

**WATER SUPPLY AND DRAINAGE INVESTMENT AND CONSTRUCTION JOINT  
STOCK COMPANY**

**- WASECO -**

**DRAFT  
CHARTER**

**MAY 2026**

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## FOREWORD

This Charter was approved in accordance with Resolution No. /2026/NQ-ĐHDHD of the General Meeting of Shareholders of the Company dated May 2026.

## CHAPTER I. DEFINITIONS OF TERMS IN THE CHARTER










### Article 1. Explanation of terms

1. In this Charter, the following terms shall be construed as follows:
  - a) **"Charter capital"** means the total par value of shares sold or registered for purchase upon the establishment of the enterprise and specified in Article 6 of this Charter;
  - b) **"Voting capital"** means share capital, whereby the owner has the right to vote on matters under the decision-making competence of the General Meeting of Shareholders;
  - c) **"Enterprise Law"** is the Enterprise Law No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, amended and supplemented in 2025;
  - d) **"Securities Law"** means the Securities Law No. 54/2019/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, amended and supplemented in 2024;
  - e) **"Establishment date"** means the date on which the Water Supply and Sewerage Investment and Construction Joint Stock Company is granted the Enterprise Registration Certificate (Business Registration Certificate and equivalent papers) for the first time;
  - f) **"Enterprise manager"** means a person who manages the Company, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director and individuals holding other managerial positions appointed by the Company's Board of Directors;
  - g) **"Enterprise Executive"** means the General Director, Deputy General Director, Chief Financial Officer, Chief Accountant, and other executives as prescribed by the Company's Charter;
  - h) **"Non-executive member of the Board of Directors"** means a member of the Board of Directors who is not the General Director, Deputy General Director, Chief Financial Officer, Chief Accountant and other executives as prescribed by the Company's Charter;
  - i) **"Independent member of the Board of Directors"** means a member specified in Clause 2, Article 155 of the Law on Enterprises;
  - j) **"Person in charge of corporate governance"** means a person with the responsibilities and powers specified in Article 281 of Decree 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities;
  - k) **"Related person"** means an individual or organization specified in Clause 46, Article 4 of the Law on Securities;
  - l) **"Shareholder"** means an individual or organization that owns at least one share of the Company;
  - m) **"Major shareholder"** means a shareholder specified in Clause 18, Article 4 of the Law on Securities;

- n) **"Operation duration"** means the operation time of the Company specified in Article 2 of this Charter;
  - o) **"Vietnam"** means the Socialist Republic of Vietnam.
  - p) **"Company"** means Water Supply and Sewerage Investment and Construction Joint Stock Company.
  - q) **"WASECO"** is the abbreviation of Water Supply and Sewerage Investment and Construction Joint Stock Company.
2. In these Regulations, references to one or several other regulations or documents include amendments or substitute documents.
  3. The headings (chapters and articles of this Charter) are used to facilitate the understanding of the content and do not affect the content of this Charter.

## **CHAPTER II. NAME, FORM, HEAD OFFICE, BRANCH, REPRESENTATIVE OFFICE, DURATION OF OPERATION AND LEGAL REPRESENTATIVE OF THE COMPANY**

### **Article 2. Name, form, head office, branch, representative office and duration of operation of the Company**

1. Company Name
  -  Vietnamese name: **WATER SUPPLY AND DRAINAGE INVESTMENT AND CONSTRUCTION JOINT STOCK COMPANY**
  -  Tên tiếng Anh: **WATER SUPPLY SEWERAGE CONSTRUCTION AND INVESTMENT JOINT STOCK COMPANY**
  -  Abbreviation: **WASECO**
  -  Stock Code: **VSI**
2. The company is a joint stock company with legal status in accordance with the current laws of Vietnam.
3. Registered office of the Company:
  -  Head office address: 10 Pho Quang, Tan Son Hoa Ward, Ho Chi Minh City.
  -  Phone: 08.38475166
  -  Fax: 08.38475161
  -  Email: [capthoatnuoc@waseco.com.vn](mailto:capthoatnuoc@waseco.com.vn)
  -  Website: [www.waseco.com.vn](http://www.waseco.com.vn)
4. The Company may establish branches and representative offices in the business area to carry out the Company's operational objectives in accordance with the decision of the Board of Directors and to the extent permitted by law.
5. Except for the termination of operation as prescribed in Article 55, the term of operation of the Company is indefinitely from the date of establishment.

