

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

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**CHARTER**  
**PETROVIETNAM CAMAU**  
**FERTILIZER JOINT STOCK COMPANY**

Adopted by the General Meeting of Shareholders on June 12, 2023

*Ca Mau, June 12, 2023.*

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## **PREAMBLE**

This Charter is adopted by a decision of the General Meeting of Shareholders of PetroVietnam Ca Mau Fertilizer Joint Stock Company at the general meeting held on June 12, 2023.

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

#### **Article 1. Interpretation of terms:**

1. In this Charter, the terms below are construed as follows:
  - a. “Charter capital” is the total par value of shares sold or registered upon the establishment of the enterprise and specified in Article 6 of this Charter;
  - b. “Voting capital” is the share capital of which the owner has the right to vote on matters under the decision-making authority of the General Meeting of Shareholders;
  - c. “Law on Enterprises” means the Law on Enterprises dated June 17, 2020;
  - d. “Law on Securities” means Law on Securities dated November 26, 2019;
  - e. “Establishment day” is the day on which the Company is granted the certificate of enterprise registration (Certificate of business registration) for the first time;
  - f. “Executives” are the General Director, Deputy General Director, Chief accountant;
  - g. “Managers” are Chairman of the Board of Directors, members of the Board of Directors, General Director, Deputy General Director and Chief accountant;
  - h. “Related persons” are individuals, organizations specified in Clause 23, Article 4 of the Law on Enterprises, Clause 46, Article 4 of the Law on Securities;
  - i. “Major shareholders” mean shareholders as specified in Clause 18, Article 4 of the Law on Securities;
  - k. “Operating period” is the operating period of the Company prescribed in Article 2 of this Charter and the extension time (if any) approved by the General Meeting of Shareholders of the Company;
  - l. “Vietnam” is the Socialist Republic of Vietnam;
  - m. “Company” means PetroVietnam Ca Mau Fertilizer Joint Stock Company;
  - n. “General Meeting of Shareholders” means the General Meeting of Shareholders of PetroVietnam Ca Mau Fertilizer Joint Stock Company, the highest decision-making body of the Company, including all shareholders with voting rights;
  - o. “Board of Directors” is the Board of Directors of PetroVietnam Ca Mau Fertilizer Joint Stock Company;
  - p. “Shareholders” mean individuals or organizations owning at least one share of the Company;
  - q. “Dividend” means a net profit paid to each share in cash or other assets from the residual profit of the Company after all financial obligations are fulfilled;

r. “Conventional meeting” is a form of meeting in which meeting participants are present, directly monitor, discuss and vote/confirm the agenda of the meeting at a specific location;

s. “Online meeting” is a form of “meeting” through technological equipment connected to the internet/PSTN, using audio and/or video communication software, solutions to connect many people in different geographical locations for monitoring, discussing and voting/confirming the agenda of the meeting;

t. “Voting” means the act of shareholders or individuals or organizations authorized by shareholders to vote directly at a conventional meeting, to vote electronically or in other electronic forms at an online meeting or to send votes to the meeting via mail, fax, email;

u. Internal regulation on Corporate governance: means the Regulation on Corporate governance established by the Board of Directors, submitted the General Meeting of Shareholders for approval and promulgated by the Board of Directors. It covered the provisions on Corporate governance, management in compliance with the provisions of law from time to time.

v. Internal management regulations: means the regulations promulgated by the Company, in compliance with the provisions of applicable law and the Company’s Charter.

2. In this Charter, the references to one or more of the provisions or other documents include the amendments or superseding documents.

3. The titles (chapters, articles of this Charter) are for convenience of understanding and does not affect the content of this Charter.

## **II. NAME, FORM, HEADQUARTERS AND BRANCH, REPRESENTATIVE OFFICE, OPERATING PERIOD AND LEGAL REPRESENTATIVE OF THE COMPANY.**

### **Article 2. Name, form, headquarters and branch, representative office and operating period of the company:**

1. Company name

- Name of the Company in Vietnamese:

**CÔNG TY CỔ PHẦN PHÂN BÓN DẦU KHÍ CÀ MAU**

- Name of the Company in English:

**PETROVIETNAM CAMAU FERTILIZER JOINT STOCK COMPANY**

- Abbreviated company name: **PVCFC**.

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

3. Registered headquarters of the Company:

- Headquarters address:

Lot D, Ward 1 Industrial Zone, Ngo Quyen Street, Ward 1, Ca Mau City, Ca Mau Province, Vietnam

- Telephone: 0290.3819.000;

- Fax: 0290.3590501;
- E-mail: pvcfc@pvcfc.com.vn;
- Website: www.pvcfc.com.vn;

4. Securities code: DCM.

5. Listing exchange: Ho Chi Minh Stock Exchange (HOSE).

6. Logo of the Company: The Logo of the Company is designed for a better Brand recognition of Vietnam Oil and Gas Group; it is managed and utilized on the basis of agreement on trademark license transfer between the Company and Vietnam Oil and Gas Group in accordance with the regulations of Vietnam Oil and Gas Group.



7. The company may establish branches and representative offices in the area of business to carry out the objectives of operation of the Company in accordance with the resolutions of the Board of Directors and to the extent permitted by the law.

8. Unless termination of operations before the time limit under Clause 2 of Article 57 of this Charter, the operating period of the Company starts from the establishment date and is indefinite.

### **Article 3. Legal representative:**

The company has 01 legal representative who is the General Director. The Board of Directors appoints, removes and dismisses the General Director in accordance with Article 35 of this Charter.

Rights and obligations of the legal representative:

Represent the Company to exercise rights and obligations arising from the Company's transactions, represent the Company as a claimant to settle civil matters, a plaintiff, a defendant, a person with related interests and obligations related prior to arbitration, court and other rights and obligations as prescribed by law.

The legal representative shall, upon leaving Vietnam, authorize in writing another individual residing in Vietnam to exercise the rights and obligations as a legal representative. In case of authorization, the legal representative is still responsible for exercising authorized rights and obligations.

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

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

1. Lines of business of the Company: Lines of business of the Company are prescribed in the attached appendix.
2. Objectives of the Company:
  - Do business effectively, preserve and develop shareholders' capital;
  - Maximize the Company's operational efficiency;

- Develop the Company into a leading enterprise in Vietnam and the region in the field of manufacturing and trading fertilizers and chemicals for agriculture and oil and gas industry. Apply biotechnology, save energy for investment and development of products for agriculture and other fields.

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

The company is allowed to conduct all business operations according to the business lines registered in this Charter and notify changes of the contents registered with business registration agencies and announced on the National Business Registration Portal. In case the Company conducts business in conditional business lines, the Company shall satisfy all business conditions as prescribed by the Law on investment and relevant specialized laws.

**IV. CHARTER CAPITAL.**

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

1. The charter capital of the Company is **5,294,000,000,000** dong (in words: *Five thousand two hundred and ninety-four billion dong*).

Total charter capital of the Company is divided into **529,400,000** shares with a par value of 10,000 (ten thousand) dong/each.

2. The company can change its Charter capital as approved by the General Meeting of Shareholders and in accordance with the provisions of the law.

3. All shares of the Company on the date of adoption of this Charter are ordinary shares. The rights and obligations attached to each class of shares held by shareholders are specified in Articles 11, 12 of this Charter.

4. The company can issue other preferred shares after having the approval of the General Meeting of Shareholders and in accordance with the provisions of the law.

5. Ordinary shares shall be offered with priority to the existing shareholders in proportion to the rate of its own ordinary shares in the Company, unless the General Meeting of Shareholders decides otherwise. The number of shares unregistered shall be decided by the Board of Directors of the Company. The Board of Directors may distribute such shares to shareholders and others under conditions not more favorable than the conditions offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.

6. The Company may purchase shares issued by the right company by the ways prescribed in this Charter and current law.

7. The Company may issue other securities as approved by the General Meeting of Shareholders and in accordance with the provisions of the law.

**Article 7. Share certificate:**

1. Shareholders of the Company are issued share certificates corresponding to the number of shares and class of shares owned.

2. Shares are securities that certify the owner's lawful rights and interests to part of the share capital of the issuing organization. Shares shall contain all the contents as specified in Clause 1, Article 121 of the Law on Enterprises.

3. Within thirty (15) days from the date of submission of complete dossiers to request the transfer of ownership of shares in accordance with regulations of the Company or within other periods specified by issuance provisions from the date of full payment of money to purchase shares as specified in the plan to issue shares of the Company, the holders of shares are issued share certificate. The shareholders do not have to pay to the Company the cost of printing share certificates.

4. In case a share certificate is lost, damaged or otherwise destroyed, the shareholder shall be reissued with another share certificate at the shareholder's request. The request shall contain the following information:

a. Information about the share certificate that has been lost, damaged or otherwise destroyed;

b. Assumption of responsibility for disputes over issuance of the new share certificate.

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

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

#### **Article 9. Share transfer:**

1. All shares are freely transferable unless otherwise provided by this Charter and the law. Shares listed or registered for trading on the Stock Exchange may be transferred in accordance with the provisions of the law on securities and the securities market.

2. The shares that have not been fully paid are not transferable and enjoyed relevant benefits such as the right to receive dividends, the right to receive shares issued to increase the share capital from the owner's equity, the right to buy new shares offered for sale and other interests as prescribed by law.

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

#### **Article 10. Organizational governance structure, management and control of the Company:**

Organizational structure, management and control of the Company includes:

1. General Meeting of Shareholders;
2. Board of Directors;
3. Board of Supervisors;
4. General Director.

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

#### **Article 11. Rights of shareholders:**

1. Every ordinary shareholder is entitled to:
  - a. Attend and give opinions at the General Meeting of Shareholders; exercise the right to vote directly or via an authorized representative or in another form



specified by the Charter, the law. Each ordinary share represents a vote in General Meeting of Shareholders.;

b. Receive dividends at the rate decided by the General Meeting of Shareholders;

c. Have the preemptive right when buying new shares in proportion to their ordinary shares in the Company;

d. Freely transfer their shares to others, unless otherwise prescribed by law;

d. Examine, look up and extract information about names and contact addresses in the list of shareholders with voting rights; request correction of their incorrect information;

e. Review, look up and extract or photocopy the Company's Charter, meeting minutes and resolutions of the General Meeting of Shareholders;

g. Receive a proportion of remaining asset which is proportional to his/her holdings when the Company is dissolved or bankrupt;

h. Require the Company to buy back their shares in cases prescribed at Article 132 of the Law on Enterprises;

i. Be treated equally. Each share of the same class shall provide its holder with equal rights, obligations and interests. For classes of preferred shares, the rights and obligations attached to these classes of preferred shares shall be approved by the General Meeting of Shareholders and fully disclosed to the shareholders;

k. Have full access to periodic and extraordinary information published by the Company in accordance with the law;

l. Have their legitimate rights and interests protected; request suspension or annulment of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the Law on Enterprises;

m. Other rights as prescribed by law and this Charter.

