measures to remedy the consequences.

6. Develop the Operating Regulations of the Supervisory Board and submit them to the General Meeting of Shareholders for approval.

7. Report at the General Meeting of Shareholders as prescribed in Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

8. Have the right to access records and documents of the Company kept at the head office, branches and other locations; have the right to go to the workplace of managers and employees of the Company during working hours.

9. Have the right to request the Board of Directors, members of the Board of Directors, General Director and other managers to provide fully, accurately and promptly information and documents on the management, administration and business operations of the Company.

10. Other rights and obligations as prescribed by law.

#### **Article 40. Meetings of the Supervisory Board**

1. The Supervisory Board must meet at least 02 times a year, with the number of members attending the meeting being at least 2/3 of the total number of Supervisory Board members. Minutes of the Supervisory Board meetings must be detailed and clear. The minute taker and members of the Supervisory Board attending the meeting



must sign the meeting minutes. The minutes of the Supervisory Board meetings must be kept to determine the responsibilities of each member of the Supervisory Board.

2. The Supervisory Board has the right to request members of the Board of Directors, the General Director and representatives of the approved audit organization to attend and answer issues that need to be clarified.

#### **Article 41. Salaries, remuneration, bonuses and other benefits of Supervisory Board members**

Salaries, remuneration, bonuses and other benefits of Supervisory Board members are implemented according to the following regulations:

1. Members of the Supervisory Board are paid salaries, remuneration, bonuses and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders decides on the total amount of salaries, remuneration, bonuses, other benefits and annual operating budget of the Supervisory Board.

2. Members of the Supervisory Board are reimbursed for reasonable expenses for meals, accommodation, travel, and independent consulting services. The total amount of remuneration and expenses does not exceed the total annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless the General Meeting of Shareholders decides otherwise.

3. Salaries and operating expenses of the Supervisory Board are included in the Company's business expenses in accordance with the law on corporate income tax, other relevant provisions of law and must be presented as a separate item in the Company's annual financial statements.

### **Chapter X**

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

Members of the Board of Directors, Members of the Supervisory Board, General Director and other executives are responsible for performing their duties, including those as members of subcommittees of the Board of Directors, honestly and carefully for the benefit of the Company.

#### **Article 42. Responsibility for honesty and avoiding conflicts of interest**

1. Members of the Board of Directors, members of the Supervisory Board, General Director and other managers must disclose related interests in accordance with the Law on Enterprises and relevant legal documents.

2. Members of the Board of Directors, members of the Supervisory Board, General Director, other managers, and related parties of these members may only use information obtained through their positions to serve the interests of the Company.

3. Members of the Board of Directors, members of the Supervisory Board, General Director, and other managers are obliged to notify the Board of Directors and the Supervisory Board in writing of transactions between the Company, its subsidiaries, and other companies in which the public company holds controlling power of 50% or more of the charter capital with those individuals or their related parties as prescribed by law. For the above transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with the securities law on



information disclosure.

4. Members of the Board of Directors may not vote on transactions that benefit that member or related parties of that member as prescribed by the Enterprise Law and the Company's Charter.

5. Members of the Board of Directors, members of the Supervisory Board, General Director, other managers, and related parties of these individuals may not use or disclose internal information to others to carry out related transactions.

6. Transactions between the Company and one or more members of the Board of Directors, members of the Supervisory Board, General Director, other executives, and individuals or organizations related to these individuals are not invalidated in the following cases:

a) For transactions with a value less than or equal to [10%] of the total asset value recorded in the most recent financial statements, the key contents of the contract or transaction as well as the relationships and interests of members of the Board of Directors, members of the Supervisory Board, General Director, other executives have been reported to the Board of Directors and approved by the Board of Directors with a majority of votes in favor from members of the Board of Directors who have no related interests;

b) For transactions with a value greater than [10%] or transactions that lead to transaction values arising within 12 months from the date of the first transaction with a value of [35%] or more of the total asset value recorded in the most recent financial statements, the key contents of this transaction as well as the relationships and interests of members of the Board of Directors, members of the Supervisory Board, General Director, other executives have been disclosed to shareholders and approved by the General Meeting of Shareholders with votes from shareholders who have no related interests.

