

**SOCIALIST REPUBLIC OF VIET NAM**

**Independence-Freedom-Happiness**

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**CHARTER OF  
THANG LOI GROUP REAL ESTATE JOINT STOCK  
COMPANY**



**THANG LOI GROUP**

Ho Chi Minh City, August 19<sup>th</sup>, 2022

## **TABLE OF CONTENTS**

<b>CHAPTER I: DEFINITIONS AND TERMS USED IN THE CHARTER</b>	<b>4</b>
Article 1. Terminology explanation	4
<b>CHAPTER II: NAME, TYPE, HEADQUARTER, BRANCHES, REPRESENTATIVE OFFICE, BUSINESS LOCATION, DURATION OF OPERATION AND REPRESENTATIVE OF THE COMPANY</b>	<b>5</b>
Article 2. Name, type, head office, branches, representative offices, business location and operation term of the Company	5
Article 3. The legal representative of the Company	5
<b>CHAPTER III: OBJECTIVES, SCOPE OF BUSINESS AND OPERATION OF THE COMPANY</b>	<b>6</b>
Article 4. Operational Objectives of the Company	6
Article 5. Scope of business and operation of the Company	7
<b>CHAPTER IV: CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS</b>	<b>7</b>
Article 6. Charter capital, shares, founding shareholders	8
Article 7. Share certificate	8
Article 8. Other securities certificates	8
Article 9. Transfer of shares	8
Article 10. Withdrawal of shares	8
<b>CHAPTER V: ORGANIZATIONAL STRUCTURE, MANAGEMENT AND SUPERVISION</b>	<b>9</b>
Article 11. Organizational structure, management and supervision	9
<b>CHAPTER VI: SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS</b>	<b>9</b>
Article 12. Rights of shareholders	9
Article 13. Obligations of shareholders	12
Article 14. General Meeting of Shareholders	13
Article 15. Rights and obligations of the General Assembly of Shareholders	15
Article 16. Authorization to attend the General Meeting of Shareholders	15
Article 17. Change of rights	15
Article 18. Convene the meeting, the meeting agenda and the notice of General meeting of shareholders	16
Article 19. Conditions for conducting the General Assembly of Shareholders	18
Article 20. Modalities for conducting meetings and voting at the General Assembly of Shareholders	18

Article 21. The conditions for resolutions of the General Meeting of Shareholders shall be approved	20
Article 22. Competence and modalities collecting opinions in writing from shareholders to adopt resolutions of the General Meeting of Shareholders	21
Article 23. Resolutions, Minutes of the General Meeting of Shareholders	22
Article 24. Request of cancellation of the resolution of the General Meeting of Shareholders	23
<b>CHAPTER VII: BOARD OF DIRECTORS</b>	<b>24</b>
Article 25. Candidacy, nomination of members of the Board of Directors	24
Article 26. Composition and term of members of the Board of Directors	25
Article 27. Powers and obligations of Board of Directors	25
Article 28. Remuneration, salaries and other benefits of members of Board of Directors	27
Article 29. Chairman of the Board of Directors	27
Article 30. Meeting of the Board of Directors	28
Article 31. Committees of the Board of Directors	30
Article 32. Person in charge of corporate governance	30
<b>CHAPTER VIII. GENERAL DIRECTOR AND OTHER EXECUTIVES</b>	<b>31</b>
Article 33. Organizational apparatus of management	31
Article 34. Corporate Executive	31
Article 35. Appointment, dismissal, tasks and powers of the General director	31
<b>CHAPTER IX. AUDITING COMMITTEE UNDER THE BOARD OF DIRECTORS</b>	<b>32</b>
Article 36. Candidacy, nomination of members of the Auditing Committee	32
Article 37. Members of Auditing Committee	32
Article 38. Rights and obligations of the Audit Committee	33
Article 39. Meeting of Auditing Committee	33
Article 40. Report on activities of independent members of the Board of Directors in the Auditing Committee at the Annual General Meeting of Shareholders	33
<b>CHAPTER X: RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, GENERAL DIRECTOR AND OTHER EXECUTIVES</b>	<b>34</b>
Article 41. Responsibility of honest and avoid conflicts of interest	34
Article 42. Liability for damage and compensation	35
<b>CHAPTER XI. RIGHT TO LOOKUP BOOKS AND RECORDS OF THE COMPANY</b>	<b>36</b>
Article 43. Right to lookup books and records	37
<b>CHAPTER XII: EMPLOYEES AND TRADE UNION</b>	<b>37</b>

Article 44. Employees and trade union	37
CHAPTER XIII: PROFIT DISTRIBUTION	37
Article 45. Profit distribution	37
CHAPTER XIV: BANK ACCOUNT, FISCAL YEAR AND ACCOUNTING REGIME	38
Article 46. Account Number	38
Article 47. Fiscal year	38
Article 48. Accounting regime	38
CHAPTER XV: FINANCIAL STATEMENTS, ANNUAL REPORT AND LIABILITY FOR INFORMATION DISCLOSURE	38
Article 49. Annual, semi-annual and quarterly financial statements	38
Article 50. Annual report	39
CHAPTER XVI: AUDITING THE COMPANY	39
Article 51. Audit	39
CHAPTER XVII: SEAL OF THE ENTERPRISE	39
Article 52. Seal of the enterprise	39
CHAPTER XVIII: DISSOLUTION OF THE COMPANY	39
Article 53. Dissolution of the company	39
Article 54. Extension of operation	40
Article 55. Liquidation	40
CHAPTER XIX: INTERNAL DISPUTE RESOLUTION	41
Article 56. Internal Dispute Resolution	41
CHAPTER XX: AMENDATION AND ADDITION OF THE CHARTER	41
Article 57. The company's charter	41
CHAPTER XXI: EFFECTIVE DATE	41
Article 58. Effective date	41

## **INTRODUCTION**

This Charter was approved according to the Resolution of the Extraordinary General Meeting of Shareholders No. 06/2022/NQ-ĐHĐQT dated August 19th, 2022.

### **CHAPTER I:**

#### **DEFINITIONS AND TERMS USED IN THE CHARTER**

##### **Article 1. Terminology explanation**

1. In this Charter, the terms below are construed as follows:

- a. Charter capital means the total par value of shares already sold or registered for purchase upon the establishment of the company and stipulated in Article 6 of this Charter;
  - b. “Capital with voting rights” refers to share capital, under which the owner has the right to vote on matters falling under the deciding competence of the General Meeting of Shareholders;
  - c. “Enterprise Law” means Enterprise Law No. 59/2020/ QH14 passed by the National Assembly of the Socialist Republic of Vietnam dated June 17, 2020;
  - d. “Securities Law” means the Securities Law No. 54/2019/ QH14 passed by the National Assembly of the Socialist Republic of Vietnam dated November 26, 2019;
  - e. “Vietnam” is the Socialist Republic of Vietnam.
  - f. "Incorporation date" is July 14<sup>th</sup>, 2010; is the date the Company is granted the first business registration certificate;
  - g. "Enterprise executive" is the General Director, Deputy General Director, Chief Accountant, and other executives in accordance with the company's Charter;
  - h. “The enterprise manager” is the manager of the company, including the Chairman of the Board of Directors, members of the Board of Directors, General Director and other individuals holding other managerial positions as prescribed in this Charter;
  - i. “Related person” means individual or organization defined in Clause 46, Article 4 of the Law on Securities;
  - j. “Shareholder” means individual or organization that owns at least one share of a joint-stock company;
  - k. “Founding shareholder” is a shareholder that owns at least one common share and signs in the list of founding shareholders of a joint stock company;
  1. “Major shareholder” means a shareholder defined in Clause 18, Article 4 of the Law on Securities;
  - m. “*Operation term*” is the term of operation of the Company defined in Article 2 of this Charter and the extension period (if any) by the Shareholders’ Meeting of the Company adopted;
  - n. “Stock Exchange” is the Vietnam Stock Exchange and its subsidiaries.
2. In this Charter, references to one or more regulations or other documents include any amendments or replacements.

3. The headings (Chapters, Articles of this Charter) are used for convenience only and do not affect the content of this Charter.

## **CHAPTER II:**

### **NAME, TYPE, HEADQUARTER, BRANCHES, REPRESENTATIVE OFFICE, BUSINESS LOCATION, DURATION OF OPERATION AND REPRESENTATIVE OF THE COMPANY**

#### **Article 2. Name, type, head office, branches, representative offices, business location and operation term of the Company**

1. Company name:

- Name of the Company in Vietnamese: CÔNG TY CỔ PHẦN TẬP ĐOÀN BẤT ĐỘNG SẢN THĂNG LỢI

- Name of the Company in foreign language: THANG LOI GROUP REAL ESTATE JOINT STOCK COMPANY

- Name of the Company in abbreviation: THANG LOI GROUP

2. The company is a joint stock company with legal status in accordance with the current laws of Vietnam.

3. Registered office of the Company:

- Address of head office: 51 Kinh Duong Vuong, Ward 12, District 6, Ho Chi Minh City

- Tel: (028) 7777 0007

- Email: info@thangloigroup.vn

- Website: <http://thangloigroup.vn>

4. The Company may established branches and representative offices in the business area to implement objectives of the Company in accordance with the Resolution of the Board of Directors within the scope of allowed law.

5. Unless the Company terminates its operation before the term specified in Clause 2, Article 53 or extended its operation according to the provisions of Article 54 of this Charter, the term of operation of the Company is indefinite from the date of establishment.

#### **Article 3. The legal representative of the Company**

The Company has 02 legal representatives, including:

1. Chairman of the Board of Directors;

2. General Director;

Rights and obligations of the legal representative:

1. Chairman of the Board of Directors:

a) Preparing agenda and operational plans of the Board of Directors;

b) To prepare the program, contents and documents for the meeting; To convene and preside over meetings of the Board of Directors;

- c) Implementing the approval of resolutions and decisions of the Board of Directors.
- d) To supervise the implementation of the resolutions and decisions of the Board of Directors;
- dd) Chair the General Meetings of Shareholders;
- e) Other rights stipulated by Laws and the company charter.