2. The shareholder or group of shareholders that holds at least five percent (05%) of total ordinary shares are entitled to:

a. Request the Board of Directors to convene the General Meeting of Shareholders as prescribed in Clause 3, Article 115 and Article 140 of the Law on Enterprises;

b. Review, look up, extract the number of minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, contracts, and transactions that shall be approved by the Board of Directors and other documents, except documents related to trade secrets, business secrets of the Company. Any look up, extract must follow the written instructions of PVCFC;

c. Request the Board of Supervisors to check specific issues related to the management and running of operations of the Company as it deems necessary. The request shall be made in writing with full name, contact address, nationality, number of personal legal papers for shareholders as individuals; name, enterprise code or number of organizational legal papers, headquarters address for shareholders as

organizations; the number of shares and time of registration of the shares of each shareholder, the total number of shares of the group of shareholders and the percentage of ownership of shares of the Company; issues in need of inspection and purposes of inspection;

d. Propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal shall be made in writing and sent to the Company at least three (03) working days before the opening date. The proposal shall specify the name(s) of shareholder(s), amount of each class of shares, issues proposed to the agenda;

d. Other rights as prescribed by law and this Charter.

3. A shareholder or a group of shareholders holding at least ten percent (10%) of the total number of ordinary shares have the right to nominate a candidate to the Board of Directors or Board of Supervisors when the Company adds or replaces personnel to the Board of Directors, the Board of Supervisors. The nomination of candidates to the Board of Directors and the Board of Supervisors shall be as follows:

a. Ordinary shareholders shall form a group to nominate candidates to the Board of Directors and the Board of Supervisors shall notify the meetings of groups of attending shareholders before the opening of the General Meeting of Shareholders;

b. According to the number of members of the Board of Directors and the Board of Supervisors, the shareholder or group of shareholders mentioned in this clause shall nominate one or some candidates for the Board of Directors and the Board of Supervisors under a decision of the General Meeting of Shareholders. In case the number of candidates nominated is smaller than the maximum number of candidates they may nominate according to a decision of the General Meeting of Shareholders, other candidates shall be nominated by the Board of Directors, the Board of Supervisors, and other shareholders (if any).

c. A shareholder or a group of shareholders holding 10% to less than 25% shall be entitled to nominate up to one (01) candidate; from 25% to less than 40% entitled to nominate up to three (03) candidates; from 40% to less than 50% entitled to nominate up to four (04) candidates; from 50% to less than 60% entitled to nominate up to five (05) candidates; from 60% to less than 70% entitled to nominate up to six (06) candidates; from 70% to less than 80% entitled to nominate up to (07) candidates; and from 80% to less than 90% entitled to nominate up to eight (08) candidates.

4. A shareholder or a group of shareholders holding at least 01% of the total number of ordinary shares have the right to sue on their own or on behalf of the Company on their personal liability and joint liability against members of the Board of Directors, the General Director to claim the return of benefits or compensation for the Company or others in the following cases:

a. Violate managerial responsibilities as prescribed at Article 165 of the Law on enterprises;

b. Fail to perform or perform incompletely, untimely or contrary to the provisions of law or the Company's Charter, resolutions and decisions of the Board of Directors regarding the assigned rights and obligations;

c. Abuse their title, position and the Company's information, know-how, business opportunities and other assets for personal gain or for the interests of other organizations and individuals;

d. Other cases prescribed by law and the Company's Charter.

The proceedings, procedures for lawsuit shall comply with the legal provisions on civil procedure. The Company shall include in its expenses the costs of filing a lawsuit by any shareholder, group of shareholders on behalf the Company, unless such cases are dismissed by the court

5. Shareholders holding at least 10% of the total number of ordinary shares may have up to five (05) authorized representatives.

6. Shareholders, group of shareholders prescribed in this Article are entitled to review, look up, extract necessary information in accordance with the Court's decision, Arbitration before or during the litigation process.

### **Article 12. Obligations of shareholders:**

Ordinary shareholders have the following obligations:

1. Pay for the ordered shares in full and on time.

2. Not to withdraw capital contribution by ordinary shares in any shape or form, unless such shares are repurchased by the Company or other persons. In case a shareholder withdraws part of or all of the contributed share capital against this clause, such shareholder and people with related interests in the Company are jointly responsible for the debts and other liabilities of the Company up to the value of withdrawn shares and the damage caused.

3. Comply with the Company's Charter and Internal management regulations.

4. Comply with resolutions, decisions of the General Meeting of Shareholders, the Board of Directors.

5. Keep confidential the information provided by the Company in accordance with the Company's Charter and the law; only use the information provided to exercise and protect their legitimate rights and interests; be strictly forbidden to distribute, copy or transmit information provided by the Company to other organizations and individuals.

6. Attend the General Meeting of Shareholders and exercise their voting right through following forms:

a. Attend and cast votes directly at the meeting;

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

c. Attend and vote online, electronically or in other electronic forms;

d. Send votes to the meeting by post, fax or email;

đ. Send votes by other means as prescribed in the Company's Charter.

7. Take personal responsibilities in the name of the Company in any form to perform one of the following acts:

a. Violate law;

- b. Conduct the business and other transactions for personal benefits or serving benefits of other individuals;
  - c. Make payment of undue debts before financial risks for the Company.
8. Be responsible for accurate and timely notification of personal information, including contact address and in case of any change.
9. Always put on a good cooperative attitude and polite manner when contributing ideas for the best development of the Company.
10. Complete other obligations as prescribed by the current law.

**Article 13. General Meeting of Shareholders:**

1. The General Meeting of Shareholders consisting of all shareholders with voting rights is the highest decision-making body of the Company. The General Meeting of Shareholders shall hold an annual meeting once a year and within four (04) months from the end of the fiscal year. The Board of Directors shall decide to extend the Annual General Meeting of Shareholders where necessary, but not exceeding 06 months from the end of the fiscal year. Apart from annual general meetings, extraordinary general meetings may be held. The venue of the General Meeting of Shareholders shall be determined to be the place where the chairperson attends the meeting and shall be in the territory of Vietnam.

2. The Board of Director shall convene the Annual General Meeting of Shareholders and select an appropriate venue. The Annual General Meeting of Shareholders shall decide the issues as prescribed by law and the Company's Charter, particularly approve the audited annual financial statements. The Company shall invite a representative of the audit company which is approved to audit the Company's financial statements (according to the audit contract signed annually between the two parties) to attend the Annual General Meeting of Shareholders and the above-mentioned approved audit company's representative is responsible for attending the Company's Annual General Meeting of Shareholders.

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

- a. The Board of Directors deems it necessary for the benefit of the Company;
- b. The remaining number of members of the Board of Directors, independent members of the Board of Directors (independent members of the Board of Directors) and the Board of Supervisors is less than the minimum number of members as prescribed by law;
- c. At the request of a shareholder or a group of shareholders specified in Clause 2, Article 115 of the Law on Enterprises; request to convene the General Meeting of Shareholders shall be made in writing, clearly stating reason and purpose of the meeting, with sufficient signatures of the concerned shareholders or the written request is made in many documents and to have enough signatures of related shareholders;

- d. At the request of the Board of Supervisors;
  - d. Other cases as prescribed by law and the Company's Charter.
4. Convening the extraordinary General Meeting of Shareholders

a. The Board of Director shall convene a General Meeting of Shareholders within thirty (30) days from the date of the remaining number of members, independent members of the Board of Directors or the remaining number of members of the Board of Supervisors as prescribed at Point b, Clause 3, this Article or receiving a request as prescribed at Points c and d, Clause 3 of Article 3. In case the number of members of the Board of Directors is reduced by more than one third (1/3) of the prescribed number, the Board of Directors shall convene a General Meeting of Shareholders within 60 days from the date on which the number of members is reduced by more than one third and to ensure smooth production and business in this period, the Board of Directors may take the steps as prescribed in Clauses 3 and 4, Article 25 of this Charter;

b. In case the Board of Directors fails to convene the General Meeting of Shareholders as prescribed at Point a, Clause 4, this Article within the following thirty (30) days, the Board of Supervisors shall replace the Board of Directors and convene the General Meeting of Shareholders as prescribed in Clause 3, Article 140 of the Law on Enterprises;

c. In case the Board of Supervisors fails to convene the General Meeting of Shareholders as prescribed at Point b, Clause 4 of this Article, the shareholder or group of shareholders specified at Point c, Clause 3 of this Article has the right to request the Company's representative to convene the General Meeting of Shareholders as prescribed in the Law on Enterprises;

In this case, the shareholder or group of shareholders that convene a General Meeting of Shareholders may request the business registration agency to supervise the order and procedures for convening and conducting meetings and making decisions of the General Meeting of Shareholders. All expenses for convening and conducting meetings of the General Meeting of Shareholders shall be reimbursed by the Company. These expenses do not include expenses spent by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

5. The General Meeting of Shareholders can be held in the form of a traditional meeting, an online meeting or a combination of the two above. The form of a General Meeting of Shareholders shall be decided by the convener and notified to the shareholders in the decision of convening.

**Article 14. Rights and obligations of the General Meeting of Shareholders:**

1. The General Meeting of Shareholders have the rights and obligations to:

a. Ratify the Company's development orientation;

b. Decide the types of shares and amount of each type of authorized shares; decide annual dividend payment of each type of shares;

c. Elect, remove, dismiss members of the Board of Directors and the Board of Supervisors;

d. Propose to invest or sell assets of which the values are equal to or higher than thirty-five percent (35%) of the total asset value written in the latest financial statement of the Company;

đ. Decide amendments, supplements to the Company's Charter;

- e. Ratify annual financial statements;
  - g. Decide on the redemption of more than 10% of the total issued shares of each class;
  - h. Consider and handle violations by members of the Board of Directors, members of the Board of Supervisors causing damage to the Company and its shareholders;
  - i. Decide the Company's restructuring and dissolution;
  - k. Decide the budget or total remuneration, bonus and other benefits for the Board of Directors, the Board of Supervisors;
  - l. Approve the Internal regulation on corporate governance; the Regulation on operation of the Board of Directors, the Board of Supervisors;
  - m. Approve the list of independent audit firms; decide on the audit firm approved to audit the operation of the Company, dismiss the approved auditor when deeming it necessary;
  - n. Perform other rights and obligations as prescribed by law.
2. The General Meeting of Shareholders shall discuss and ratify the following issues:
- a. The Company's annual business plan;
  - b. Audited annual financial statements;
  - c. Report of the Board of Directors on governance and operation results of the Board of Directors and each member thereof;
  - d. Evaluation report of the independent members of the Board of Directors on activities of the Board of Directors and its Committees;
  - đ. Report of the Board of Supervisors on the Company's business outcome, operation results of the Board of Directors, General Director;
  - e. Operation self-assessment report of the Board of Supervisors and each member thereof;
  - g. Level of dividend on each share of each type;
  - h. The number of members of the Board of Directors and the Board of Supervisors;
  - i. Elect, remove, dismiss members of the Board of Directors and the Board of Supervisors;
  - k. Decide the budget or total remuneration, bonus and other benefits for the Board of Directors, the Board of Supervisors;
  - l. Approve the list of approved audit firms; decide on the audit firm approved to audit the operation of the Company when deeming it necessary;
  - m. Supplementation and amendment of the Company's Charter;
  - n. Division, splitting, consolidation, merger or transformation of the Company;

o. Reorganization and dissolution (liquidation) of the Company and appointment of liquidator;

p. Propose to invest or sell assets of which the values are equal to or higher than thirty-five percent (35%) of the total asset value written in the latest Financial statement of the Company;

q. Decide on the redemption of more than 10% of the total issued shares of each class;

r. The Company signs contracts, conducts transactions with subjects prescribed in Clause 1, Article 167 of the Law on Enterprises worth 35% or more of the total value of the Company's assets stated in the most recent financial statements;

s. Approval of contract/borrowing, loan transactions, sale of property with value exceeding more than 10% of the total value of the Company's property as stated in the latest financial statements between the Company and the shareholders owning more than 51% of the total voting shares or the related person of such shareholder.

t. Approval of the transactions specified in Clause 4, Article 293 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities;

u. Approval of the Internal regulation on corporate governance; the Regulation on operation of the Board of Directors, the Regulation on operation of the Board of Supervisors;

v. Other issues as prescribed by law and this Charter.