#### **Article 43. Liability for damages and compensation**

1. Members of the Board of Directors, members of the Supervisory Board, General Director, and other executives who violate their obligations, responsibilities of honesty and prudence, and fail to fulfill their obligations must be liable for damages caused by their violations.

2. The Company shall compensate those who have been, are, or may become a party involved in claims, lawsuits, prosecutions (including civil and administrative cases and not lawsuits initiated by the Company) if that person has been or is a member of the Board of Directors, member of the Supervisory Board, General Director, other executive, employee, or authorized representative of the Company who has been or is performing duties under the Company's authorization, acting honestly, prudently for the benefit of the Company on the basis of compliance with the law and there is no evidence confirming that the person has violated their responsibilities.

3. Compensation costs include judgment costs, fines, and actual payments incurred (including attorney fees) when resolving these matters within the framework of the law. The Company may purchase insurance for these individuals to avoid the above compensation responsibilities.

### **Chapter XI RIGHT TO ACCESS COMPANY BOOKS AND RECORDS**

#### **Article 44. Right to access books and records**



1. Ordinary shareholders have the right to access books and records, specifically as follows:

a) Ordinary shareholders have the right to review, access, and extract information about the name and contact address in the list of shareholders with voting rights; request correction of inaccurate information about themselves; review, access, extract, or copy the Company's Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

b) Shareholders or groups of shareholders owning 5% or more of the total number of common shares or having the right to review, search, and extract the minutes and resolutions, decisions of the Board of Directors, mid-year and annual financial statements, reports of the Supervisory Board, contracts, transactions subject to approval by the Board of Directors, and other documents, except for documents related to trade secrets or business secrets of the Company.

2. In case the authorized representative of a shareholder or group of shareholders requests to inspect books and records, it must be accompanied by a power of attorney from the shareholder or group of shareholders that the person represents or a notarized copy of this power of attorney.

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

4. The Company must keep this Charter and any amendments and supplements to the Charter, the Enterprise Registration Certificate, regulations, documents proving ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Supervisory Board, annual financial statements, accounting books, and other documents as prescribed by law at its head office or another location, provided that shareholders and the Business Registration Agency are notified of the location where these documents are stored.

5. The company's charter must be published on the company's website.

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

### **Article 45. Employees and trade union**

1. The General Director must prepare a plan for the Board of Directors to approve issues related to the recruitment, dismissal, salary, social insurance, welfare, rewards, and discipline of employees and business executives.

2. The General Director must prepare a plan for the Board of Directors to approve issues related to the Company's relationship with trade union organizations in accordance with best management standards, practices, and policies, those practices and policies specified in this Charter, the Company's regulations, and current legal regulations.

## **Chapter XIII. PROFIT DISTRIBUTION**



#### **Article 46. Profit distribution**

1. The General Meeting of Shareholders decides the dividend payout rate and form of annual dividend payment from the Company's retained earnings. Dividends on state capital in the Company are paid annually, corresponding to the proportion of state capital.

2. The Company does not pay interest on dividend payments or payments related to a type of share.

3. The Board of Directors may propose to the General Meeting of Shareholders to approve the payment of all or part of the dividend in shares, and the Board of Directors is the implementing body for this decision.

4. In case dividends or other amounts related to a type of share are paid in cash, the Company must pay in Vietnam Dong. Payment can be made directly or through banks based on bank account details provided by the shareholder. In case the Company has transferred funds according to the bank details provided by the shareholder but the shareholder does not receive the money, the Company is not responsible for the amount the Company has transferred to this shareholder. Dividend payments for shares listed/registered for trading on the Stock Exchange may be conducted through a securities company or the Vietnam Securities Depository and Clearing Corporation.

5. Based on the Enterprise Law, the Securities Law, the Board of Directors approves resolutions and decisions to determine a specific date to close the list of shareholders. Based on that date, those registered as shareholders or holders of other securities are entitled to receive cash or stock dividends, receive notices or other documents.