## 2. General Director:

- a) Make decisions on all issues relating to the day-to-day business operation of the company not requiring resolutions of the Board of Directors.
- b) Implementing the by resolutions, decisions of the Board of Directors.
- c) Implement business plans and investment plans of the company;
- d) Recommend the organizational structure, internal management regulations of the Company;
- đ) Appoint or dismiss managerial positions in the Company, except for those under the authority of the Board of Directors;
- e) Decide salary and other benefits of employees in the Company, including managers under the authority of appointment of the Director or General Director;
- g) Hire employees;
- h) Making recommendations with respect to the payment of dividends or loss handling in business.
- i) Other rights and obligations as provided for by law, the Company Charter and resolutions of the Board of Directors.

## **CHAPTER III:**

### **OBJECTIVES, SCOPE OF BUSINESS AND OPERATION OF THE COMPANY**

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

1. The Company's business lines are all published on the National business registration portal.
2. Operational objectives of the Company:

The Company is established to mobilize and use capital effectively in the development of business and service activities aimed at maximizing profits; create stable jobs, improve working conditions and improve employees' living standards in the company; ensure the interests of shareholders and fulfill its obligations to the State budget.

#### **Article 5. Scope of business and operation of the Company**

The company is allowed to carry out business activities according to the business lines specified in this Charter and has registered, notified the change of registration information with the business registration agency and has announced it on the National business registration portal.

In case the Company conducts business in conditional business lines, the Company must satisfy all business conditions as prescribed by the Investment Law and relevant specialized laws.

## **CHAPTER IV:**

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

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

1. The charter capital of the Company is VND 574,500,000,000 (in words: Five hundred and seventy-four billion five hundred million dong)

The total charter capital of the Company is divided into 57,450,000 shares with a par value of VND 10,000/share.

2. The Company may change its charter capital when approved by the General Assembly of Shareholders and in accordance with the provisions of law.

3. The shares of the Company as at the date of adoption of this Charter are common shares and preferred shares (if any). The rights and obligations of shareholders holding each class of shares are stipulated in Article 12, Article 13 of this Charter.

4. The Company may issue other types of preferred shares if there is the approval of the General Meeting of Shareholders and in accordance with the provisions of law.

5. Name, address, number of shares and other information of the founding shareholders under the provisions of the Enterprise Law are provided in the attached appendix 01. This appendix is a part of this Charter.

The ordinary shares must be preferentially offered to existing shareholders in proportion to the ratio of their ordinary shares in the Company, unless the General Meeting of Shareholders decides otherwise, the number of shares that shareholders do not subscribe to buy will be decided by the Board of Directors of the Company. The Board of Directors may distribute such shares to shareholders and others with conditions that are not more favorable than those offered to existing shareholders unless the General Meeting of Shareholders has other approval.

6. The Company may repurchase its own shares in the ways specified in this Charter and the current law.

7. The Company may issue other types of securities in accordance with the law.

### **Article 7. Share certificate**

1. Shareholders of the Company are issued share certificates corresponding to the number of shareholdings and types of owned shareholdings.

2. Stock is a type of securities certifying the legitimate rights and interests of the owner for a part of the share capital of issuing organization, stock must have all the contents specified in Clause 1, Article 121 of the Law on Enterprises.

3. Within 05 days from the date of submission of the full dossiers requesting transfer of ownership of shares under the provisions of the Company, or within 02 months from the date of full payment for the shares in accordance with the provisions of the plan to issue shares of the Company, the owner of the shares will be issued stock certificates. Holders of shares do not pay the Company for fees of printing of share certificates.

4. In the case any share certificate is lost, damaged or otherwise damaged, the share certificate shall be re-issued upon a request made by its shareholder. A request of shareholder must include the following:

a. Information about shares that have been lost, damaged or otherwise;



b. Commitment to take responsibility for the disputes arising from the re-issuance of new shares.

#### **Article 8. Other securities certificates**

Other bond certificates or securities certificates of the Company are issued with the signature of the legal representative and the seal of the Company.

#### **Article 9. Transfer of shares**

1. All shares are freely transferable unless otherwise provided by this Charter and the law, shares listed and registered for trading on the Stock Exchange can be transferred in accordance with the law on stock and stock market.

2. Shareholdings, which are not pay in full, are not transferable and entitled to related rights such as the right to receive dividends, the right to receive shares issued to increase share capital from owners' equity, the right to buy new shares for sale and other benefits as prescribed by law.

#### **Article 10. Withdrawal of shares**

1. In case the shareholder fails to pay in full and on time the amount to be paid to buy shares, the Board of Directors shall notify and have the right to request that shareholder to pay the remaining amount and take responsibility corresponding to the total par value of shares registered for purchase with respect to the financial obligations of the Company arising from failure to pay in full.

2. The above payment notice must specify a new payment period (seven (07) days notice in minimum), place of payment and the notice must specify the case of non-payment as required, the unpaid stock will be withdrawn.

3. The Board of Directors has the right to withdraw the outstanding shares in full and timely manner in case the requirements stated in the notice are not fulfilled.

4. The recovered shares are regarded as shares entitled to be offered as stipulated in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may direct or authorize the sale, redistribution under the conditions and manner in which Board of Directors considers suitably.

5. Shareholders holding withdrawn shares must give up their shareholder status for those shares, but still must be responsible for the total par value of shares registered to buy for the financial obligations of the Company arising at the time of withdrawal under a decision of the Board of Directors from the date of withdrawal to the date of payment. The Board of Directors is entitled to decide on the forced payment of the entire value of shares at the revoked time.

6. Notices on the withdrawal will be sent to shareholders that their shareholding are withdrawn in advance the withdrawal point time. The withdrawal is still effective even in case of errors or negligence in the notice.

### **CHAPTER V:**

#### **ORGANIZATIONAL STRUCTURE, MANAGEMENT AND SUPERVISION**

##### **Article 11. Organizational structure, management and supervision**

The Company's organizational structure, management and supervision includes as follows:

1. General meeting of shareholders.

2. Board of Directors
3. Auditing Committee under the Board of Directors.
4. General Director

**CHAPTER VI:  
SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS**

**Article 12. Rights of shareholders**

1. Holders of ordinary shares have the following rights:
  - a. Attend, speak at the General Meeting of Shareholders and exercise the right to vote directly or through an authorized representative or by other means prescribed by the company's charter, law. Each ordinary share has one vote;
  - b. To receive dividends at the level decided by the General Meeting of Shareholders;
  - c. Prioritize the purchase of new shares in proportion to the proportion of common shares owned by each shareholder in the Company;
  - d. Freely transfer their shares to others, except for the case in Clause 3 Article 120, Clause 1 Article 127 of the Law on Enterprises and other relevant laws;
  - e. Check, review and extract information about names and contacts in the list of shareholders with voting rights; request to correct their inaccurate information;
  - f. Consider, refer and extract or copy the Company's Charter, minutes of the Meeting and the resolutions of the General Assembly of Shareholders;
  - g. When the company is dissolved or bankrupt, it shall be entitled to receive part of the remaining assets corresponding to the shareholding percentage in the company;
  - h. Request the Company to redeem their shares in the cases specified in Article 132 of the Law on Enterprises.
  - i. Be treated equally. Each share of the same class gives the owner the same rights, obligations and interests. In case the Company has types of preferred shares, the rights and obligations associated with those types of preferred shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;
  - j. Have full access to periodic and unusual information published by the Company according to regulations of the Law;
  - k. Have their legitimate rights and interests protected; propose to suspend or cancel resolutions and decisions of the General Meeting of Shareholders, the Board of Directors in accordance with the Enterprise Law;
  - l. Have other rights prescribed by this Charter and the law.
2. A shareholder or group of shareholders owning five percent (5%) of the total number of common shares or more has the following rights:
  - a. Require the Board of Directors to convene the General Meeting of Shareholders in accordance with the provisions of Clause 3, Article 115 and Article 140 of the Law on Enterprises;

b. Reviewing, looking up, extracting the number of minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial statements, contracts, transactions must be passed by the Board of Directors and other documents, except documents related to trade secrets, business secrets of the Company;

c. Propose the issue to be included in the agenda of the General Meeting of Shareholders. The proposal should be made in writing and sent to the Company at least three (03) working days before the opening. The proposal must clearly state the name of the shareholder, the number of shares of each type of shareholder, and the proposed issues to be included in the meeting agenda;

d. Have other rights prescribed by this Charter and the law.

3. A shareholder or a group of shareholders owning 10% or more of the total number of common shares has the right to nominate people to the Board of Directors. The nomination of candidates to the Board of Directors shall be carried out as follows:

a. The ordinary shareholders who gather in a group to nominate the members of Board of Directors shall inform the group formation to the shareholders attending the meeting before the opening time of the General meeting of shareholders;

b. Based on the number of members of the Board of Directors, shareholders or group of shareholders stipulated in this Clause shall be entitled to nominate one or several persons under the decision of the General Meeting of Shareholders as the candidate of the Board of Directors. Where the number of candidates nominated by the Shareholder or the Group of Shareholders is lower than the number of candidates whom they are entitled to nominate in accordance with the decision of the General Meeting of Shareholders, the remaining number of candidates shall be nominated by the Board of Directors and other Shareholders.

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

1. Pay in full and on time the number of shares committed to purchase.

2. It is prohibited to withdraw capital contributed from Common Stock out of the Company in any form, except in the case of being redeemed by the Company or other persons. In case a shareholder withdraws part or all of the contributed share capital contrary to the provisions of this Clause, such shareholder and the person with related interests in the Company must be jointly responsible for the debts and other asset obligations of the Company within the value of the shares were withdrawn and damages occurred.