3. All resolutions and issues in the agenda shall be discussed and voted on at the General Meeting of Shareholders.

#### **Article 15. Authorization for the attending of the General Meeting of Shareholders:**

1. Shareholders, their authorized representatives being organizations may directly attend the meetings or authorize one or several other individuals and organizations to attend the meetings or attend the meetings in one of the forms prescribed in Clause 3, Article 144 of the Law on Enterprises.

2. The authorization for an individual or organization to attend the General Meeting of Shareholders as prescribed in Clause 1 of this Article shall be made in writing. The letter of attorney shall be made in accordance with the civil law and clearly state the name of the authorized shareholder, the name of the authorized individual or organization, the number of authorized shares, the content of authorization, the scope of authorization, the term of authorization, the signatures of the authorizer and the authorized person.

Persons authorized to attend a General Meeting of Shareholders shall submit a written authorization when registering to attend the meeting. In case of re-authorization, the meeting attendee shall also present the original authorization of the shareholder, the authorized representative of the shareholder being an organization (if not previously registered with the Company).

3. The vote of the person authorized to attend a meeting in the scope of authorization remains in effect in one of the following cases:

- a. The authorizer dies, is restricted from civil act capacity or loses civil act capacity;
- b. The authorizer has canceled the authorization appointment;
- c. The authorizer has canceled the competence of the authorized person.

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

**Article 16. Change of rights:**

1. The change or cancellation of special rights attached to a class of preferred shares takes effect when the shareholders holding at least sixty-five percent (65%) of the total voting shares of all attending shareholders have adopted.

A resolution of the General Meeting of Shareholders which adversely changes the rights and obligations of shareholders holding preferred shares shall be passed only if approved by the number of attending preferred shareholders of the same class holding at least seventy-five percent (75%) of the total number of preferred shares of that class in case of adopting the resolution in the form of gathering opinions in writing.

2. The convening of a meeting of the shareholders holding one class of preferred shares to adopt the change of the above rights shall be valid only if approved by at least two (02) shareholders (or their authorized representatives) holding at least one-third (1/3) the par value of the issued shares of that class. Where there is no sufficient number of delegates as mentioned above, the meeting shall be reconvened within thirty (30) days later and the shareholders of that class (regardless of the number of people and number of shares) present personally or through authorized representatives are regarded as a sufficient number of delegates required. At the meetings of the shareholders holding the preferred shares mentioned above, the shareholders of that class present personally or through a representative may request a secret ballot. Each share of the same class has equal voting rights at the meetings mentioned above.

3. Procedures for conducting such separate meeting shall be made similar to the provisions in Articles 17, 18, and 19 of this Charter.

4. Unless the terms of issue of shares otherwise provided, the special rights attached to the preferred shares to some or all of the issues related to the distribution of profits or assets of the company shall not be changed when the Company issued additional shares of the same class.

**Article 17. Convening, agenda and announcing the General Meeting of Shareholders:**

1. The Board of Directors shall convene Annual and Extraordinary General Meeting of Shareholders. The Board of Directors shall convene an Extraordinary General Meeting of Shareholders in the cases specified in Clause 3, Article 13 of this Charter.

2. The person who convenes the General Meeting of Shareholders shall carry out the following duties:



a. Prepare a list of shareholders eligible to participate and vote at the General meeting of shareholders. The list of shareholders entitled to attend General Meeting of Shareholders shall be made no later than ten (10) days before the date of giving the meeting notice. The company shall disclose information about the list of shareholders entitled to attend the General Meeting of Shareholders no later than 20 days before the last registration date;

b. Prepare agenda, content of the General Meeting of Shareholders meeting;

c. Prepare documents for the General Meeting of Shareholders meeting;

d. Draft resolution of the General Meeting of Shareholders meeting according to the meeting's expected content;

đ. Determine the form, time and venue of the meeting;

e. Notify and send notice of the General Meeting of Shareholders meeting to all shareholders entitled to attend the meeting;

g. Other tasks for the General Meeting.

3. Send the notice of the General Meeting of Shareholder to all shareholders by a guaranteed method to reach the shareholder's contact address (may send to the shareholders by email or fax as agreed/committed/registered with the Company by the shareholders) and announce on the website of the Company and the State Security Commission, the Stock Exchange on which the Company's shares are listed or registered for trading. The convener of a General Meeting of Shareholders shall send the meeting notice to all the shareholders in the list of shareholders entitled to attend the General Meeting of Shareholders not later than twenty-one (21) days before the opening date (from the date on which the notice is duly sent or transmitted). The agenda of the General Meeting of Shareholders, the documents relating to the 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 sent attached to the notice of the General Meeting of Shareholders, the meeting notice shall state the link to all meeting documents for the shareholders to access, including:

a. Agenda, documents used in the meeting;

b. The list and detailed information of candidates in case of election of members of the Board of Directors, Board of Supervisors. In detailed information, the candidate should clearly state the curriculum vitae, experience, education level, employment history, previous period of holding the position of a member of the Board of Directors, the Board of Supervisors in the company, if any, information about the current holding position in other listed and unlisted companies;

c. The ballot;

d. The draft resolution on each issue on the agenda. The draft resolutions of the General Meeting of Shareholders having enough information and details to be used as the basis for the drafts to help shareholders vote.

4. A shareholder or a group of shareholders stipulated at Clause 2, Article 11 of this Charter are entitled to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal shall be made in writing and sent to the Company no later than three (03) working days before the opening date. The proposal

shall specify the name(s) of shareholder(s), amount of each class of shares, issues proposed to the agenda.

5. The convener is entitled to reject the proposal mentioned in Clause 4 of this Article in one of the following cases:

a. The proposal is 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 at least five percent (5%) of the ordinary shares as prescribed in Clause 2, Article 11 of this Charter;

c. The proposed issue is beyond the competence of the General Meeting of Shareholders;

d. Other cases as prescribed by law and the Company's Charter.

6. The convener of the General Meeting of Shareholders shall accept and include the proposal mentioned in Clause 4 of this Article to the intended agenda and contents of the meeting, except for the case in Clause 5 of this Article. The proposal shall be officially included on the agenda and contents of the meeting if it is approved by the General Meeting of Shareholders.

**Article 18. Conditions for conducting the General Meeting of Shareholders meeting:**

1. A General Meeting of Shareholders shall be held when it is attended by a number of attending shareholders holding at least 50% of votes.

2. If the conditions for holding the first meeting prescribed in Clause 1 of this Article are not satisfied, the notice of the second meeting shall be sent within thirty (30) days from the intended date of the first meeting. The second General Meeting of Shareholders shall be held when it is attended by a number of attending shareholders holding at least thirty-three percent (33%) of votes.

3. If the conditions for holding the second meeting prescribed in Clause 2 of this Article are not satisfied, the notice of the third meeting shall be sent within twenty (20) days from the intended date of the second meeting. The third General Meeting of Shareholders shall be held regardless of the number of votes of the attending shareholders.

4. At the request of the Chairperson, the General Meeting of Shareholders has the right to change the agenda enclosed with the meeting notice in accordance with this Charter.

**Article 19. Procedures for conducting the meeting and voting at the General Meeting of Shareholders:**

1. Before the opening of the meeting, the Company shall perform the procedures for registration of shareholders and fulfill the registration until the shareholders entitled to attend the meeting are present and complete the registration in the following order:

a. When conducting the registration of shareholders for shareholders attending in the form of a traditional meeting: Company shall issue to each shareholder or authorized representative with the voting right a voting card on which the registration

number, full name of the shareholder, the full name of authorized representative and the number of votes of those shareholders. For shareholders attending through online meeting: Each shareholder shall be provided with an account and login password to participate in the meeting and vote online and the shareholders shall vote in accordance with the regulations and/or instructions of the online meeting form;

b. The General Meeting of Shareholders shall discuss and vote on each issue on the agenda. The company shall announce the voting procedure to be applied before the meeting votes on the issues. Voting is conducted by voting for, against and abstention. The vote counting result shall be announced by the Chairperson right before the end of the meeting. The General Meeting shall elect the persons responsible for counting votes or supervising the counting of votes at the request of the Chairperson. The members of the vote counting committee shall be decided by the General Meeting of Shareholders based on the request of the Chairperson;

c. Shareholders or their authorized representatives coming late to attend the General Meeting have the right to register immediately and then have the right to participate and vote at the meeting immediately after registration. The chairperson does not have the responsibility to stop the meeting for the late shareholders to make registration and the validity of the voting phase conducted before shareholders coming late shall not be affected.

2. The election of the chairperson, secretary and vote counting committee is prescribed as follows:

a. The Chairperson of the Board of Directors shall preside over or authorize another member of the Board of Directors to chair the General Meetings of Shareholders convened by the Board of Directors. If the chairperson is absent or temporarily unable to work, the remaining members of the Board of Directors shall elect one of them to preside over the meeting by majority rule. Where there is no one able to act as a Chairperson, the Chief Supervisors shall control so that the General Meeting of Shareholders can elect the chairperson of the meeting among the participants and the person with the highest votes shall be appointed as chairperson of the meeting;

b. Except for the case specified at Point a of this clause, the person that signs the decision to convene the General Meeting of Shareholders shall direct the General Meeting of Shareholder to elect a chairperson and the person with the highest votes shall be appointed as chairperson of the meeting;

c. The chairperson shall appoint one or some persons as the secretaries of the meeting;

d. The General Meeting of Shareholders shall elect one or some persons to the vote counting committee at the request of the chairperson. There shall be at least one member of the vote counting committee who is independent from the executive board and major shareholders.

3. The agenda and contents of the meeting shall be adopted by General Meeting of Shareholders during the opening session. The agenda shall clearly specify and detail the time for each issue in the content of the meeting.

4. The chairperson of the General Meeting can conduct the necessary activities to control the General Meeting of Shareholders orderly in accordance with the approved agenda or let the meeting reflect the expiration of majority of participants.

a. Arrange seat at the meeting place of the traditional General meetings of Shareholders;

b. Ensure the safety of everyone present at the traditional meeting place;

c. Facilitate the shareholders to attend (or keep on attending) the meeting. The convener of the General Meeting of Shareholders reserves the right to change the above measures and apply all necessary measures. The measures applicable may be the issuance of admission or use other forms of option.