6. Other issues related to profit distribution are implemented in accordance with the law.

### **Chapter XIV.**

#### **BANK ACCOUNTS, FINANCIAL YEAR AND ACCOUNTING REGIME**

##### **Article 47. Bank accounts**

1. The Company opens accounts at Vietnamese banks or at branches of foreign banks licensed to operate in Vietnam.

2. With the prior approval of the competent authority, the Company may open bank accounts abroad in accordance with the law if necessary.

3. The Company conducts all payments and accounting transactions through Vietnamese Dong or foreign currency accounts at banks where the Company has opened accounts.

##### **Article 48. Fiscal Year**

The Company's fiscal year begins on January 01 each year and ends on December 31 each year. The first fiscal year begins on the date of issuance of the Enterprise Registration Certificate and ends on December 31 of that year.

##### **Article 49. Accounting System**

1. The accounting system used by the Company is the enterprise accounting system or a specific accounting system promulgated and approved by a competent authority.

2. The Company prepares accounting books in Vietnamese and maintains accounting records in accordance with the law on accounting and related laws. These records must be accurate, up-to-date, systematic, and sufficient to prove and explain



the Company's transactions.

3. The unit of currency used in accounting by the Company is the Vietnamese Dong. In cases where the Company has economic operations mainly arising in a foreign currency, it may choose that foreign currency as the unit of currency in accounting, be responsible for that choice before the law, and notify the direct tax management agency.

## **Chapter XV.**

### **FINANCIAL STATEMENTS, ANNUAL REPORTS AND INFORMATION DISCLOSURE RESPONSIBILITIES**

#### **Article 50. Annual, Semi-Annual, and Quarterly Financial Statements**

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

2. The annual financial statements must include all reports, appendices, and explanations in accordance with the law on enterprise accounting. The annual financial statements must accurately and objectively reflect the Company's operating situation.

3. The Company must prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with the law on information disclosure on the stock market and submit them to competent state agencies.

#### **Article 51. Annual Report**

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

## **Chapter XVI.**

### **COMPANY AUDIT**

#### **Article 52. Audit**

1. The General Meeting of Shareholders shall appoint an independent auditing company or approve a list of independent auditing companies and authorize the Board of Directors to decide to select one of these units to conduct the audit of the Company's financial statements for the next fiscal year based on the terms and conditions agreed upon with the Board of Directors.

2. The audit report is attached to the Company's annual financial statements.

3. Independent auditors performing the audit of the Company's financial statements are entitled to attend the General Meeting of Shareholders and are entitled to receive notices and other information related to the General Meeting of Shareholders and to express opinions at the meeting on matters related to the audit of the Company's financial statements.

## **Chapter XVII.**

### **SEAL OF THE ENTERPRISE**

#### **Article 53. Seal of the enterprise**

1. The seal includes a seal made at a seal carving establishment or a seal in the



form of a digital signature in accordance with the law on electronic transactions.

2. The Board of Directors decides on the type of seal, quantity, form, and content of the Company's seal, branches, and representative offices of the Company (if any).

3. The Board of Directors and the General Director use and manage the seal in accordance with current laws.

## **Chapter XVIII. COMPANY DISSOLUTION**

### **Article 54. Company dissolution**

1. The Company may be dissolved in the following cases:

a) The operating term stated in the Company's Charter expires without a decision to extend it;

b) According to the resolution or decision of the General Meeting of Shareholders;

c) The Enterprise Registration Certificate is revoked, unless otherwise provided by the Law on Tax Administration;

d) Other cases as prescribed by law.

2. The early dissolution of the Company (including the extended term) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified or approved by a competent authority (if required) in accordance with regulations.

### **Article 55. Operation Extension**

1. The Board of Directors shall convene a General Meeting of Shareholders at least [7 months] before the expiration of the operating term so that shareholders can vote on the extension of the Company's operation as proposed by the Board of Directors.

2. The operating term is extended when shareholders representing 65% or more of the total voting shares of all shareholders attending the General Meeting of Shareholders approve.

### **Article 56. Liquidation**

1. At least [06 months] before the expiration 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 members, of which 02 members are appointed by the General Meeting of Shareholders and 01 member is appointed by the Board of Directors from 01 independent auditing company. The Liquidation Committee prepares its operating regulations. The members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All costs related to liquidation are prioritized by the Company before other debts of the Company.