3. Comply with the company's Charter and Internal Management Regulations of the Company;

4. Comply with decisions of the General meeting of shareholders, Board of Directors.

5. Keep confidential the information provided by the Company in accordance with this 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;

6. Attending the meeting of the General Assembly of Shareholders and exercising the right to vote in the following forms:

a. Attend and vote directly at the meeting;

b. Authorize other individuals and organizations to attend and vote at the meeting;

c. Attending and voting via online conferences, electronic voting or other electronic forms;

d. Send votes to the meeting by mail, email, application software or other approved by the General Meeting of Shareholders.

7. Being responsible individuals when in the name of the Company in any form to do one of the following acts:

a. Violations of the law;

b. Implement of business and other transactions for personal benefits or creation for organization gains and individual benefits;

c. Payment in advance for immature debts before financial risk able to occur to the Company.

8. Completing other duties as prescribed by current law.

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

1. The General Meeting of Shareholders is composed of all shareholders with voting rights, which is the highest decision-making body of the Company. Annual General Meeting of Shareholders shall be held once a year and within four (04) months from the end of the fiscal year. Unless otherwise provided in the Company's Charter, the Board of Directors shall decide to extend the Annual General Meeting of Shareholders if necessary, but not later than 06 months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold an extraordinary meeting. The venue of the meeting of the General Meeting of Shareholders is determined as the place where the chair attends the meeting and must be in the territory of Vietnam.

2. The Board of Directors shall hold to convene the Annual General Assembly of Shareholders and selected appropriate locations. The Annual General Meeting of Shareholders shall decide issues in accordance with law and the Charter of the Company, particularly through the audited annual financial statements. In case the Company's annual financial statements audit report contains material exceptions, conflicting opinions or refuses, the Company must invite representatives of the approved auditing organizations to audit the Company's financial statements attending the Annual General Meeting of Shareholders and the representative of the approved audit organization mentioned above are responsible for attending the Annual General Meeting of Shareholders of the Company.

3. The Board of Directors shall convene the extraordinary General Assembly of Shareholders in the following cases:

a. The Board of Directors deems it necessary for the benefit of the Company;

b. The number of remaining members of the Board of Directors, independent members of the Board of Directors is less than the minimum number of members as prescribed by law.;

c. At the request of a shareholder or a group of shareholders as provided for in Clause 2, Article 115 of the Law on Enterprises; the request to convene a meeting of the General Meeting of Shareholders must be made in writing, clearly stating the reason and purpose of the meeting, with enough signatures of the shareholders concerned or the written request is made in many documents and gather enough signatures of related shareholders;

d. Other cases are under the provisions of law and this Charter.

4. Convening the Extraordinary General Assembly of Shareholders

a. The Board of Directors shall convene the General Assembly of Shareholders for a period of thirty (30) days from the number of members of the Board of Directors, independent members of the Board of Directors as stipulated in clause 3 (b) of this article or as required by clauses 3 (c) of this Article;

b. In case the Board of Directors fails to convene a meeting of the General Meeting of Shareholders as prescribed at Point a, Clause 4 of this Article, within the next 30 days, the shareholder or group of shareholders with the request specified at Point c, Clause 3, this article has the right to request the Company's representative to convene the General Meeting of Shareholders in accordance with the provisions of the Law on Enterprises;

In this circumstance, the shareholders or group of shareholders convening the General Assembly of shareholders may propose the business registration agency to supervise the order and procedures for convening, carry out the meeting and issuing the decision of the General Assembly of shareholders. All expenses for convening and conducting the General Assembly of shareholders will be reimbursed by the Company. The costs shall not include costs incurred by the shareholders when attending the General meeting of shareholders, including accommodation and travel costs.

c. Procedures for organizing the General Meeting of Shareholders under the provisions of Clause 5, Article 140 of the Law on Enterprises.

#### **Article 15. Rights and obligations of the General Assembly of Shareholders**

1. The General Meeting of Shareholders has the following rights and obligations:

a. To adopt the development orientation of the company;

b. To decide on the type of shares and the total number of shares of each type to be offered for sale; decide the annual dividend rate for each class of shares;

c. Election, dismissal and removal of members of the Board of Directors;

d. Decide on investment or sale of assets valued equal to or greater than 50% of total value of assets recorded in the latest financial statement of the company.

e. Decision on amending and supplementing the Charter of the Company;

f. Approval of annual financial statements;

g. Decide to repurchase more than ten percent (10%) of the total number of sold shares of each class;

h. To consider and handle violations by members of the Board of Directors, causing damage to the company and its shareholders;

i. Decide on the reorganization or dissolution of the company.

j. To decide the budget or the total remuneration, bonus and other benefits for the Board of Directors, Supervisory Board;

k. Approve internal governance regulations; operation regulations of the Board of Directors;

l. To approve the list of approved auditing firms; decide that the auditing company is approved to inspect the company's operations, dismiss the approved auditor when deeming it necessary.

m. Other rights and obligations prescribed by law.

2. The General Meeting of Shareholders discusses and approves the following issues:

- a. The annual business plan of the Company;
  - b. Audited annual financial statements;
  - c. Report of the Board of Directors on the governance and results of operations of the Board of Directors and each member of the Board of Directors; Independent members of the Board of Directors are responsible for reporting at the Annual General Meeting of Shareholders as prescribed in Article 284 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing implementation of a number of articles of the Law on Securities.
  - d. Dividends for each share of each class;
  - e. Number of members of the Board;
  - f. Election, dismissal and removal of members of the Board of Directors;
  - g. Decision on the budget or the total remuneration, bonus and other benefits for the Board of Directors, the Supervisory Board;
  - h. Approval of the list of approved auditing firms; decide that the auditing company is approved to examine the company's operations when deeming it necessary;
  - i. Supplements and modification of the Company's Charter;
  - j. Types of shares and the number of new shares will be issued to each type of shares and the transfer of shares of founding members within the first three (03) years from the incorporation date;
  - k. Division, separation, consolidation, combination or conversion of the Company;
    - 1. Reorganization and dissolution (liquidation) of the Company and appointment of liquidators;
  - m. Decide on investment or sale of assets valued equal to or greater than 50% of total value of assets recorded in the latest financial statement of the company.
  - n. To decide to buy back more than 10% of the total number of sold shares of each type.
  - o. The Company signed contracts with the persons specified in Clause 1, Article 167 of the Enterprise Law with a value equal to or greater than 35% of the total value of assets of the Company recorded in the financial statements taken place at the most recent audit;
  - p. Accept the transactions specified in Clause 4 Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Securities Law;
  - q. Approve the internal regulations on corporate governance, operating regulations of the Board of Directors;
  - r. Other issues as prescribed of the law and this Charter.
3. All resolutions and the issues put on the meeting agenda have to be discussed and voted at the General Assembly of Shareholders.

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

- 1. Shareholders, authorized representatives of institutional shareholder may directly attend the meeting or authorize one or some other individuals and organizations to attend the meeting or attend the meeting through one of the methods prescribed in clause 3 Article 144 of the Enterprise Law.

2. The authorization for representative as individuals, organizations to attend the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be made in writing. Authorization document is made according to the civil law and must clearly state the name of the authorized shareholder, name of the authorized individual and organization, the number of shares to be authorized, content of authorization, scope of authorization, term of authorization, signature of the principal and the authorized party.

Authorized persons attending the General Meeting of shareholders must submit a written authorization when registering to attend the meeting. In case of re-authorization, meeting attendees must present the initial authorization documents of shareholders, authorized representative of institutional shareholder (if they have not been registered with the Company before).

3. Votes of authorized persons attending the meeting within the authorized scope remains in effect if there is one of the following circumstances:

- a. The principal dies, or his capacity for civil acts is lost or is restricted;
- b. Authorizers cancel the appointment of authorization;
- c. Authorizers revoke the authority of person performing the authorization.

This article shall be not applied in the event the Company receives notice of one of the foresaid events before the opening of the General Assembly of Shareholders or before the meeting reconvened.

#### **Article 17. Change of rights**

1. The change or cancellation of special rights attached to a class of preferred shares takes effect when approved by a shareholder representing 65% or more of the total votes of all attending shareholders. Resolution of the General Meeting of Shareholders on the content that changes the rights and obligations of shareholders who own preferred shares shall only be approved if it is approved by the number of preferred shareholders of the same class attending the meeting owning 75% of the total number of such preferred shares or more or approved by preferred shareholders of the same class owning 75% or more of that class of preferred shares in case of passing a resolution in the form of consulting opinion in writing.

2. The organization of meetings of shareholders holding the type of preferred shares to approve change the above-mentioned rights is only valid if there is at least two (02) shareholders (or their authorized representatives) holding at least one third (1/3) of the par value of such type of preferred shares issued. In case insufficient number of delegates as above, the meeting will be reorganized within thirty (30) days thereafter and shareholders of such type of shares (regardless of the number of people and number of shares) are present in person or through authorized representatives are considered sufficient number of delegates as required. At the meeting of shareholders holding foresaid preferred shares, shareholders of such type of shares present in person or through representatives may request a secret ballot. Each share of the same type have equal voting rights at the foresaid meetings.

3. The procedures for conducting such separate meetings are carried out similar to the provisions of Article 19, Article 20 and Article 21 of this Charter.

4. Unless the terms of issuance of shares stated differently, the special rights associated with the type of shares having preferential rights for some or all of the issues related to the sharing of profits or assets the Company will does not be changed when the Company issued additional shares of the same type.

**Article 18. Convene the meeting, the meeting agenda and the notice of General meeting of shareholders;**

1. The Board of Directors convenes the Annual and Extraordinary General Meeting of Shareholders.

The Board of Directors convenes an extraordinary meeting of the General Meeting of Shareholders according to the cases specified in Clause 3, Article 14 of this Charter.