5. The convener or the chairperson of the General Meeting of Shareholders has the rights to:

a. Request all participants to undergo inspection or other legitimate, reasonable security measures;

b. Request competent authorities to maintain order at the meeting; expel those who act against the chair's direction, cause disruption, obstruct the normal progress of the meeting, or refuse to comply with security check requirements from the General Meeting of Shareholders.

6. The chairperson has the right to postpone the General Meeting of Shareholders with sufficient number of people registered to attend the meeting for a maximum of three (03) working days from the intended opening date of the meeting and is only allowed to postpone the meeting or change the venue in the following cases:

a. The meeting venue does not have convenient seats for all participants;

b. The information facilities at the venue do not guarantee the attending shareholders to participate, discuss and vote;

c. There is a participant that disrupts the order and threatens to obstruct the fair and legal progress of the meeting.

7. If the chair delays or suspends the General Meeting of Shareholders against Clause 6 of this Article, the General Meeting of Shareholders shall elect another person among the participants to replace the chair until the end of the meeting; all resolutions ratified at the meeting shall be effective.

8. In case the Company applies the form of online meeting to organize the General Meetings of Shareholders, the Company is responsible for ensuring that the shareholders attend and vote electronically or in other electronic forms specified in Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/ND-CP dated December 31, 2020 by the Government detailing the implementation of a number of articles of the Law on Securities.

#### **Article 20. Conditions to adopt Resolutions of the General Meeting of Shareholders:**

1. A resolution on the following contents shall be adopted if it is approved by the number of shareholders holding at least sixty-five percent (65%) of the total voting

shares of all attending shareholders, except for the case specified in Clauses 3, 4 and 6 of Article 148 of the Law on Enterprises:

- a. Types of shares and total amount of each type;
- b. Changes of business lines;
- c. Change of the Company's organizational structure;
- d. Projects on investment or sales of assets of which the values are equal to or higher than thirty-five percent (35%) of the total asset value written in the latest Financial statement of the Company;
- đ. Restructuring or dissolution of the Company;

2. The resolutions shall be adopted if approved by the number of shareholders holding at least fifty (50%) of the total voting shares of all attending shareholders, except for the case specified in Clause 1 of this Article and Clauses 3, 4 and 6 of Article 148 of the Law on Enterprises.

3. A resolution of the General Meeting of Shareholders is effective from the day on which it is ratified or on the effective date written thereon.

4. Any Resolution of the General Meeting of Shareholders which is adopted by one hundred percent (100%) of voting shares shall be legitimate and effective even if the order, procedures for convening and adopting such resolution violate regulations of the Law on Enterprises and the Company's Charter.

5. In case a shareholder or group of shareholders request the court or arbitral tribunal to annul a Resolution of the General Meeting of Shareholders, such Resolution is still effective until a dissenting decision is made by the court or arbitral tribunal, except for the case in which temporary emergency measures are taken under a decision of a competent authority.

**Article 21. Power and formalities to carry out absentee voting of shareholders to ratify Resolutions of the General Meeting of Shareholders:**

Power and formalities to carry out absentee voting of shareholders to ratify Resolutions of the General Meeting of Shareholders shall be as follows:

1. The Board of Directors is entitled to gathering opinions in writing of shareholders to ratify Resolutions of the General Meeting of Shareholders when it is deemed necessary for the company's interest, except for the following cases:

- a. Amendments, supplements to the Company's Charter;
- b. The Company's development orientation;
- c. Types of shares and total amount of each type;
- d. Election, removal, dismissal of members of the Board of Directors and the Board of Supervisors;
- đ. Proposal for investment or sale of assets of which the values are equal to or higher than 35% of the total asset value written in the latest audited financial statement of the Company;
- e. Ratification of annual financial statements;
- g. Restructuring or dissolution of the Company.

2. The Board of Directors shall prepare absentee ballots, draft resolutions of the General Meeting of Shareholders and other documents explaining the draft of resolutions and send them to all shareholders with voting rights not later than ten (10) days before the deadline for returning the absentee ballots. Requirements and methods to send absentee ballots and enclosed documents are specified in Clause 3, Article 17 of this Charter.

3. The absentee ballot shall contain:

a. Name, address of headquarters, enterprise code;

b. Purpose for opinion gathering;

c. Full name, contact address, nationality, number of personal legal papers for shareholders as individuals; name, enterprise code or number of organizational legal papers, headquarters address for shareholders as organizations or full name, contact address, nationality, number of personal legal papers for representatives of shareholders as organizations; the number of shares of each class and the number of votes of shareholders;

d. Issues to be consulted for decision adoption;

e. Voting plan includes approval, disapproval and no opinion for each issue to be consulted;

f. Time limit for sending the answered questionnaire to the Company;

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

4. Shareholders may send completed absentee ballots to the Company by mail, fax or email according to the following regulations:

a. If sent by mail, the completed absentee ballots shall bear the signature of the shareholder if the shareholder is an individual, or signature of the authorized representative or legal representative if the shareholder is an organization. Every absentee ballot sent to the Company shall be in a sealed envelope and no one shall be permitted to open it prior to the counting of votes;

b. If sent by fax or email, the absentee ballots sent to the Company shall be kept secret until the time of counting votes according to the Company's regulation on confidentiality;

c. Absentee ballots sent to the Company after the deadline written therein or opened if sent by post and revealed if sent by fax shall be invalid. If not submitted to the Company, the absentee ballots shall be excluded from voting.

5. The Board of Directors shall count the votes and make a vote counting record before the Control Board or shareholders that do not hold managerial positions in the Company. The vote counting record shall contain the following information:

a. Name, address of headquarters, enterprise code;

b. Purpose and the issues to be consulted for approval decision;

c. The number of shareholders with the total number of votes has participated to vote, in which distinguishing the valid and invalid votes and the method to submit votes, including an appendix of list of shareholders to vote;

d. Total approving votes, disapproving votes and abstaining votes for each issue;

đ. Adopted issues and ratio of corresponding approval votes;

e. Full name and signature of the Chairman of the Board of Directors and the vote counting supervisor.

Members of the Board of Directors, vote counters and vote counting supervisors are jointly responsible for the truthfulness, accuracy of the vote counting record; jointly responsible for damage caused by the decisions adopted because of untruthful, incorrect counts of votes.

6. The vote counting record and the resolution shall be sent to all shareholders within fifteen (15) days from the completion date of vote counting. The submission of the vote counting record and resolutions may be replaced by posting on the Company's website within twenty-four (24) hours from the end of vote counting.

7. The completed absentee ballots, the vote counting record, the resolution adopted and relevant documents enclosed with the absentee ballots shall be kept at the headquarters of the Company.

8. Resolutions adopted in the form of opinion gathering in writing of the shareholders shall be approved by shareholders holding a ratio of the total number of shares with voting rights as specified in Article 20 of this Charter and have the same validity as resolutions adopted at the General Meeting of Shareholders.

**Article 22. Resolutions and minutes of the General Meetings of Shareholders:**

1. The General Meeting of Shareholders shall be recorded in writing, audio recordings, or other electronic means of recordings. The meeting minutes shall be made in Vietnamese and English, if necessary, and contain the following information:

a. Name, address of headquarters, enterprise code;

b. Time and place of the General Meeting of Shareholders;

c. Agenda and content of the meeting;

d. Full name of the chairman and secretary;

đ. Full list of members of the Board of Directors, Executive Board, representatives of independent auditing companies who attended the General Meeting.

e. Summary of the meeting and opinions given by the shareholders at the General Meeting of Shareholders with regard to each issue on the agenda; detailed responses of the chairperson and representatives of the Company to the opinions of shareholders at the General Meeting on each issue in the agenda;

g. The number of shareholders and total voting shares of attendant shareholders, shareholder's register appendix, attending shareholders' representatives with corresponding shares and votes;

h. Total votes for each issue to be voted, in which specify voting method, total valid votes, invalid votes, approval votes, disapproval votes and blank votes; corresponding ratio over total voting shares of attendant shareholders;

i. Adopted issues and ratio of corresponding approval votes;

k. Signature of the chairperson and secretary. In case the chairperson or secretary refuses to sign the minutes of the meeting, the minutes shall take effect if signed by all other members of the Board of Directors attending the meeting and containing all the contents specified at Points a to i this clause. The meeting minutes shall clearly state the refusal of the chairperson and secretary to sign the minutes of the meeting.

2. The minutes of the General Meeting of Shareholders shall be completed and ratified before the end of the meeting. The chairperson and secretary of the meeting or another person signing the minutes of the meeting shall be jointly responsible for the truthfulness and accuracy of the minutes' contents.

3. The minutes versions in Vietnamese and English shall have the same legal effect. In case of any discrepancy between the minutes in Vietnamese and the minutes in English, the Vietnamese version of the minutes shall prevail.

4. Resolutions, minutes of the General Meeting of Shareholders meeting, the list of shareholders registered to attend the meeting with signatures of shareholders, written authorization to attend the meeting, all documents attached to the minutes (if any) and relevant documents attached to the notice of meeting shall be announced in accordance with the law on disclosure of information in the stock market and shall be kept at the headquarters of the Company.

#### **Article 23. Request for annulment of Resolutions of the General Meeting of Shareholders:**

Within ninety (90) days from the date of receiving the resolution or minutes of the General Meeting of Shareholders or vote counting record, the shareholders or groups of shareholders mentioned in Clause 2, Article 115 of the Law on Enterprises may request a Court or Arbitral tribunal to consider annulling the resolution or part of the resolution of the General Meeting of Shareholders in the following cases:

1. The order, procedures for convening the meeting and making decisions of the General Meeting of Shareholders seriously violate the Law on Enterprises and the Company's Charter, except for the case specified in Clause 4, Article 20 of this Charter.

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

In case the resolution or decision of the General Meeting of Shareholders is annulled according to the decision of the court or arbitral tribunal, the convener of the canceled General Meeting of Shareholders may consider reorganizing the General Meeting of Shareholders within thirty (30) days according to the order and procedures specified in the Law on Enterprises and this Charter.

#### **VII. BOARD OF DIRECTORS:**

#### **Article 24. Self-nomination and nomination of members for the Board of Directors:**

1. If the candidates have been identified in advance, information related to the candidates for the Board of Directors shall be included in the documents of the General Meeting of Shareholders and announced not later than twenty-one (21) days



before the opening date of the General Meeting of Shareholders on the website of the Company so that the shareholders can find out about these candidates before voting. Candidates for the Board of Directors shall have a written commitment to the truthfulness and accuracy of personal information disclosed and shall commit to perform the duties honestly, carefully and in the best interests of the Company if elected as a member of the Board of Directors. Information relating to candidates for the Board of Directors to be announced includes:

- a. Full name, date of birth;
- b. Education level;
- c. Qualifications;
- d. Employment history;
- d. The first day of holding a position in the Company;
- e. Other managerial positions (including the positions of the Board of Directors in other companies);
- g. Benefits related to the Company and related parties of the Company;
- h. Other information (if any);
- i. Disclosure of information about the companies in which the candidate is holding the position of member of the Board of Directors, other managerial positions and interests related to the Company of the candidate for the Board of Directors (if any). Information about candidates should be clearly stated as specified at Point b, Clause 3, Article 17 of this Charter.