2. The Liquidation Committee is responsible for reporting to the Business Registration Agency on the date of establishment and the date of commencement of operation. From that point on, the Liquidation Committee represents the Company in all matters related to the Company's liquidation before the Court and administrative agencies.

3. The proceeds from the liquidation shall be paid in the following order:

a) Liquidation costs;

b) Salary debts, severance allowances, social insurance and other benefits of



employees under collective labor agreements and signed labor contracts;

c) Tax debts;

d) Other debts of the Company;

dd) The remainder after all debts from items (a) to (d) above have been paid shall be divided among the shareholders. Preference shares are given priority for payment first.

## **Chapter XIX. INTERNAL DISPUTE RESOLUTION**

### **Article 57. Internal dispute resolution**

1. In case of disputes or complaints related to the Company's operations, the rights and obligations of shareholders as prescribed in the Enterprise Law, the Company's Charter, other legal regulations or agreements between:

a) Shareholders with the Company;

b) Shareholders with the Board of Directors, the Supervisory Board, the General Director or other managers;

The parties concerned shall attempt to resolve such disputes through negotiation and conciliation. Except for disputes related to the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the dispute resolution and request each party to present information related to the dispute within [...] days from the date the dispute arises. In case the dispute relates to the Board of Directors or the Chairman of the Board of Directors, any party may request [...] to appoint an independent expert to mediate the dispute resolution process.

2. If a conciliation decision is not reached within [06 weeks] from the start of the conciliation process or if the mediator's decision is not accepted by the parties, a party may bring the dispute to Arbitration or the Court.

3. The parties shall bear their own costs related to negotiation and conciliation procedures. Payment of court costs shall be made in accordance with the court's judgment.

## **Chapter XX. AMENDMENT AND SUPPLEMENT TO THE CHARTER**

### **Article 58. Company charter**

1. The amendment and supplement of this Charter must be considered and decided by the General Meeting of Shareholders.

2. In case the law has regulations related to the Company's operations that are not mentioned in this Charter or in case there are new legal regulations that differ from the provisions in this Charter, those regulations shall be applied to adjust the Company's operations.

## **Chapter XXI. EFFECTIVE DATE**

### **Article 59. Effective date**



1. This charter, including [21 chapters, 59 articles], was unanimously approved by the General Meeting of Shareholders of Thanh Hoa Water Supply Joint Stock Company on June 16, 2025, at the Company's office and jointly agreed to the full text of this Charter.

The charter is made in 03 copies, with the same value and must be kept at the Company's headquarters.

This Charter is the sole and official Charter of the Company.

Copies or excerpts of the company's charter are valid when signed by the Chairman of the Board of Directors or at least 1/2 of the total number of members of the Board of Directors.

*Thanh Hoa, June 16, 2025*

**LEGAL REPRESENTATIVE OF THE  
COMPANY  
CHAIRMAN OF THE BOARD OF  
DIRECTORS**



**Le The Son**



**LIST OF MANAGEMENT POSITIONS**  
**THANH HOA WATER SUPPLY JOINT STOCK COMPANY**

No.	Full name	Title	Note
<b>I. BOARD OF DIRECTORS</b>			
1	Le The Son	Chairman of the Board of Directors	
2	Pham Van Tu	Vice Chairman of the Board of Directors	
3	Le Trung Hieu	Member of the Board of Directors	
4	Le Sy Len	Member of the Board of Directors	
5	Le Van Quy	Member of the Board of Directors	
<b>II. SUPERVISORY BOARD</b>			
1	Vu Van Ha	Head of the Supervisory Board	
2	Trinh Thi Huyen	Member of the Supervisory Board	
3	Mai Thanh Thuong	Member of the Supervisory Board	
<b>III. LEGAL REPRESENTATIVE</b>			
1	Le The Son	Chairman of the Board of Directors	

*Thanh Hoa, June 16, 2025*  
**LEGAL REPRESENTATIVE OF THE  
COMPANY  
CHAIRMAN OF THE BOARD OF  
DIRECTORS**



**Le The Son**