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

a. Preparing a list of shareholders eligible to participate and vote at the General Assembly of Shareholders. The list of shareholders eligible to participate in the General Assembly of Shareholders shall be made not more than ten (10) days prior to the initiation of the General Assembly of Shareholders; The Company must disclose information on the making of the list of shareholders entitled to attend the meeting of the General Meeting of Shareholders at least twenty (20) days prior to the final registration date;

b. Preparing the meeting agenda and contents;

c. Preparing documents for the General Assembly;

d. The draft resolution of the General Assembly of Shareholders according to the proposed content of the meeting;

e. Defining time and venue for the General Assembly;

f. Notifying and sending notices on the General Assembly of Shareholders to all shareholders entitled to attend the meeting;

g. Other work for the General Assembly.

3. The notice of invitation to the meeting of the General Meeting of Shareholders is sent to all shareholders by a means to ensure that the contact address of the shareholder is reached, and at the same time announced on the website of the Company and the State Securities Commission, the Stock Exchange where the Company's shares are listed or registered for trading (in the case of a listed company and registered for trading). The convenor of the meeting of the General Meeting of Shareholders must send the meeting invitation to all shareholders in the list of shareholders entitled to attend the meeting at least 21 days before the opening date of the meeting (from the date the notice is sent or duly transferred).

The agenda of the General Assembly of Shareholders, documents related to issues to be voted at the meeting shall be sent to the shareholders and/or posted on the Company's website. In cases where the documents are not enclosed with the notice of the General Assembly of Shareholders, the notice of invitation to the meeting must clearly indicate the path to the entire meeting documents for access by shareholders, including:

a. The agenda, documents used in the meeting;

b. List and details of candidates in case of electing members of the Board of Directors;

c. Votes;

d. Draft resolutions for each issue in the agenda.



4. Shareholders or group of shareholders mentioned in the Clause 2, Article 12 of this Charter may entitle to propose the issues included into the meeting agenda of General Assembly of Shareholders. The proposal must be in writing and must be sent to the Company at least three (03) working days before the meeting's opening date. The proposal must clearly state the name of the shareholder, the number of shares of each type of shareholder, and the proposed issues to be included in the meeting agenda;

5. The convening person of the General Assembly of Shareholders is entitled to refuse proposals relating to Clause 4 of this Article in the following cases:

- a. The proposal was sent in contravention of the provisions of Clause 4 of this Article;
- b. At the time of the proposal, the shareholder or group of shareholders does not hold five percent (5%) of the common shares or more as prescribed in Clause 2 Article 12 of this Charter;
- c. The proposed issue does not belong within the competence of the General Assembly of shareholders to discuss and adopt;
- d. Other cases are under the provisions of law and this Charter.

6. The convener of the General Meeting of Shareholders must accept and include the proposals specified in Clause 4 of this Article into the draft agenda and contents of the meeting, except for the case specified in Clause 5 of this Article; proposals are officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

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

1. A meeting of the General Meeting of Shareholders is conducted when the number of attending shareholders represents over fifty percent (50%) of the total number of votes.

2. If the first meeting is not eligible to be conducted under the provisions of Clause 1 of this Article, it shall be convened for the second time within a period of thirty (30) days from the date planned for the first meeting. The second General Meeting of Shareholders is conducted when the number of attending shareholders represents 33% of the total number of votes or more.

3. In case the second meeting is not eligible to be held under Clause 2 of this Article, the invitation to the third meeting must be sent within 20 days from the intended date of the second meeting. The third meeting of the General Meeting of Shareholders is conducted regardless of the total number of votes of the attending shareholders.

#### **Article 20. Modalities for conducting meetings and voting at the General Assembly of Shareholders**

1. Before the opening of the meeting, the Company has to perform the registration procedures of shareholders and has to perform the registration until the shareholders entitled to attend the meeting present have been registered fully.

a. When conducting the register of shareholders, the Company issued voting card to each shareholder or the voting authorized representative, on which the registration number, full name of the shareholders, full name of the authorized representatives and the number of votes of such shareholders. Shareholders' General Meeting to discuss and vote on each issue in the program content. Voting is conducted by voting for, against and without opinion. At General meeting, numbers of the votes supporting the resolution are collected firstly and numbers of the votes against the resolution are collected later, finally total number of votes for objection to make decision. The chairman shall announce the results of the voting counts immediately prior to the

closing of the meeting. The General Meeting elected the person in charge of counting the votes or supervising the counting of votes at the request of the Chairperson, the members of the voting committee are decided by General Meeting of Shareholders under the Chairperson's proposal.

b. Shareholder, authorized person of the institutional shareholder or authorized persons who arrive after the meeting has opened have the right to immediately register and then have the right to participate and vote at the general meeting immediately after registration. The chairman does not responsible for delaying the meeting for shareholders lately registering and the validity of the previously voted contents has not changed.

2. The election of Chairman, secretary and vote counting committee is stipulated as follows:

a. The Chairman of the Board of Directors is the chairman or authorize another member of the Board of Directors to be the chairman of the meeting of the General Meeting of Shareholders convened by the Board of Directors. If the chairman is absent or temporarily incapable of working, the remaining members of the Board of Directors shall elect one of them to preside over the meeting on the principle of majority. In case of failure to elect a chairperson, the person signing document to convene the General Meeting of Shareholders shall control the General Meeting of Shareholders to elect the chairman of the meeting among the participants and the person having the highest vote to preside over the meeting;

b. Except for the case specified at Point a of this Clause, the person who signed the document convening the General meeting of shareholders shall manage for the General meeting of shareholders to elect a chairman of the meeting and the person with the highest number of votes shall act as Chairman of the meeting.

c. The Chairman appoints one or several people to be secretary of the meeting;

d. The General Meeting of Shareholders shall elect one or several persons to attend the vote counting committee at the proposal of the chairman of the meeting;

3. The agenda and content of the meeting must be approved by the General Assembly of Shareholders in the opening session. The agenda must specify in detail the time applicable to each issue in the contents of the agenda for the meeting.

4. The chairman of the meeting has the right to take necessary and reasonable measures to run the meeting of the General Meeting of Shareholders in an orderly, correct manner according to the approved program and reflect the wishes of the majority of participants.

a. Arrange seats at the meeting venue of the General Assembly of Shareholders;

b. Ensure the safety of everyone present at the venue;

c. Facilitate shareholders to attend (or continue attendance) the General Meeting. The person who convenes the General Assembly of Shareholders is entitled to change the foresaid measures and apply all necessary measures. The measures applied may include providing entry cards or using any other forms of choice.

5. Shareholders' General Meeting to discuss and vote on each issue in the program content. Voting is conducted by voting for, against and without opinion. The chairman shall announce the results of the voting counts immediately prior to the closing of the meeting.

6. A shareholder or an authorized person attending the meeting after the opening meeting is still registered and has the right to vote immediately after registration; in this case, the validity of the previously voted content does not change;

7. The convenor or chair of the meeting of the General Meeting of Shareholders has the following rights:

- a. Request all participants to be inspected or other legal and reasonable security measures;
- b. Request the competent authority to maintain the order of the meeting; expel those who do not comply with the executive powers of the chair, intentionally disrupt order, prevent normal progress of the meeting or fail to comply with the requirements of security checks from the meeting of General Meeting of Shareholders;

8. The Chairman has the right to postpone the meeting of the General Meeting of Shareholders with the full number of registered attendees for no more than three (03) working days from the date the meeting is intended to open and only postpone the meeting or change the meeting location in the following cases:

- a. The meeting place does not have enough seats for all attendees;
- b. The information facilities at the venue do not guarantee the attending shareholders to participate in, discuss and vote;
- c. Having participants in the meeting obstructs, disturbs the order and threatens to prevent the meeting from being conducted fairly and legally.

9. In case the chairman postpones or suspends the meeting of the General Meeting of Shareholders contrary to the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person among the attendees to replace the chairman to run the meeting until at the end; All resolutions passed at that meeting are effective for implementation.

10. In case the Company applies modern technology to organize the General Meeting of Shareholders through an online meeting, the Company is responsible for ensuring that shareholders attend and vote in the form of electronic or otherwise as prescribed in Article 144 of the Enterprise Law and Clause 3 Article 273 of the Government's Decree No. 155/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Securities Law.

**Article 21. The conditions for resolutions of the General Meeting of Shareholders shall be approved**

1. A resolution on the following content is approved if it is approved by the number of shareholders representing 65% or more of the total number of votes of all attending shareholders, except for the case specified in Clauses 3, 4 and 6. Article 148 of the Law on Enterprises:

- a. Types of shares and total number of shares of each type;
- b. Change of business lines and fields;
- c. Change of the company's organizational structure;
- d. Investment projects or sale of assets valued at smaller than 35% of total value of assets recorded in the latest financial statement of the company.
- e. Reorganization or liquidation of the company.

2. Resolutions are passed when the number of shareholders owning more than 50% of the total number of votes of all attending shareholders, except for the cases specified in Clause 1 of this Article and Clauses 3, 4 and 6 of Article 148 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 when the order, procedures for convening and approving such resolutions violate regulations of the Enterprise Law and company's Charter.

## **Article 22. Competence and modalities collecting opinions in writing from shareholders to adopt resolutions of the General Meeting of Shareholders**

Competence and modalities collecting opinions in writing from shareholders to adopt resolutions of the General Meeting of Shareholders shall comply with the following provisions:

1. The Board of Directors has the right to collect shareholders' opinions in writing to pass resolutions of the General Meeting of Shareholders when it deems it necessary for the interests of the Company, except for the case specified in Clause 2, Article 147 of the Enterprise Law 2020.