2. A shareholder or a group of shareholders holding at least ten percent (10%) of the total number of ordinary shares has the right to nominate candidates for the Board of Directors in accordance with the provisions of the Law on Enterprises and the Company's Charter.

3. In case the number of candidates to the Board of Directors through nomination and self-nomination is still lower than the minimum number specified in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall nominate more candidates or organize the nomination in accordance with the Charter, the Internal Regulation on Corporate Governance and the Regulation on operation of the Board of Directors. The introduction of candidates by the incumbent Board of Directors shall be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

4. Members of the Board of Directors shall satisfy the criteria and requirements as prescribed in Clause 1, Clause 2, Article 155 of the Law on Enterprises and the Company's Charter.

**Article 25. Composition and term of members of Board of Directors:**

1. The number of members of the Board of Directors is from five (05) to seven (07).
2. The term of office of the Board members shall not exceed five (05) years and the Board members may be re-elected with unlimited number of terms. An individual

shall only be elected as an independent member of the Board of Directors of the Company for no more than 02 consecutive terms. A member of the Board of Directors shall only concurrently be a member of the Board of Directors at a maximum of 05 other companies. Members of the Board of Directors may not be shareholders of the Company, may not hold Vietnamese nationality and (or) may not reside in Vietnam.

3. In case one (01) or several members of the Board of Directors ends their term before the time of the Annual General Meeting of Shareholders in that year, for the meeting to vote on re-appointment or dismissal to elect another person to replace such member of the Board of Directors or such member of the Board of Directors shall continue to exercise their rights and obligations until there are voting results at the General Meeting of Shareholders.

4. In case a member of the Board of Directors resigns before the time of the General Meeting of Shareholders (annual or extraordinary) but the number of members of the Board of Directors is still maintained as prescribed, the Board of Directors may reassign work among the remaining members of the Board of Directors and collect voting opinions at the nearest General Meeting of Shareholders for such resignation and disclose information as prescribed.

5. The composition of members of the Board of Directors is as follows:

a. At least one third (1/3) of the total number of members of the Board of Directors shall be non-executive members to ensure the independence of the Board of Directors.

b. The total number of independent members of the Board of Directors shall be at least one (01) if there are five (05) members on the Board of Directors, at least two (02) if there are six (06) to seven (07) members on the Board of Directors;

6. A member of the Board of Directors is no longer a member of the Board of Directors in the event of being dismissed, removed or replaced by the General Meeting of Shareholders as prescribed in Article 160 of the Law on Enterprises;

7. The appointment of members of the Board of Directors shall be disclosed in accordance with the law on disclosure of information on the stock market.

8. The Board members may not be the shareholders of the Company.

#### **Article 26. Power and duties of the Board of Directors:**

1. The Board of Directors is a regulatory body of the Company, has full power to be on behalf of the Company to make decisions, perform the Company's rights and obligations except for the rights and obligations under the authority of the General Meeting of Shareholders as stipulated in Article 138 of the Enterprise Law and Article 14 of this Charter.

2. The rights and obligations of the Board of Directors shall be regulated by law and the Charter of the Company and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and duties:

a. Make decisions on strategies, medium-term development plans and annual business plans of the Company.

b. Petition types of shares and total shares to be offered for each type;

- c. Decide the sale of unsold shares within the amount of authorized shares of each type; decide to raise additional capital in other manners;
- d. Decide selling prices of the Company's shares and bonds;
- đ. Decide on the redemption of shares in accordance with clause 1 and clause 2 of Article 133 of the Enterprise Law;
- e. Decide investment alternatives and investment projects in the jurisdiction and limit as stipulated by laws;
- g. Decide market development, marketing and technology solutions;
- h. Ratify sales, loan contracts to and other contracts and transactions worth at least thirty-five (35%) of the total value of assets recorded in the most recent financial statements of the Company, except for contracts and transactions under the decision-making authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138, Clause 1 and Clause 3, Article 167 of the Law on Enterprises;
- i. Approve contracts, transactions with subjects prescribed in Clause 1, Article 167 of the Law on Enterprises with value smaller than 35% of total value of the Company's assets stated in the most recent financial statements;
- k. Elect, remove, dismiss the Board of Directors' Chairman; election, dismissal, signing contracts, terminating contracts for the General Director and other managers as prescribed in the Company's Charter; determine salary, remuneration, bonus and other benefits of such managers; appoint authorized representatives to the Members' council or the General Meeting of Shareholders in other companies, determine remuneration and other benefits of such persons;
- l. Supervise, direct the Director and other managers to run the Company's everyday business operation;
- m. Decide the organizational structure, rules and regulations of the Company, establishment of Subsidiaries, branches, representative offices, capital contributions to or purchase of shares of other enterprises;
- n. Decide labor policy, salary, bonus (including payment of safety bonus) and other benefits of the Company's employees.
- o. Approve agenda, document of General Meeting of Shareholders, convene General Meeting of Shareholders or gather opinions for the General Meeting of Shareholders to approve a resolution;
- p. Submit annual audited financial statements to the General Meeting of Shareholders;
- q. Petition dividend payment rate; decide term and procedures of dividend payment or treat losses arisen during business;
- r. Propose restructuring, dissolution, petition for bankruptcy of the Company;
- s. Decide the issue of the Regulation on operation of the Board of Directors, the Internal Regulation on Corporate Governance of the Company after being approved by the General Meeting of Shareholders; decide the issue of the Regulation on operation of the Committees under the Board of Directors, the Regulation on information disclosure and other internal management regulations of the Company;

t. Have other rights and obligations as stipulated by the Law on Enterprises, the Law on Securities, other laws and the Company's Charter.

u. The independent members of the Board of Directors shall make reports on the evaluation of the activities of the Board of Directors.

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

**Article 27. Salary, remuneration and other benefits of members of the Board of Directors:**

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

2. Members of the Board of Directors shall receive salary, remunerations and bonuses. Salary, remuneration shall be calculated according to the number of working days necessary for fulfilling the duties of members of the Board of Directors and daily salary, remuneration. The Board of Directors shall estimate the salary and remuneration of each member on the principle of consensus. The total salary, remuneration and bonus of the Board of Directors shall be decided by the General Meeting of Shareholders at the Annual General Meeting.

3. Salary, remuneration of each member of the Board of Directors shall be included in the Company's operating cost in accordance with regulations of law on corporate income tax, recorded as a separate item in the Company's annual financial statement and reported at the annual General Meeting of Shareholders.

4. Board members holding Executive positions or Board members working in the Committees of the Board of Directors or performing other tasks that are beyond the scope of common tasks of a member of the Board of Directors may be paid additional remuneration in the form of a remuneration package for each time, salary, commission, percentage of profits or otherwise as decided by the Board of Directors and reported to the General Meeting of Shareholders at the annual meeting.

5. Board members are entitled to be paid all travel expenses, accommodation and other reasonable expenses they have to pay when performing the responsibility of the Board members, including expenses incurred in attending the meetings of the General Meeting of Shareholders, the Board of Directors or the Committees of the Board.

6. Members of the Board of Directors may be purchased liability insurance by the Company after obtaining approval from the General Meeting of Shareholders. The scope of insurance does not cover the liability of members of the Board of Directors related to violation of the law and the Company's Charter.

**Article 28. Chairman of the Board of Directors:**

1. The Chairman of the Board of Directors shall be elected, dismissed or removed by the Board of Directors from among the members of the Board of Directors.

2. The Chairman of the Board of Director of the Company shall not concurrently act as the General Director.

3. Rights and duties of Chairperson of the Board of Directors:

a. Prepare programs, action plans of the Board of Directors;

b. Prepare agenda, content, meeting documents; convene, chair and preside over meetings of the Board of Directors;

c. Organize the adoption of resolutions, decisions of the Board of Directors;

d. Supervise the implementation of resolutions, decisions of the Board of Directors;

d. Chair the General Meeting of Shareholders;

e. Evaluate the performance of each member of the Board of Directors and Committees of the Board of Directors at least once a year and report to the General Meeting of Shareholders on the results of this evaluation.

g. Have other rights and obligations as stipulated by the Law on Enterprises and the Company's Charter.

4. In case the Chairman of the Board of Directors submits a resignation letter or is dismissed, the Board of Directors shall elect a new Chairman within ten (10) days from the resignation or dismissal date. During the absence of the Chairman of the Board of Directors, the remaining members shall elect one of the members as of the date of the meeting minutes to temporarily perform the duties, powers and responsibilities of the Chairman of the Board of Directors on the principle of majority of the remaining members until there is a decision of the Board of Directors.

5. In case the Chairman of the Board of Directors is not present or is not able to perform his duties, he/she shall authorize another member in writing to perform the rights and obligations of the Chairman of the Board of Directors in accordance with the Company's Charter. In case no one is authorized or the Chairman of the Board of Directors is dead, missing, held in police custody, imprisoned, detained in a mandatory rehabilitation center or correctional institution, has fled the residence, has limited capacity or is incapacitated, has difficulties controlling his/her behaviors, is prohibited by the court from holding certain positions or doing certain works, the remaining members shall elect one of them to hold the position of Chairman of the Board of Directors as of the date of the meeting minutes under the majority rule until a new decision is issued by the Board of Directors.

#### **Article 29. Board of Directors meetings:**

1. The Chairperson of the Board of Directors shall be elected at the first meeting of the Board of Directors within seven (07) working days from the end of the election of such Board of Directors. This meeting shall be convened and chaired by the member that receives the most votes. If there is more than one member who has the highest votes, they shall be voted for by members under the majority rule to convene the Board of Directors. The number of votes or voting percentage shall be calculated as the number of votes or voting percentage of such member of BOD at the General Meeting of Shareholders.

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

3. The Chairperson of the Board of Directors shall convene an extraordinary meeting of the Board of Directors where it is deemed necessary for the Company's interest or in the following cases:

a. The meeting is requested by the Board of Supervisors or independent members of the Board of Directors;

b. The meeting is requested by the General Director or at least 05 other managers;

c. The meeting is requested by at least 02 members of the Board of Directors;

4. The request as prescribed in Clause 3, this Article shall be made in writing, specifying the purposes, issues that need discussing, and decisions within the competence of the Board of Directors.

5. The Chairperson of the Board of Directors shall convene a meeting of the Board of Directors within seven (07) working days from the day on which the request mentioned in Clause 3 of this Article is received. If the Board meeting isn't convened at the request, the Chairman of the board of Directors shall take responsibility for any damage to the Company; the requester has the right to replace the Chairman of the Board of Directors to convene the Board meeting.

6. The Chairman of the Board of Directors or the convener of the Board meeting shall send the meeting notice not later than five (05) working days before the meeting date. The meeting notice shall specify the time, location, agenda, issues, and decisions of the meeting. The meeting notice shall be enclosed with documents used at the meeting and members' votes.

The meeting notice of the Board of Directors may be sent by invitation, phone, fax, electronic means or other methods prescribed by the Company's Charter 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 notice and accompanying documents to the members of the Board of Supervisors as if they were members of the Board of Directors.

Members of the Board of Supervisors are entitled to attend meetings of the Board of Directors; participate in discussion but shall not cast votes.

When necessary, the Board of Directors may invite and (or) convene other members to attend the meeting and these members may discuss and speak but are not entitled to vote.

8. A meeting of the Board of Directors shall be held when it is attended by at least three fourths (3/4) of the members. If the number of attending members is not sufficient, the second meeting shall be convened within seven (07) days from the intended date of the first meeting, and must include an invitation to the meeting in accordance with clause 6 of this Article. In this case, the meeting shall be held if it is attended by at least half of members of the Board of Directors.

9. A member of the Board of Directors is considered to have attended and cast votes at a meeting if such member:

- a. Attend and cast votes directly at the meeting;
- b. Authorize another person to attend the meeting and vote as prescribed in Clause 11 of this Article;
- c. Attend and vote online, electronically or in other electronic forms;
- d. Send votes to the meeting by post, fax or email;
- đ. Send votes by other means.

10. Votes sent to the meeting by post shall be in sealed envelopes and given to the Chairman of the Board of Directors not later than one (01) hour before the opening time. Votes shall be opened only in the presence of all attendees.

11. Members shall attend all meetings of the Board of Directors. A member may authorize another person to attend and cast votes at the meeting if approved by a majority of members of the Board of Directors.

12. A resolution, decision of the Board of Directors shall be ratified if it is approved by a majority of attending members; in the event of equal votes, the vote of the Chairman of the Board of Directors is the decisive vote.

13. Meetings of the General Meeting of Shareholders may be held in the form of a traditional meeting, an online meeting or a combination of the two above. Board meetings are conducted in the Company's headquarters or any other venue in Vietnam or abroad according to the proposal of the Chairman of the Board of Directors and with the consent of the Board of Directors.

14. In case any shareholders, group of shareholders request the Court or Arbitration to revoke a resolution of the Board of Directors, such resolution shall remain in full force and effect until the decision to revoke such resolution of the Court and Arbitration takes effect, unless an interim urgent measure is adopted as decided by the competent agency.

### **Article 30. Committees of the Board of Directors:**

1. The Board of Directors shall set up dependent committees to take charge of specialized areas such as strategy, governance, human resources, compensation and benefits, audit, risk management, etc. The number of members of each Committee is decided by the Board of Directors and 02 or more members. Members of the Committees shall be a member of the Board of Directors and the Chairman of the Audit Committee shall be an independent member of the Board of Directors. The Audit Committee is obliged to supervise and evaluate the quality of the financial reporting process; supervise and evaluate the quality of independent auditing companies.

The activities of the Committees shall comply with the regulation on operation approved by the Board of Directors. The Committees adopt decisions by voting at meetings, collecting opinions in writing or by other methods specified in the regulation on operation of each Committee. Each member of the Committee shall have one vote, each decision of a Committees shall be adopted if it is approved by a majority of the

attending members; in case of equal number of votes, the Chairman of such Committee shall cast a decisive vote.

2. Implementation of the decisions of the Board of Directors or of the Committees under the Board of Directors shall comply with the regulations of the current law and provisions of the Company's Charter.

**Article 31. Persons in charge of Corporate governance, Secretary of the Company:**

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

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

3. The rights and obligations of the person in charge of Corporate governance are as follows:

a. Advise the Board of Directors in organizing the General Meeting of Shareholders in accordance with the regulations and related work between the Company and shareholders;

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

c. Consult on the procedures of the meeting;

d. Attend the meetings;

đ. Consult on the procedures of formulating resolutions of the Board of Directors in accordance with the law;

e. Provide financial information, copies of minutes of meetings of the Board of Directors and other information to members of the Board of Directors and the Board of Supervisors;

g. Supervise and report to the Board of Directors on the information disclosure of the Company;

h. Act as a point of contact with interested parties;

i. Keep confidential information in accordance with the provisions of the law and the Charter of the Company;

k. Other rights and obligations in accordance with the provisions of the law and the Charter of the Company.

4. Where necessary, the Board of Directors may decide to appoint a Secretary. The Secretary of the Company has the following rights and obligations:

a. Provide assistance for the convening of the General Meeting of Shareholders, meetings of the Board of Directors; taking minutes of meetings;



- b. Provide assistance to the members of the Board of Directors by exercising the assigned rights and obligations;
- c. Provide assistance to the Board of Directors in the application and implementation of Corporate governance principles;
- d. Support Company in developing internal relations protect the legitimate rights and interests of shareholders; compliance with the obligation on information provision, information disclosure and administrative procedures;
- đ. Other rights and obligations as prescribed in the Company's Charter.

**Article 32: Independent professional consulting service:**

The Board of Directors, the Board of Supervisors have the right to use independent and professional external accounting and consulting services to perform related work in accordance with this Charter and the law (if necessary) to exercise their powers and duties at the Company's expense.

The decisions of the Board of Directors, the Board of Supervisors as a result of using professional consulting services are still the single responsibility of the Board of Directors, the Board of Supervisors prior to the General Meeting of Shareholders.

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

**Article 33. Organization of management apparatus:**

Management system of the Company shall ensure the management apparatus is responsible before the Board of Directors and under the supervision, leadership of the Board of Directors in the daily business of the Company. The Company has one General Director, Deputy General Directors, Chief Accountant and other managerial positions appointed by the Board of Directors or the General Director. The appointment, dismissal and removal of the above positions shall be adopted by resolutions, decisions of the Board of Directors or decisions of the General Director.

**Article 34. Executives:**

1. Executives of the Company are the General director, Deputy general directors and Chief accountant.
2. At the request of the General Director and approval of the Board of Directors, the Company is entitled to recruit executives with the quantity and quality consistent with the Company's management structure and regulation set by the Board of Directors. The executives shall be responsible for assisting the Company in achieving its operational and organizational goals.
3. The General Director shall receive salary and bonuses. The General Director's salary and bonuses shall be decided by the Board of Directors. Contracts with other executives shall be decided by the Board of Directors after consulting the General Director.
4. The salary of each executive shall be included in the Company's operating cost in accordance with regulations of the law on corporate income tax, recorded as a separate item in the Company's annual financial statement and reported at the annual General Meeting of Shareholders.

**Article 35. Appointment, removal, duties and powers of the General Director:**

1. The Board of Directors shall appoint 01 member of the Board of Directors or hire another person as a General Director.

2. The General Director shall run the Company's everyday business, be supervised by the Board of Directors, take responsibility to the Board of Directors and laws for exercise of assigned rights and obligations.

3. The term of the General Director shall not exceed five (05) years and may be re-appointed for an unlimited number of terms. The General Director shall meet the criteria and conditions prescribed by law and the Company's Charter.

4. The General Director has following rights and obligations:

a. Decide issues related to the Company's everyday business beyond the authority of the Board of Directors;

b. Organize the implementation of resolutions, decisions of the Board of Directors;

c. Organize the implementation of business plans and investment plans of the Company;

d. Propose organizational structures, internal management regulations of the Company;

d. Designate, dismiss, discharge from duty the Company's managers, except for the positions within the competence of the Board of Directors;

e. Decide the salary and other benefits of the Company's employees, including the managers designated by the General Director;

g. Hire employees;

h. Suggest plans for dividend payments or loss settlement;

i. Promulgate according to its competence internal regulations and rules; operation processes and procedures to run the production and business management system, information and reporting system.

k. Perform other rights and obligations prescribed by law, the Company's Charter and resolutions, decisions of the Board of Directors.

5. The Board of Directors may dismiss the General Director when the majority of Board members attending the meeting with the voting right have the right to approve and appoint a new General Director for substitution.

The General Director may be dismissed by the Board of Directors in the following cases:

a. Due to the needs of work, transfer and rotation of the Company's personnel.

b. The General Director has submitted a resignation letter (clearly stating the reason) to the Board of Directors.

c. The General Director's health is not guaranteed to continue his/her term of office.

- d. The General Director's labor contract expires without renewal/resigning.
- d. The General Director retires.

The General Director may be dismissed by the Board of Directors in the following cases:

- a. The General Director fails to complete tasks or violates the Company's internal regulations, rules.
- b. The General Director violates the law to the point of criminal prosecution or forced termination of the labor contract.

## **IX. BOARD OF SUPERVISORS.**

### **Article 36. Self-nomination and nomination of members for the Board of Supervisors:**

1. Self-nomination and nomination of members for the Board of Supervisors shall be done in the same manner as specified in Clauses 1 and 2, Article 24 of this Charter.

2. In case the number of candidates for the Board of Supervisors through nomination and self-nomination is lower than the number as needed, the incumbent Board of Supervisors may nominate additional candidates or organize the nomination as provided by the Company's Charter, the Internal regulation on corporate governance and the Regulation on operation of the Board of Supervisors. The introduction of candidates by the incumbent Board of Supervisors shall be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with the law.

### **Article 37. Composition of the Board of Supervisors:**

1. The number of members of the Company's Board of Supervisors is three (3) to (5). The term of office of the Board of Supervisors' members shall not exceed five (05) years and may be re-elected with unlimited number of terms.

2. Members of the Board of Supervisors shall satisfy the criteria and requirements as prescribed in Article 169 of the Law on Enterprises and shall 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 independent auditing company that audited the financial statements of the Company for the previous 03 years.

3. Members of the Board of Supervisors shall be dismissed in the following cases:

- a. No longer meet the criteria and conditions to be a member of the Board of Supervisors as prescribed in Clause 2 of this Article;

- b. The resignation letter (specifying reason) is sent to the headquarters of the Company and approved;

- c. Other cases as prescribed in this Charter.

4. Members of the Board of Supervisors shall be dismissed in the following cases:

- a. Fail to finish assigned tasks, work;
- b. Fail to perform their rights and obligations for six (06) consecutive months, except for force majeure events;
- c. Repeatedly violate, seriously violate obligations of members of the Board of Supervisors prescribed in the Law on Enterprises and the Company's Charter;
- d. Other cases as prescribed in the resolutions of the General Meeting of Shareholders.

5. In case the number of members of the Board of Supervisors is reduced by more than one third (1/3) or the minimum number of members of the Board of Supervisors is lower than the number prescribed in the Company's Charter, the Board of Supervisors shall immediately notify the Board of Directors to convene the General Meeting of Shareholders to elect additional members of the Board of Supervisors.

6. In case one (01) or several members of the Board of Supervisors end their term before the time of the Annual General Meeting of Shareholders in that year, for the General Meeting to vote on re-appointment or dismissal to elect another person for substitution, such member or members of the Board of Supervisors shall continue to exercise their rights and obligations until there are voting results at the General Meeting of Shareholders.

**Article 38. Chief Supervisor:**

1. The Chief Supervisor shall be elected by the Board of Supervisors among the members of the Board of Supervisors; the election, dismissal and removal shall be by majority rule. More than half members of the Board of Supervisors shall reside in Vietnam. The head of the Board of Supervisors shall have a university degree or higher in one of the majors in economics, finance, accounting, auditing, law, business administration or a major related to the Company's business activities.

2. Rights and obligations of the Chief Supervisor:

- a. Convene a meeting of the Board of Supervisors;
- b. Request the Board of Directors, General Director and other executives to provide relevant information to report to the Board of Supervisors;
- c. Prepare and sign the reports of the Board of Supervisors on the business results of the Company, the operation results of the Board of Directors, the General Director after consulting the Board of Directors and the self-assessment reports on the operation results of the Board of Supervisors and members of the Board of Supervisors to submit to the General Meeting of Shareholders.