2. Board of Directors prepares opinion sheets, draft resolutions of the General Assembly of Shareholders, the documents explaining the draft resolution and send to all shareholders with voting rights at least 10 days before the deadline to return the written opinion form. The request and the manner of sending the opinion form and attached documents shall be implemented in accordance with clause 3 of Article 18 of this Charter.

3. Opinion form shall have the following main contents:

a. Name, headquarter, code of company;

b. Purpose of collection of opinions;

c. Full name, contact address, nationality, number of legal papers of the individual in respect of shareholder being an individual; Name, business number or legal document number of the organization, address of the head office for shareholders being the organization or full name, contact address, nationality, number of legal papers of the individual for with representatives of shareholders being organizations; number of shares of each class and number of votes of the shareholder;

d. Issues needing to take opinions to adopt decisions;

e. Voting options comprising agreement, disagreement and having no idea on each issue needing to take opinion;

f. Deadline for sending to the Company answered opinion forms;

g. Full name and signature of the Chairman of the Board of Directors.

4. Shareholders can send the answered opinion form to the Company by mail, or email, application software or other approved by the General Meeting of Shareholders according to the following provisions:

a. Any completed written opinion form must bear the signature of a shareholder being an individual, and of the authorized representative or of the legal representative of a shareholder being an organization. Written opinion form which are returned to the company must be in a sealed envelope and no one shall be permitted to open the envelope prior to counting of the votes;

b. In case of sending application software or other approved by the General Meeting of Shareholders or email, the opinion forms sent to the Company must be kept confidential until the time of counting votes;

c. Opinion forms returned to the company after the deadline specified in the content of the opinion form or have been opened in case of sending letters and disclosed in case of sending application

software or other approved by the General Meeting of Shareholders, emails are invalid. The opinion form not sent back are considered as not voting;

5. The Board of Directors counts the votes and prepares minutes of the vote count and in the presence of the audit committee or shareholders not holding managerial positions in the company. The minutes of counting of votes shall contain the following basic particulars:

- a. Name, headquarter, code of company;
- b. The purposes and the issues needing to take opinions to adopt resolutions;
- c. Total number of shareholders with total votes participated in the vote, in which, it is necessary to classify the valid votes and invalid votes and the mode of sending votes, including the appendix of the list of shareholders participating in the vote;
- d. Total number of votes for, against and no opinion of each issue;
- e. Any issues which have been approved and the proportion of votes approved.
- f. Full name and signatures of the Chairman of the Board of Directors, the counters and the person supervising the vote counting.

Members of the Board of Directors, the counters and the supervisor on the vote counting shall be jointly responsible for the truthfulness and accuracy of the minutes of vote counting; jointly liable for the damages arising from the decisions adopted by the vote counting untruthful or inaccurate.

6. Vote counting report and resolutions must be sent to the shareholders within fifteen (15) days from the end of the vote counting. The sending of minutes of counting votes and resolutions can be replaced by posting on the electronic information of the Company within twenty-four (24) hours, from the end of vote counting.

7. The answered opinion forms, the minutes of vote counting, the entire text of the resolution adopted and relevant documents attached the answered opinion forms must be kept at the head office of the Company.

8. The resolution is passed by way of collecting shareholders' opinions in writing if it is approved by the number of shareholders holding more than 50% of the total number of votes of all shareholders with voting rights and has the same validity as the resolution passed at the General Meeting of Shareholders.

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

1. The meeting of the General Meeting of Shareholders must be recorded in minutes and may be recorded and stored in another electronic form. The minutes must be made in Vietnamese, may be made in foreign languages and contain the following principal contents:

- a. Name, headquarter, code of company;
- b. Time and place of the General meeting of shareholders;
- c. Meeting agenda and contents;
- d. Name of chair and secretary;
- e. Summarize the meeting's progress and opinions expressed at the General Assembly of Shareholders on each issue in the agenda;

f. Number of shareholders and the total number of votes of the shareholders attending the meeting, appendix of shareholder registration list, representatives of shareholders attending the meeting representing the respective number of stocks and votes;

g. Total number of votes for each voting issue, clearly stating the voting method, the total number of valid, invalid, approving, disapproving and abstaining votes; the corresponding ratio on the total votes of attending shareholders;

h. The issues passed and the corresponding voting ratios;

i. Full names and signatures of the chairman and the secretary. If the chairman or secretary refuses to sign the meeting minutes, this minutes shall be effective if it is signed by all other members of the Board of Directors attending the meeting and fully contain the contents as prescribed in this clause. Minutes of the meeting clearly state that the chairman and secretary refused to sign the minutes of the meeting.

2. Minutes of the General Assembly of Shareholders must be completed and approved before the meeting ends. The chairman and secretary of the meeting or another person who signs in the minutes of the meeting must be jointly responsible for the truthfulness and accuracy of the content of the minutes.

3. The minutes made in Vietnamese and foreign languages are equally legal. In case of differences in the contents of minutes in Vietnamese and a foreign language, the contents of the Vietnamese minutes shall prevail.

4. Resolutions, Minutes of the meeting of the General Meeting of Shareholders, the appendix of the list of shareholders registering to attend the meeting with the signature of the shareholder, written authorization to attend the meeting, all documents attached to the Minutes (if any) and related documents attached with the meeting invitation must be disclosed in accordance with the law on information disclosure on the stock market and must be kept at the head office of the Company.

#### **Article 24. Request of cancellation of the resolution of the General Meeting of Shareholders**

Within ninety (90) days from the date of receipt of the resolution and minutes of the meeting of the General Meeting of Shareholders or the minutes of counting votes results to collect opinions of the General Meeting of Shareholders, shareholders, groups of shareholders as stipulated in Clause 2 Article 115 of the Law on Enterprises may request the Court or Arbitration to consider or cancel a resolution or a part of a resolution of the General Meeting of Shareholders in the following circumstances:

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. Contents of the resolution violate the law or this Charter.

### **Chapter VII:**

#### **BOARD OF DIRECTORS**

#### **Article 25. Candidacy, nomination of members of the Board of Directors**

1. In case the 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 website of the Company so that shareholders can learn about these candidates before voting, candidates for the Board of Directors must have a written commitment to the truthfulness and accuracy of the personal information disclosed and must commit to perform 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 the candidates for members of the Board of Directors include:

- a. Full name, date of birth;
  - b. Qualification;
  - c. Working process;
  - d. Other managerial positions (including titles of the Board of Directors of other companies);
  - e. Benefits related to the Company and its related parties;
  - f. Other information (if any).
  - g. The public company is responsible for disclosing information about the companies that the candidate is holding the position of member of the Board of Directors, other managerial positions and company-related interests of the candidates for the Board of Directors (if any).
2. A shareholder or group of shareholders owning ten percent (10%) of the total number of ordinary shares or more has the right to nominate a candidate for the Board of Directors in accordance with the provisions of the Enterprise Law.
3. In case the number of candidates for the Board of Directors through nomination and candidacy is still insufficient as prescribed in Clause 5 Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates or nominate organization in accordance in internal corporate governance regulations and operating regulations of the Board of Directors. The incumbent Board of Directors' introduction of more candidates must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors according to regulations of the Law
4. Members of the Board of Directors must meet the criteria and conditions specified in Clause 1, Clause 2 Article 155 of the Enterprise Law.

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

1. The number of members of the Board of Directors shall be at least five (05) and at most eleven (11) people.
2. The term of office of a member of the Board is (05) five years and may be re-elected for an unlimited number of terms. An individual can only be elected as an independent member of the Board of Directors of a company for no more than 2 consecutive terms. In case all members of the Board of Directors come to an end of their term, those members will continue to be members of the Board of Directors until a new member is elected to replace and take over the work.
3. The structure of the Board of Directors of the company must ensure that at least 1/3 of the total number of the members of the Board of Directors are non-executive members. The Company limits the maximum number of members of the Board of Directors who concurrently hold the executive positions of the Company to ensure the independence of the Board of Directors.

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

- a. Having at least 01 independent member in case the company has from 03 to 05 members of the Board of Directors;
- b. Having at least 02 independent member in case the company has from 06 to 08 members of the Board of Directors;
- c. Having at least 03 independent member in case the company has from 09 to 11 members of the Board of Directors;
4. A member of the Board of Directors shall no longer be a member of the Board of Directors in case he/she is dismissed, removed from office, replaced by the General Meeting of Shareholders in accordance with Article 160 of the Enterprise Law.
5. The appointment of members of the Board of Directors must be disclosed in accordance with the law on information disclosure on the stock market.
6. Members of the Board of Directors are not necessarily shareholders of the company.