**Article 39. Rights and obligations of the Board of Supervisors:**

- 1. The Board of Supervisors supervises the Board of Directors, Director or General Director in managing and running the Company.
- 2. Inspect rationality, legality, honesty and level of prudence in managing, running operations; systematicness, consistency and appropriateness of accounting, statistics and financial reporting.
- 3. Appraise adequacy, legality and truthfulness of annual and half-year operating result statements, financial statements of the Company, management

evaluation reports of the Board of Directors and present appraisal reports at Annual General of Shareholders. Review contracts and transactions with related persons under the approval authority of the Board of Directors or the General Meeting of Shareholders and make recommendations on contracts and transactions that require approval of the Board of Directors or the General Meeting of Shareholders.

4. Check and evaluate efficiency and performance of internal control, internal auditing system, risk management and early warning systems of the Company.

5. Consider accounting books, accounting records and other documents of the Company, management, running work of the Company when it is deemed necessary or according to resolutions of the General Meeting of Shareholders or as requested by shareholders or shareholder groups prescribed in Clause 2, Article 115 of the Law on Enterprises.

6. When requested by shareholders or shareholder groups as prescribed in Clause 2 article 115 of the Law on Enterprises, the Board of Supervisors shall inspect within 07 working days as of receiving the request. Within 15 days as of finishing the inspection, the Board of Supervisors shall report issues requested for inspection to the Board of Directors and requesting shareholders or shareholder groups. The inspection of the Board of Supervisors prescribed in this article shall not obstruct normal operation of the Board of Directors and interrupt running operations of the Company.

7. Suggest the Board of Directors or the General Meeting of Shareholders measures to amend, supplement, improve business organization, management, supervision and running structure of the Company.

8. Attend and participate in discussions at meetings of the General Meeting of Shareholders, the Board of Directors and other meetings of the Company.

9. Use independent consultants, internal auditors of the Company to perform assigned tasks.

10. The Board of Supervisors may consult the Board of Directors before presenting reports, conclusions and petition to the General Meeting of Shareholders.

11. Propose and recommend to the General Meeting of Shareholders to approve the list of auditing companies approved to audit the Company's financial statements; decide on the approved audit company to inspect the operation of the Company, dismiss the approved auditor when deeming it necessary.

12. Be responsible prior to shareholders for their supervisory activities.

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

14. Coordinate, supervise and evaluate the work of independent auditors.

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

16. In case of detecting a violation of law or a violation of the Company's Charter by a member of the Board of Directors, the General Director and other executives, the Board of Supervisors shall notify the Board of Directors in writing

within forty-eight (48) hours to request the violator to stop the violation and take remedial measures.

17. Develop the Regulation on the operation of the Board of Supervisors and submit it to the General Meeting of Shareholders for approval.

18. Report at the General Meeting of Shareholders according to the provisions of Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

19. Be entitled to access documents of the Company kept at the headquarters, branches and other locations; to arrive in working places of managers and employees of the Company during work hours.

20. Be entitled to request the Board of Directors, members of the Board of Directors, General Director and other managers shall provide fully, accurately and timely information, documents on management, running work and business operations of the Company.

21. Other rights and obligations in accordance with the provisions of the law and this Charter.

#### **Article 40. Meetings of the Board of Supervisors:**

1. The Board of Supervisors shall meet at least twice a year and the number of attending members at each meeting is at least two thirds (2/3) of the members of the Board of Supervisors. The minutes of the Board of Supervisors meetings shall be detailed and clear. The person in charge of making minutes and members of the Board of Supervisors attending the meetings shall sign the minutes of the meetings. The minutes of the Board of Supervisors meetings shall be kept in order to determine the responsibilities of each member of the Board of Supervisors.

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

#### **Article 41. Salary, remuneration, bonus and other benefits of members of the Board of Supervisors:**

Salary, remuneration, bonus and other benefits of the members of the Board of Supervisors shall be paid as follows:

1. Members of the Board of Supervisors are entitled to salary, remuneration, bonus and other benefits according to the decision of the General Meeting of Shareholders. The General Meeting of Shareholders decides total salary, bonuses, other benefits and annual operation budget of the Board of Supervisors.

2. Members of the Board of Supervisors are entitled to be paid for meals, accommodation, travel, independent consulting services at a reasonable rate. Total remuneration and costs shall not exceed total annual operation budget of the Board of Supervisors approved by the General Meeting of Shareholders unless otherwise stipulated by the General Meeting of Shareholders.

3. Salary and operation costs of the Board of Supervisors are included in the Company's operating cost according to regulations of law on corporate income tax,

relevant laws and recorded as a separate item in the Company's annual financial statement.

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

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

### **Article 42. Honesty and avoidance of conflicts of interest:**

1. The Board of Directors members, the Board of Supervisors members, the General Director and other executives shall disclose their relevant interests in accordance with the provisions of the Law on Enterprises and other relevant laws.

2. The Board of Directors members, the Board of Supervisors members, the General Director, other executives and their related persons are only allowed to use information obtained through their positions to serve the interests of the Company.

3. Members of the Board of Directors, members of the Board of Supervisors, the General Director and other executives are obliged to notify in writing the Board of Directors and Board of Supervisors of transactions between the Company, its subsidiaries, other companies in which the Company holds control over fifty (50%) of the charter capital of the same or their related persons in accordance with the law. For the above transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company shall disclose information about these resolutions in accordance with the law on disclosure of information in the stock market.

4. The Board of Directors assigns independent members of the Board of Directors who are not related to the contracts or transactions under the approval authority of the General Meeting of Shareholders, the Board of Directors to determine whether such transactions are in the best interests of the company and its shareholders.

5. The Board of Directors shall commit to ensure that the contracts and transactions between the Company and related persons are properly implemented in the market mechanism.

6. A members of the Board of Directors is not entitled to vote on a transaction that benefits such member or his/her related persons in accordance with the Law on Enterprises and the Company's Charter.

7. The Board of Directors members, the Board of Supervisors members, the General Director, other executives and their related persons are not allowed to use or disclose to others internal information to carry out related transactions.

8. At least three (03) days before the start date and not later than 03 days after the completion of the trading of shares of the Company, the internal persons and related persons shall disclose information about the trading results.

9. Transactions between the Company and one or more members of the Board of Directors, members of the Board of Supervisors, General Director, other executives and their related individuals and organizations are not invalidated in the following

cases (except in the case of a court ruling that the transaction is unfair to minority shareholders and creates a conflict of interest for the Company):

a. For transactions with a value less than or equal to thirty-five percent (35%) of the total value of assets recorded in the most recent financial statements, the contracts or transactions as well as the relationships and interests of members of the Board of Directors, members of the Board of Supervisors, the General Director, and other executives reported to and approved by the Board of Directors by a majority of votes of the members of the Board of Directors without relevant interests;

b. For transactions with a value or arising a value within twelve (12) months from the date of the first transaction greater than thirty-five (35)% of the total value of assets recorded in the most recent financial statements, these transactions as well as the relationships and interests of members of the Board of Directors, members of the Board of Supervisors, the General Director, and other executives announced to shareholders and approved by the Board of Directors by votes of the members of the Board of Directors without relevant interests.

**Article 43. Responsibilities for damage and compensation:**

1. The Board of Directors members, the Board of Supervisors members, the General Director and other executives who violate their honest and prudent obligations and responsibilities, fail to fulfill their obligations shall take responsibility for the damage caused by their acts of violations.

2. The Company compensates for those who have, are or may become a party involved in the complaints, lawsuits and prosecution (including civil and administrative cases and not the lawsuits initiated by the Company as the petitioner) if that person was or is a member of the Board of Directors, member of the Board of Supervisors, General Director, other executives, employees or representatives authorized by the Company who has or is implementing at the request of the Company and has acted honestly and diligently for the benefit of the Company, on the basis of compliance with the law and there is no evidence to confirm that that person has violated his/her responsibilities.

3. The compensation expense include judgment expense, fines, amounts payable arising actually (including attorney fees) when dealing with these cases in the framework permitted by the law.

4. The Company may purchase liability insurance in accordance with the law for the persons specified in Clause 2 of this article to avoid the above-mentioned indemnification liabilities as follows:

a. The General Meeting of Shareholders shall approve the purchase of liability insurance for members of the Board of Directors and the Board of Supervisors.

b. The Board of Directors shall approve the purchase of liability insurance for the General Director and other executives.

c. The General Director shall approve the purchase of liability insurance for the cases not specified at point a and b of this clause.



## **XI. RIGHT TO INSPECT BOOKS AND RECORDS OF THE COMPANY.**

### **Article 44. Right to inspect 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 their names and contact addresses in the list of voting shareholders; request correction of their incorrect information; consider, look up, extract or copy the Company's charter, minutes of the General Meeting of Shareholders and resolutions;

b. Shareholders or groups of shareholders holding at least five percent (05%) of the total number of ordinary shares have the right to review, look up, extract the number of minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, contracts and transactions that shall be approved by the Board of Directors and other documents, except documents related to trade secrets, business secrets of the Company.

2. In case the authorized representative of a shareholder and a group of shareholders requests to look up the books and records, the power of attorney of the shareholder and the group of shareholders that person represents or a certified copy thereof shall be attached.

3. The Board of Directors members, Board of Supervisors members, General Director and other executives have the right to inspect the shareholder's register of the Company, the list of shareholders and other books and records of the Company for purposes relating to their positions provided that such information shall be kept confidential.

4. The Company shall keep this Charter and the amendments, supplements of the Charter, the enterprise registration certificate, the regulations, the documents proving the ownership of assets, resolutions of the General Meeting of Shareholders and the Boards of Directors, the minutes of the General Meeting of Shareholders and the Boards of Directors, the reports of the Board of Directors, the reports of the Board of Supervisors, the annual financial statements, accounting books and any other documents as prescribed by law at the headquarters or another place, provided that the shareholders and the business registration agency are informed of the document storage location.

5. The Company's Charter shall be published on the website of the Company in Vietnamese and English.

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

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

1. The General Director shall make plans for the Board of Directors to adopt the issues related to recruitment, employee severance, salary, social insurance, benefits, rewards and discipline for employees and executives.

2. The General Director shall make plans for the Board of Directors to adopt the issues related to the Company's relationship with the trade union organizations under

the standards, practices and the best management policies, the practices and policies specified in this Charter, the Company's regulations and current regulations of law.

### **XIII. PROFIT DISTRIBUTION.**

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

1. The General Meeting of Shareholders shall decide the rate of dividend payment and the form of an annual dividend payment from the retained revenue of the Company. Depending on the Company's operating situation, the Board of Directors may consider paying dividends in advance to shareholders.

2. The company shall not pay interest on the payment of dividends or the amounts paid related to a class of stock.

3. The Board of Directors may request the General Meeting of Shareholders to adopt the payment of all or part of the dividend in stocks and the Board is the executing agency of this decision.