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

1. Board of Directors is the the body managing the company and shall have full authority to make decisions, exercise the rights and discharge the obligations of the company, except for the rights and obligations do not fall within the authority of the General meeting of shareholders.
2. Rights and obligations of the Board of Directors are stipulated by law, the Charter of the company and the General Assembly of Shareholders. Specifically, the Board of Directors has the following rights and obligations:
  - a. Deciding the company's medium-term development strategies and plans and annual business plans of the Company;
  - b. To propose the type of shares and total number of shares of each class to be offered;
  - c. Decision to sell unsold shares within the scope of the number of shares offered for sale of each type; decide to mobilize capital in other forms;
  - d. To decide on the offering price of shares and bonds of the company;
  - e. To decide to redeem shares as prescribed Clauses 1 and 2, Article 133 of the Enterprise Law;
  - f. To decide investment plans and investment projects within competence and limits as prescribed by law;
  - g. To make decisions on solutions for market development, marketing and technology;
  - h. To approve purchase, sale, loan, loan and contract, other transactions with a value smaller than 50% of the total asset value recorded in the most recent financial statements of the Company. This provision does not apply to contracts, transactions under the jurisdiction of General Meeting of Shareholders as prescribed at Point d, Clause 2, Article 138, Clause 1 and Clause 3, Article 167 of the Enterprise Law;
  - i. To elect and dismiss the Chairman of the Board of Directors; appoint, dismiss, sign the contract, terminate the contract with the General Director and other important managers prescribed by the company's charter; decide the salaries and benefits of those managers; appoint authorized



representatives to participate in the Members' Council or the General Meeting of Shareholders in other companies, decide the remuneration and other benefits of such people;

j. To supervise and direct the General Director and the guest manager in running the day-to-day business of the Company;

k. To decide the organizational structure, internal management regulations of the company, decisions on the establishment of subsidiaries, branches, representative offices, and capital contribution and share purchase of other enterprises;

l. To approve the program and contents of documents serving the meeting of the General Meeting of Shareholders, convening the General Meeting of Shareholders, or collecting opinions for approval of the General Meeting of Shareholders;

m. To submit annual audited financial statements to the General Meeting of Shareholders;

n. To recommend the dividend rates to be paid, to make decisions on the time-limit and procedures for payment of dividends or for dealing with losses incurred in the business operation;

o. To propose the reorganization, dissolution and bankruptcy of the company;

p. Decision to promulgate regulations on operation of the Board of Directors, internal regulations on corporate governance after being approved by the General Meeting of Shareholders; decision to promulgate the Regulation on operation of the Auditing Committee under the Board of Directors, the Regulation on information disclosure of the company;

q. Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities and other provisions of law.

3. The Board of Directors must report to the General Meeting of Shareholders the operation results of the Board of Directors in accordance with the provisions of Article 280 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Securities Law.

#### **Article 28. Remuneration, salaries and other benefits of members of Board of Directors**

1. The Company has the right to pay remuneration and bonuses to members of the Board of Directors according to business results and efficiency.

2. Members of the Board of Directors are entitled to remuneration and bonuses. Remuneration for work is based on the number of working days required to complete the tasks of the Board member and the daily remuneration. The Board of Directors estimates the remuneration for each member on the principle of consensus. The total remuneration and bonus of the Board of Directors will be decided by the General Meeting of Shareholders at the annual meeting;

3. Remuneration of each member of the Board of Directors is included in the business expenses of the Company in accordance with the provisions of the law on corporate income tax, which is presented as a separate item in the annual financial statements of the Company and must report to the General Meeting of Shareholders at the annual meeting.

4. A member of the Board of Directors holding the executive position, or a member of the Board of Directors working for committees of the Board of Directors or perform other tasks beyond the normal scope of duties of a member of the Board of Directors, may be paid additional remuneration in the form of a lump-sum payment, wages, percentage of profits, or other forms as decided by the Board.

5. Members of the Board of Directors may be paid all expenses for travel, accommodation, meals and other reasonable costs that they had to pay when implementing their obligations as members of the Board of Directors, including expenses incurred in attending meetings of the General Assembly of Shareholders, the Board of Directors, or committees of the Board of Directors.

6. Members of the Board of Directors may be purchased liability insurance by the Company after obtaining approval from the General Meeting of Shareholders. This insurance does not include insurance for the responsibilities of the members of the Board of Directors related to the violation of the law and the Company Charter.

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

1. The Chairman of the Board of Directors is elected, dismissed or removed from office among the members of the Board of Directors.

2. The Chairman of the Board of Directors cannot concurrently hold the position of the General Director.

3. The Chairman of the Board of Directors shall have the following rights and duties:

a. Prepare the program and plan of operation of the Board of Directors;

b. To prepare the program, contents and documents for the meeting; To convene and preside over meetings of the Board of Directors;

c. Implementing the approval of resolutions and decisions of the Board of Directors.

d. To supervise the implementation of the resolutions and decisions of the Board of Directors;

e. Chair the General Meetings of Shareholders;

f. Other rights and obligations in accordance with the Law on Enterprises and this Charter.

4. In case the Chairman of the Board of Directors submits a resignation or is dismissed or removed from office, the Board of Directors must elect a replacement within ten (10) days from the date of receipt of the resignation or dismissal or removal application.

5. If the Chairman of the Board of Directors is absent or unable to perform his/her tasks, he/she shall authorize in writing another member to exercise the rights and obligations of the Chairman of the Board of Directors in accordance with the prescribed principle in the company charter. In case no person is authorized or the Chairman of the Board of Directors dies, is missing, is held in custody, is serving a prison sentence, is serving administrative handling measures at a compulsory detoxification establishment or compulsory education establishment, escaping from residence, restricted or incapable of civil acts, having difficulty in understanding, mastering acts, banned by court from holding positions, banned from practicing or working certain jobs, the remaining members elect one of the members to hold the position of Chairman of the Board of Directors on the principle that the majority of the remaining members approve until there is a new decision of the Board of Directors.

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

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 working days from the end of the Board of Directors election for that term. This meeting was convened and chaired by the member with the highest number of votes or the highest rate of votes. If there is more than one member with the highest or equal number of votes

or votes, the members shall vote on the principle of majority to select one (01) of them to convene a meeting of the Board of Directors.

2. The Board of Directors must meet at least once (01) a quarter and may hold an extraordinary meeting.

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

- a. At the request of independent members of the Board of Directors;
- b. At the request of the General Director or at least 05 other managers;
- c. On the request of at least two (02) members of the Board of Directors;
- d. Other cases are under the provisions of law and this Charter.

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 seven (7) working days from the date of receipt of the request mentioned in Clause 3 of this Article.

If the chairman fails to convene a meeting of the Board of Directors pursuant to a request, the chairman of Board of Directors shall be liable for damage caused to the company; the person making the request shall have the right to replace chairman of the Board of Directors in convening a meeting of the Board of Directors.

6. The Chairman of the Board of Directors or the convener of the meeting of the Board of Directors must send a notice of meeting invitation no later than 03 working days before the meeting date. The notice of invitation must specify the specific time and location of the meeting, the agenda and issues to be discussed and resolutions. The notice of invitation must be accompanied by documents to be used at the meeting and voting forms for the members.

Invitations to meetings of the Board of Directors can be sent by invitation, phone, application software or other approved by the General Meeting of Shareholders, electronic means or other method and guaranteed to reach the contact address of each member of the Board of Directors registered at the Company.

7. The Chairman of the Board of Directors or the convener shall send the meeting invitation and attached documents to the members of the Board of Directors.

8. A meeting of the Board of Directors shall be held when three quarters (3/4) of the total number of members or more are present at the meeting. If the meeting is convened in accordance with this clause, the number of members attending the meeting as stipulated shall not be met. The second meeting shall be convened within seven (07) days from the date of the first meeting. In this case, the meeting shall be conducted if more than one member of the Board attends 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 another person to attend the meeting as provided for in Clause 11 of this Article;
- c. Attending and voting via online conferences, electronic voting or other electronic forms;

d. Send votes to the meeting by mail, email, application software or other approved by the General Meeting of Shareholders.

10. In case of sending votes to meetings by mail, the votes must be in a sealed envelope and must be sent to the chairman of the Board of Directors at least one (01) hour before the opening of the meeting. Written votes shall only be opened in the presence of all the people attending the meeting.

11. Members must fully participate in all meetings of the Board of Directors. A member may authorize another person to attend the meeting and vote if the majority of members of the Board of Directors approve.

12. Resolutions, decisions of the Board of Directors approved by the majority of attending members; In cases where the number of votes is equal, the final decision shall belong to the side with the chairman of the Board of Directors.

### **Article 31. Committees of the Board of Directors**

1. The Board of Directors can establish an affiliated committee to take charge of development policy, human resources, compensation, internal audit, and risk management. The number of members of the committee is decided by the Board of Directors with at least three (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 make up the majority of the committee and one of these members will be appointed as the Head of the committee according to the decision of the Board of Directors. The activities of committees must comply with the regulations of the Board of Directors. Independent member of the Board of Directors will serve as the head of the Auditing Committee. The resolution of committee is only effective when the majority of members attend and vote for approval at the meeting of the committee.

2. Execution of decisions of the Board of Directors, or Committees under the Board of Directors must comply with current law provisions and regulations of the Company's Charter, Internal regulations on corporate governance.

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

1. The Board of Directors of the Company must appoint at least one (01) person in charge of corporate governance to support corporate governance at the enterprise. The person in charge of corporate governance can 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 cannot concurrently work for an approved audit organization that is auditing the financial statements of the Company.

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

a. Advising the Board of Directors on the organization of the General Assembly of Shareholders in accordance with the regulations and related work between the Company and its shareholders;

b. Prepare meetings of the Board of Directors and the General Meeting of Shareholders at the request of the Board of Directors;

c. Consulting on the procedures of the meetings.

d. Attending meetings.

e. Advising procedures for making resolutions of the Board of Directors in accordance with the provisions of law;

- f. Providing financial information, copies of minutes of meetings of the Board of Directors and other information for members of the Board of Directors;
- g. Supervising and reporting to the Board of Directors on disclosure of information of the company.
- h. Being a liaison point with stakeholders;
- i. Confidentiality of information in accordance with the provisions of law and the Charter of the company;
- j. Other rights and obligations as stipulated by law and this Charter.

## **CHAPTER VIII.**

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

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

The management system of the Company 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 day-to-day business of the Company. The Company has a General director, deputy General director, chief accountant and other management positions appointed by the Board of Directors. The appointment or dismissal or removal of the above-mentioned titles must be approved by resolutions and decisions of the Board of Directors.

#### **Article 34. Corporate Executive**

1. Executives of the Company include the General Director, Deputy General Director, Chief Accountant and other executives as prescribed by law and this Charter.
2. At the proposal of the General director and approved by the Board of Directors, the Company may recruit other management officials in accordance with the number and criteria in accordance with the structure and management regulations of the Company. Executive officers must be diligent to support the Corporation to achieve the objectives set in the operation and organization.
3. The General Director is paid salary and bonus. Salary and bonus of the General Director is decided by the Board of Directors.
4. The salary of the executive is included in the business expenses of the Company in accordance with the provisions of the law on corporate income tax, which is presented as a separate item in the annual financial statements of the Company and must report to the General Meeting of Shareholders at the annual meeting.

#### **Article 35. Appointment, dismissal, tasks and powers of the General director**

1. The Board of Directors appoints 01 member of the Board of Directors or hires another person to be the General Director.
2. The General Director is the person who runs the day-to-day business of the company; be subject to supervision by the Board of Directors; take responsibility before the Board of Directors and before law for the exercise of their assigned rights and obligations.
3. The term of office of the Director General shall not exceed five (05) years; can be re-appointed with 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. Make decisions on all issues relating to the day-to-day business operation of the company not requiring resolutions of the Board of Directors.
  - b. Implementing resolutions, decisions of the Board of Directors.
  - c. Organize the implementation of the business plan and investment plan of the company;
  - d. Recommend the organizational structure, internal management regulations of the Company;
  - e. Appoint or dismiss managerial positions in the Company, except for those under the authority of the Board of Directors;
  - f. Decide salary and other benefits of employees in the Company, including managers under the authority of appointment of the General Director;
  - g. Recruit labor;
  - h. Recommend the plan of paying dividends or dealing with losses in business;
  - i. Other rights and obligations as provided for by law, the Company Charter and resolutions of the Board of Directors.
5. The General Director must run the daily business of the company in accordance with the law, the company's charter, the labor contract signed with the company and the resolutions and decisions of the Board of Directors. In case of operating contrary to the provisions of this Clause, causing damage to the company, the director or general director shall be responsible before law and must compensate for the damage to the company.
6. The Board of Directors may dismiss the General Director when the majority of the members of the Board of Directors have the right to vote for the meeting and appoint the new General Director to replace them.

## **CHAPTER IX.**

### **AUDITING COMMITTEE UNDER THE BOARD OF DIRECTORS**

#### **Article 36. Candidacy, nomination of members of the Auditing Committee**

1. The chairman of the Auditing Committee and other members of the Auditing Committee are nominated by the Board of Directors and are not executives of the Company.
2. The appointment of the chairman of the Auditing Committee and other members of the Auditing Committee must be approved by the Board of Directors at the meeting of the Board of Directors.

#### **Article 37. Members of Auditing Committee**

1. The Auditing Committee has three (03) members or more. The chairman of the Auditing Committee must be an independent member of the Board of Directors. Other members of the audit committee must be non-executive Board members.
2. Members of the Auditing Committee must have knowledge of accounting and auditing, have a general understanding of the laws and operations of the Company and do not fall into the following cases:
  - a. Working in the accounting and finance department of the company;

b. Being a member or employee of an auditing organization approved to audit the financial statements of the Company in the previous 3 years;

3. The chairman of the Auditing Committee must have a university degree or higher in one of the majors in economics, finance, accounting, auditing, law or business administration.

### **Article 38. Rights and obligations of the Audit Committee**

The Audit Committee has the rights and obligations as prescribed in Article 161 of the Enterprise Law, the company's charter and the following rights and obligations:

1. Have the right to access documents related to the Company's operations and exchange with other members of the Board of Directors, the General Director, Chief Accountant and other managers to collect information for the Company's operations of the Auditing Committee.

2. Have the right to request the representative of audit organization to be approved to attend and answer questions related to the audited financial statements at meetings of the Auditing Committee.

3. Use legal, accounting or other external consulting services when necessary.

4. Develop and submit to the Board of Directors policies on risk detection and management; propose to the Board of Directors solutions to handle risks arising in the Company's operations.

5. Prepare a written report and send it to the Board of Directors when detecting that members of the Board of Directors, General Director and other managers have not fully performed their responsibilities as prescribed in the Law on Enterprises and the Company's charter.

6. Develop the operation regulation of the Auditing Committee and submit it to the Board of Directors for approval.

### **Article 39. Meeting of Auditing Committee**

1. The Auditing Committee must meet at least two (02) times a year. Minutes of the meeting are made in detail, clearly and must be kept in full. The minutes maker and members of the Audit Committee attending the meeting must sign the minutes of the meeting.

The audit committee adopts the decision by voting at the meeting, collecting opinions in writing or by other means prescribed by the company's charter or the Regulation on operation of the audit committee. Each audit committee member has one vote.

The Auditing Committee's decision is adopted if it is approved by a majority of the attending members; In case of equal number of votes, the final decision shall be made in favor of the vote of the chairman of the Auditing Committee.

### **Article 40. Report on activities of independent members of the Board of Directors in the Auditing Committee at the Annual General Meeting of Shareholders**

1. Independent members of the Board of Directors in the Auditing Committee are responsible for reporting on activities at the Annual General Meeting of Shareholders.

2. The report on activities of independent members of the Board of Directors in the Auditing Committee at the Annual General Meeting of Shareholders must contain the following contents:

a. Remuneration, operating expenses and other benefits of the Auditing Committee and each member of the Auditing Committee shall be in accordance with the provisions of the Law on Enterprises and the company's charter;

- b. Summary of the meetings of the Auditing Committee and the conclusions and recommendations of the Auditing Committee;
- c. Supervision results for financial statements, operations, and financial position of the Company;
- d. Report on evaluation of transactions between the Company, its subsidiaries and other companies in which the Company holds control over fifty percent (50%) or more of the charter capital with members of the Board of Directors, the General Director, other executives of the enterprise and related people of such object; a transaction between the Company and the company in which member of the board of directors, general director or other executive of the enterprise is a founding member or a manager of the enterprise within the last three (03) years before the time of transaction;
- e. Results of assessment of the Company's internal control and risk management system;
- f. Supervision results for the Board of Directors, General Director and other executives of the enterprise;
- g. Results of evaluation of coordination between the Auditing Committee and the Board of Directors, General Director and shareholders;
- h. Other contents.

## **CHAPTER X:**

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

Members of the Board of Directors, General Director and other managers shall be responsible for the performance of their duties, including duties as members of the committees of the Board of Directors, to be honest, careful in the interests of the Company.

#### **Article 41. Responsibility of honest and avoid conflicts of interest**

1. Members of the Board of Directors, General Director, and other managers must disclose related benefits in accordance with the Law on Enterprises and other relevant legal documents.
2. Members of the Board of Directors, General Director, other managers and related persons of these members are only allowed to use information obtained through their positions to serve the benefits of the Company.
3. Members of the Board of Directors, General Director and other executives are obliged to notify in writing the Board of Directors of transactions between the Company, its subsidiaries and other companies held by the public company controlling more than fifty percent (50%) or more of the charter capital of such object or of related people of such object 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 on these resolutions in accordance with the securities law on information disclosure.
4. A member of the Board of Directors is not allowed to vote on a transaction that brings benefits to that member or his/her related persons in accordance with the Enterprise Law and the this Charter.



5. Members of the Board of Directors, General Director, other managers and related persons of these subjects are not allowed to use or disclose to others internal information to perform the related transaction.

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

a. For transactions with a value less than or equal to 05% of the total value of assets recorded in the most recent financial statements, the important contents of the contract or transaction as well as the relationships and interests of the members of the Board of Directors, General Director, other executives have been reported to the Board of Directors and approved by the Board of Directors by a majority of the votes of the members of the Board of Directors with no related interests;

b. For a transaction with a value greater than 05% or a transaction resulting in transaction value arising within 12 months from the date of making the first transaction valid from 20% or more of the total value of assets recorded in the most recent financial statements, important contents of this transaction as well as relationships and interests of members of the Board of Directors, General Director, other executives have been announced to shareholders and approved by the General Meeting of Shareholders by votes of shareholders with no related interests.

#### **Article 42. Liability for damage and compensation**

1. Members of the Board of Directors, General Director and other executives who violate their obligations, responsibility for honesty and prudence, fail to fulfill their obligations shall be responsible for the damage caused by their violations.

2. The Company indemnifies persons who have been, are or may become a related party in claims, lawsuits or prosecutions (including civil and administrative cases and they are not lawsuits by the Company as the plaintiff) if that person has been or is a member of the Board of Directors, General Director, other executives, employees or authorized representatives of the Company who have been or are performing duties under the authorization of the Company, act honestly, prudently in the interests of the Company on the basis of compliance with the law and without evidence that such person has violated his responsibility.

3. Compensation costs include judgment costs, fines, actual payable payments (including attorneys' fees) when dealing with these cases within the framework of permitted by law. The company can purchase insurance for these people to avoid the above liability.

### **CHAPTER XI.**

#### **RIGHT TO LOOKUP BOOKS AND RECORDS OF THE COMPANY**

##### **Article 43. Right to lookup books and records**

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

a. Ordinary shareholders have the right to review, look up and extract information about names and contacts in the list of shareholders with voting rights; request to correct their inaccurate information; review, look up, extract or copy the company's charter, minutes of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;

b. A shareholder or group of shareholders owning 5% or more of the ordinary shares or more has the right to consider, look up, extract the book of minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial statements, contracts, transactions must be passed by the Board of Directors and other documents, except documents related to trade secrets or business secrets of the Company.

2. In case an authorized representative of a shareholder and a group of shareholders request to look up books and records, there must be a power of attorney of the shareholder and group of shareholders that such person represents or a notarized copy of this power of attorney.

3. Members of the Board of Directors, General Director and other managerial officials have the right to inspect the register books of shareholders of the Company, list of shareholders and the books and other profiles of the company for purposes relating to his position, provided that these information must be kept confidential.