4. In case of dividends or other amounts related to a class of stock is paid in cash, the Company shall pay in Vietnam dong. The payment can be done directly or through the banks on the basis of the detailed bank account information provided by the shareholders. Where the Company has transferred in accordance with the bank account details provided by shareholders but the shareholders haven't received money, the Company is not responsible for money that the Company has transferred to these shareholders. The payment of dividends on the shares listed/registered in the Stock exchange can be carried out through a securities company or the Vietnam Securities Depository Center.

5. Pursuant to the Law on Enterprises, Law on securities, dividends (if any) shall be fully paid within three (03) months from the end of the Annual General Meeting of shareholders. The Board of Directors shall adopt a resolution to determine a specific date to close the list of shareholders receiving dividends, determine the dividend rate on each share, deadline and method of payment at least 30 days before the dividend payment. Based on that day, those who register as a shareholders or owners of securities are entitled to receive cash or stock dividends, notices or other documents.

6. Other issues related to the profit distribution shall be made in accordance with the law.

#### **Article 47. Provision of funds:**

Annually, the Company shall make provision of funds in accordance with the law and resolutions of the General Meeting of Shareholders.

### **XIV. BANK ACCOUNT, RESERVE FUND, FISCAL YEAR AND ACCOUNTING SYSTEM.**

#### **Article 48. Bank account:**

1. The company opens bank accounts in Vietnamese banks or in foreign banks licensed to operate in Vietnam.

2. Under the prior approval of the competent authority, in case of necessity, the Company can open bank accounts in foreign countries under the provisions of law.

3. The company shall conduct all payments and accounting transactions through the account of Vietnamese currency or foreign currencies in the banks that the Company opens accounts.

**Article 49. Fiscal year:**

The Company's fiscal year begins on the first date of January and ends on the Thirty-first (31) date of December annually.

**Article 50. Accounting system:**

1. The accounting system applied by the company is the Vietnamese Accounting System (VAS), the corporate accounting system, the International Financial Reporting Standards (IFRS) or the specific accounting system promulgated by another competent authority approved by the Ministry of Finance.

2. The Company sets up accounting books in Vietnamese and shall keep accounting records in accordance with the provisions of law on accounting and relevant laws. These records shall be accurate, updated, systematic and sufficient to prove and explain the Company's transactions.

3. The Company uses Vietnam dong as the unit of currency used in accounting. In case the Company performs transactions mainly in a foreign currency, the Company may choose that foreign currency as the unit of currency in accounting, take responsibility for that choice before the law and notify directly the tax authority.

**XV. ANNUAL REPORTS, FINANCIAL STATEMENTS AND DISCLOSURE OF INFORMATION.**

**Article 51. Quarterly, biannual and annual financial statement**

1. The Company shall prepare annual financial statements and the annual financial statements shall be audited in accordance with the law, approved by the Board of Directors and adopted at the Annual General Meeting of Shareholders. The company shall publish audited annual financial statements in accordance with the law on disclosure of information in the stock market and submits them to competent state agencies.

2. The annual financial statements shall include all reports, appendices and notes in accordance with the law on corporate accounting. The annual financial statements shall honestly and objectively reflect the Company's operating situation.

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

**Article 52. Annual reports**

The Company shall prepare and publish annual report in accordance with the law on securities and securities markets.

**Article 53. Disclosure of information**

The Company shall publish information in Vietnamese and even in English for the minimum documents including: The Company's Charter, the Internal regulation on corporate governance, the Internal regulation on operation of the Board of Directors, Committees, the Board of Supervisors, the Internal regulations on disclosure of

information and documents used in the General Meeting of Shareholders, Resolutions, Minutes of the General Meeting of Shareholders, updated documents, information about the Company's operation on the Company's shareholder relation website.

#### **Article 54. Disclosure of ownership information**

Ownership information of subjects including: major shareholders, members of the Board of Directors, Key managers should disclose the percentages of shares directly owned and indirectly owned by these subjects.

### **XVI. COMPANY AUDIT.**

#### **Article 55. Audit:**

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

An auditor of the independent auditing company shall not be a person currently working for the Company, its parent company or its subsidiary; not be a person who has worked for the Company, its parent company or its subsidiary for at least 03 consecutive years.

2. The audit report shall be attached to the annual financial statement of the Company.

3. The independent auditors auditing the Company's financial statements are encouraged to attend the General Meeting of Shareholders and are entitled to receive notices and other information related to the General Meeting of Shareholders and to express opinions at the General Meeting on issues related to the audit of the Company's financial statements.

### **XVII. SEAL.**

#### **Article 56. Seal:**

1. The seal may be made at a seal engraving unit or in the form of a digital signature in accordance with the law on electronic transactions.

2. The Board of Directors shall decide on the type, quantity, form and content of the seal of the Company, its branches and representative offices.

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

### **XVIII. DISSOLUTION.**

#### **Article 57. Dissolution:**

1. The Company may be dissolved in following cases:

a. The operating period as specified in the Company's Charter expires without extension;

b. The company is dissolved according to resolutions and decisions of the General Meeting of Shareholders;

c. The Company's Enterprise registration certificate is revoked;

d. Other cases as prescribed by regulations of law.

2. The dissolution of the Company ahead of time (including the extended period) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. This decision on dissolution shall be announced or approved by the competent authority (if required) as prescribed.

**Article 58. Liquidation:**

1. A minimum of six (06) months before the expiration of the Company's duration of operation or after a decision to dissolve the Company, the Board of Directors shall establish a Liquidation Committee including three (03) members. Two (02) members are nominated by the General Meeting of Shareholders and one (01) member is appointed by the Board of Directors from an independent auditing company. The Liquidation committee shall prepare its operation regulations. The members of the Liquidation Committee can be selected from among the employees of the Company or independent experts. All costs related to the liquidation shall be prioritized for payment by the Company prior to other debts of the Company.

2. The Liquidation Committee shall report to the business registration agencies on the date of establishment and operation commencement date. Since that time, the Liquidation committee shall act on behalf of the Company in all work related to the liquidation of the Company before courts and administrative agencies.

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

- a. Liquidation costs;
- b. Salary, severance allowance, social insurance and other benefits of employees according to the collective labor agreement and signed labor contracts;
- c. Tax liabilities;
- d. Other debts of the company;
- đ. Remaining balance after payment of all debts from item (a) to (d) above shall be distributed to the shareholders. The preferred shares are prioritized for prior payment.

**XIX. INTERNAL DISPUTE SETTLEMENT.**

**Article 59. Internal dispute settlement:**

1. In case of disputes or complaints related to the Company's operations or to the rights and obligations of the shareholders as stipulated in the Law on Enterprises, the Company's Charter and other laws or agreements between:

- a. Shareholders with the Company;
- b. Shareholders with the Board of Directors, Board of Supervisors, General Director or other executives;

The parties concerned shall try to resolve the dispute through negotiation and conciliation. Except for disputes concerning the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the settlement of the disputes and request each party to present information related to the disputes within ten (10) working days from the date of the disputes. In case of disputes concerning the Board of Directors or the Chairman of the Board of Directors, any

party may request the Board of Supervisors to appoint an independent expert to act as a mediator for the dispute settlement process.

2. In case of failure to achieve the reconciliation decision within six (06) weeks from the start of the process of reconciliation or if the mediator's decision is not accepted by the parties, any party may refer the dispute to a competent economic Arbitral tribunal or economic Court for resolution.

3. The parties shall bear their own costs related to the negotiation and mediation procedures. The payment of the Court fees shall comply with the judgment of the Court.

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

### **Article 60. Amendments and supplements to the Charter:**

1. The amendments and supplements to this Charter must be reviewed and approved by the General Meeting of Shareholders.

2. In case there are provisions of the law related to the Company's operations have not been mentioned in this Charter or in the case of the new provisions of law other than the provisions of this Charter, the provisions of the law which, of course, shall apply and adjust the operation of the Company.

## **XXI. EFFECTIVE DATE.**

### **Article 61. Effective date:**

1. The General Meeting of Shareholders of PetroVietnam Ca Mau Fertilizer Joint Stock Company unanimously adopted and approved this Charter, consisting of 21 chapters, 61 articles and one (01) appendix, on June 12, 2023 in Ca Mau. This Charter is effective in its entirety.

2. The language used in this Charter's documents and the Company's rules, regulations, decisions as well as discussions and communication at meetings and in the minutes of meetings is Vietnamese. Attending members are responsible for hiring their translation if needed. In case there is an additional foreign language version, if there is a discrepancy between the Vietnamese version and the foreign language version, the Vietnamese version shall prevail.

3. This Charter is unique and official one of the Company and kept at the Headquarters of the Company.

4. The copies or extracts of the Charter become valid only when they are signed by the Chairman of the Board of Directors or at least one-half (1/2) the total number of Board of Directors members.

*Full name and signature of the Company's legal representative:*

*Full name:     **Van Tien Thanh**     Title: **General Director***

*Signature: .....*

**FOR THE GENERAL MEETING OF SHAREHOLDERS  
CHAIRMAN OF THE BOARD OF DIRECTORS**

*(Signed & sealed)*  
**Tran Ngoc Nguyen**

## APPENDIX: LINES OF BUSINESS OF THE COMPANY

NO	Line of business	Industry code
1	Production of fertilizers and nitrogen compounds	2012 (Main)
2	Other specialized wholesale not yet classified Details: Wholesale of fertilizers and chemicals used in industry - agriculture.	4669
3	Retail of other new commodities in specialized stores Details: Retail of fertilizers and chemicals used in industry - agriculture.	4773
4	Architectural activities and related technical consultancy Details: Consulting, technical guidance on the use of fertilizers and chemicals.	7110
5	Warehousing and storage of goods	5210
6	Cargo handling	5224
7	Scientific research and technology development in the field of natural sciences	7211
8	Scientific research and technology development in the fields of science, engineering and technology	7212
9	Technical testing and analysis (Excluding verification services (testing, analysis) and issuance of certificate for transportation vehicles, including the system, components, equipment, auxiliary parts of vehicles).	7120
10	Repair of machinery and equipment Details: Maintenance, repair of machinery and equipment.	3312
11	Manufacture of basic chemicals	2011
12	Data processing, leasing and related activities	6311
13	Portal. Details: Building websites.	6312
14	Wholesaling agricultural machinery, equipment and other spare parts. Details: Trading of agricultural products and supplies, agricultural machinery, tools and agricultural machinery spare parts.	4653
15	Wholesaling agricultural products, material forest products and live animals. Details: Trading of plant varieties, agricultural products and pesticides.	4620
16	Retail by mail or internet order. Details: Trading via electronic transactions.	4791



<b>NO</b>	<b>Line of business</b>	<b>Industry code</b>
	(Excluding the exercising of export rights, import rights, distribution rights of goods under the List of goods not allowed for export, import, distribution by the foreign investor, foreign-invested economic entity)	
17	Cultivation services. Details: Fertilizer testing	0161
18	Producing non-alcoholic beverages, mineral water.	1104
19	Trading of real estate, land use rights of owners, users or lessees. Details: Renting properties of owners	6810
20	Supply and management of labor resources Details: Provision of personnel for operation, testing, repair of machinery, power system for production (Excluding outsourcing service under any contract).	7830
21	Manufacture of chemicals not classified elsewhere. Details: Manufacture of bio-products for agricultural - industrial - ecosystem purposes.	2009
22	Operating in other business lines not prohibited by law.	