4. The company must keep this Charter and versions of the additional revision Charter, the certificate of business registration, regulations, documents evidencing ownership of assets, the resolutions of the General Assembly of Shareholders and the Board of Directors, the minutes of the General Assembly of Shareholders and the Board of Directors, the statements of the Supervisory Board, the annual financial statements, bookkeeping's and any other documents under the provisions of law at head office or elsewhere with conditions as shareholders and business registration agencies are informed the location storing documents.

5. The company charter must be published on the website of the company.

## **CHAPTER XII:**

### **EMPLOYEES AND TRADE UNION**

#### **Article 44. Employees and trade union**

1. General Director must plan to be adopted by Board of Directors for the issues related to recruitment, severance for employees, salary, social insurance, welfare, reward and discipline for employees and executive officers.

2. The General Director must plan in order to Board of Directors adopt the issues related to the relationships of the Company with the trade union accredited under the standards, practices and the best management policies, practices and policies stipulated at this Charter, regulations of the Company and the current legal provisions.

## **CHAPTER XIII:**

### **PROFIT DISTRIBUTION**

#### **Article 45. Profit distribution**

1. The General Assembly of Shareholders decides on the level of dividends payment and the form of annual dividends from the retained earnings of the Company.

2. The company does not pay interest on dividends or payments related to a class of shares.

3. The Board of Directors may propose the General Assembly of Shareholders to approve the payment of all or part of dividends by shares and the Board of Directors is the executing agency of this decision.
4. In case dividends or other money amounts related to a type of shareholdings are paid in cash, the Company will have pay in Vietnam dong. Payments can be made directly or through banks on the basis of bank account details provided by shareholders. In case the company having account transfer strictly according the details of the bank provided by the shareholders that such shareholders do not get the money, the company is not responsible for the funds transferred by the Company to the shareholder. The dividend payment for the shares listed/registered for trading on/at the Department of Stock Exchange may be conducted through securities companies or Vietnam Securities Depository and Clearing Corporation.
5. Pursuant to the Enterprise Law, the Law on Securities, the Board of Directors passed the resolutions, decisions stipulated a specific date to close the list of shareholders. Referring to that date, those who registered as shareholders or holders of other securities are entitled to receive dividends in cash or stocks, receive notices or other documents.
6. Other issues related to profit distribution are implemented in accordance with law.

## **CHAPTER XIV:**

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

#### **Article 46. Account Number**

1. The Company will open bank accounts at banks in Vietnam or at branch of foreign banks licensed to operate in Vietnam.
2. According to the prior approval of the competent authorities, in case of necessity, the Company may open bank accounts in foreign countries under the provisions of law.
3. The Company will conduct all the payments and accounting transactions through bank accounts in Vietnam dong or foreign currency at banks that the Company opens bank accounts.

#### **Article 47. Financial year**

The financial year of the Company commences on 01 January annually and ends on 31 December annually. The first fiscal year starts on the date of issuance of the enterprise registration certificate and ends on the 31st of December immediately after the date of issuance of the enterprise registration certificate.

#### **Article 48. Accounting system**

1. The accounting system used by the Company is the corporate accounting system or a specific accounting system promulgated and approved by competent agency.
2. The company makes accounting books in Vietnamese and keeps accounting records in accordance with the law on accounting and related laws. These profiles must be accurate, updated, systematic and should be sufficient to demonstrate and explain the Company's transactions.
3. The Company uses Vietnam dong as the currency unit used in accounting. In cases where the Company has economic operations arising mainly in a foreign currency, it may select such foreign currency as its currency unit in accounting, take responsibility for such choice before law and notify the direct tax administration.

**CHAPTER XV:  
FINANCIAL STATEMENTS, ANNUAL REPORT AND LIABILITY FOR  
INFORMATION DISCLOSURE**

**Article 49. Annual, semi-annual and quarterly financial statements**

1. The Company must prepare annual financial statements and annual financial statements must be audited according to the provisions of law. The Company publishes its audited annual financial statements in accordance with the law on disclosure of information on the stock market and submits it to competent state agencies.
2. Annual financial statements must include full of statements, appendices and notes in accordance with the law on corporate accounting. Annual financial statements must reflect honestly and objectively the operating situation of the Company.
3. Company must prepare and publish reviewed semi-annual financial statements and quarterly financial statements in accordance with the law on disclosure of information on the stock market and submit them to competent state agencies.

**Article 50. Annual report**

The Company must prepare and publish annual reports in accordance with the law on securities and securities market.

**CHAPTER XVI:  
AUDITING THE COMPANY**

**Article 51. Auditing**

1. The General Assembly of Shareholders shall appoint an independent auditing company or a list of independent auditing companies and authorizes the Board of Directors to select one of these auditing units conducting audit activities of the Company for the next fiscal year based on the terms and conditions agreed with the Board of Directors.
2. The audit report is attached to the annual financial statements of the Company.
3. An independent auditor performs the audit financial statement of the company is allowed to attend the General Meeting of Shareholders and is entitled to receive notices and other information related to the meeting of the General Meeting of Shareholders and to express their opinions at the meetings on matters relating to the audit of financial statements of the Company.

**CHAPTER XVII:  
SEAL OF THE ENTERPRISE**

**Article 52. Seal of the enterprise**

1. The seal includes the seal made at the stamp-engraved establishment or the seal in the form of a digital signature in accordance with the law on electronic transactions.

2. The Board of Directors decides on the seal type, quantity, form and content of the seal of the Company, its branches, representative offices (if any).
3. The Board of Directors and General Director shall use and manage the seal in accordance with current law.

## **CHAPTER XVIII: DISSOLUTION OF THE COMPANY**

### **Article 53. Dissolution of the company**

1. The Company may be dissolved in the following cases:
  - a. Ending the active period as recorded in Charter of company without the renewal decisions;
  - b. According to the resolutions, decisions of the General Meeting of Shareholders;
  - c. Enterprise registration certificate is revoked, unless otherwise prescribed by the Law on Tax Administration;
  - d. Other cases prescribed by law.
2. The dissolution of the Company ahead of schedule (including the extended period) is made decision by the General Assembly of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified to or approved by the competent authority (if required) as prescribed.

### **Article 54. Extension of operation**

1. The Board of Directors shall convene the General Assembly of Shareholders at least seven (07) months before the expiration of operations in order to shareholders able to vote on the extension of the Company's operations for some time at the request of the Board of Directors.
2. The term of operation is extended when the number of shareholders representing 65% or more of the total votes of all shareholders attending the General Meeting of Shareholders approves.

### **Article 55. Liquidation**

1. At least six (06) months before the end of the Company term or after the decision to dissolve the Company, the Board of Directors must establish a Liquidation Committee consisting of three (03) members, of which two (02) members appointed by the General Meeting of Shareholders and one (01) member appointed by the Board of Directors from 01 independent auditing company. The Liquidation Board will prepare regulations of its activities. Members of the Liquidation Board may be selected from among employees of the Company or independent experts. All costs related to the liquidation will be the priority of payment by the Company before other debts of the Company.
2. The Liquidation Board is responsible for reporting to the business registration office on the date of establishment and the start of operation. From that time, the Liquidation Board on behalf of company in all affairs related to the liquidation of the Company in court and administrative agencies.
3. Proceeds from the liquidation will be paid in the following order:
  - a. The liquidation expenses;

- b. Wages, severance allowances, social insurance and other interests of employees under the signed collective labor agreements and labor contracts;
- c. Tax debt;
- d. Other liabilities of the Company;
- e. The remaining balance after payment of all liabilities from section (a) to section (d) above shall be distributed to shareholders. The preferential shares will prioritize prepayment.

**CHAPTER XIX:  
INTERNAL DISPUTES RESOLUTION**

**Article 56. Internal Dispute Resolution**

1. In case of disputes arising or complaint relating to the Company's operations or to the rights of the shareholders as stipulated in the Enterprise Law, the Company Charter, other legal provisions or agreements between:

- a. Shareholders and the Company;
  - b. Shareholders with the Board of Directors, General Director or other executives;
  - c. Related parties will try to resolve such disputes through negotiation and conciliation. Except disputes relating to the Board of Directors or the Chairman of Board of Directors, the Chairman of Board of Directors shall preside the settlement of disputes and will require each party to present practical factors related disputes within 10 working days from the date that disputes arose. In case disputes are related to the Board of Directors or the Chairman of Board of Directors, any party may require General Assembly of Shareholders appointment of an independent expert to act as an arbitrator for the dispute settlement process.
2. In case the conciliation for such disputes is not successfully within six (06) weeks from the start of the conciliation process or if the decision of mediation does not accepted by the parties, disputes may be sent by either party to the arbitration or the court.
3. The parties will bear its costs relating to the procedure of negotiation and conciliation. The costs for Court shall be borne by the party under the Court's judgment.

**CHAPTER XX:  
AMENDATION AND ADDITION OF THE CHARTER**

**Article 57. The company's charter**

- 1. The addition and amendment to this Charter shall be considered and decided by the General Meeting of Shareholders.
- 2. In case there is a law relating to the operation of the Company which is not mentioned in this Charter or there is a new law provisions different from those in this Charter, such provisions shall apply to adjust the activities of the Company.

**CHAPTER XXI:  
EFFECTIVE DATE**

**Article 58. Effective date**

1. This charter consists of twenty-one (21) chapters, fifty-eight (58) articles approved by the General Meeting of Shareholders of Thang Loi Group Real Estate Joint Stock Company on August 19<sup>th</sup>, 2022 and mutually agree the full effect of this Charter.
2. The Charter is made into 10 copies with the same value and must be kept at the head office of the Company.
3. This Charter is the unique and official version of the Company.
4. Copies or excerpts of the Charter of the Company are valid when signed by the Chairman of the Board of Directors or at least one-half of the total number of members of the Board of Directors.

**LEGAL REPRESENTATIVE  
CHAIRMAN OF BOARD OF DIRECTORS**

(Signed and sealed)

**DUONG LONG THANH**