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

1. The Company has 01 (one) legal representative who is the General Director of the Company.
2. The rights and obligations of the legal representative are specified in Articles 12 and 13 of the Law on Enterprises.

### CHAPTER III. OBJECTIVES, SCOPE OF BUSINESS AND ACTIVITIES OF THE COMPANY

#### Article 4. Objectives of the Company

1. The Company's business lines are:

STT	Industry Name	Industry Code
1	Building houses for living Details: Construction, general contractor for the construction of civil works.	4101
2	Building houses that are not for living Details: Construction, general contractor for construction of other civil engineering works, industrial works. Assembling and assembling building components.	4102
3	Construction of road works Details: Construction and construction of road works, construction of bridges, road tunnels and works on road surfaces.	4212
4	Construction of water supply and drainage works Details: Construction, general contractor for the construction of water supply and drainage works.	4222
5	Construction of water works Details: Construction and construction of waterway works, ports, river works, irrigation works	4291
6	Construction of other civil engineering works Details: Construction, general contractor for construction of outdoor sports facilities, urban technical infrastructure	4299
7	Installation of water supply, drainage, heating and air conditioning systems Details: Construction and installation of a system of domestic water supply and drainage works and other civil works. Construction and installation of heating and air conditioning systems indoors or at other construction works (except for installation of refrigeration equipment (freezing equipment, cold storage, ice machines, air conditioners, water chillers) using R22 refrigerant gas in the field of seafood processing and except for mechanical processing, waste recycling, electroplating at the head office)	4322
8	Drainage and wastewater treatment Details: construction and installation of drainage system activities and wastewater and sludge treatment works	3700
9	Afforestation, forest care and forestry tree nurturing Details: Afforestation and care of woody forests, bamboo forests and other forests (not operating at the company's headquarters)	0210

STT	Industry Name	Industry Code
10	Intermediate training Details: Intermediate training (vocational)	8532
11	Treatment and disposal of non-toxic waste Details: Garbage treatment activities before destruction, other treatment of non-toxic wastes and non-toxic waste disposal activities.	3821
12	Treatment and destruction of hazardous waste Details: Treatment and disposal of medical waste and other hazardous waste	3822
13	Installation of other construction systems Details: Construction and installation of solar battery system and solar power equipment - Details: Construction and installation of environmental sanitation works; installation of steel structures and engineering mechanical and electrical equipment.	4329
14	Processing and preservation of aquatic products and aquatic products Details: Exploitation and processing of seafood products (not operating at the head office)	1020
15	Architectural activities and related technical consultancy Details: Construction investment consultancy. Topographic and geological survey of the construction of works. Design and construction of water supply and drainage works, urban technical infrastructure works, civil-industrial works. Consulting on the formulation and verification of construction investment projects. Bidding consultancy. Make a total cost estimate and cost estimate of the works. Verification of the design and total cost estimate. Supervision of construction of water supply and drainage, civil and industrial works: construction and completion.	7110
16	Trading in real estate, land use rights belonging to owners, users or tenants Details: Investment in construction and business of water supply, drainage, wastewater treatment, solid waste and environmental sanitation works. Investment in the construction and business of urban technical infrastructure and industrial parks. To invest in the construction, management, exploitation and business of services of industrial parks, residential areas, parking lots (without setting up illegal wharves and yards), industrial warehouses. Real estate business.	<b>6810 (major)</b>
17	Other Electrical Equipment Manufacturing Detail: Processing engineering mechanical and electrical equipment.	2790
18	Domestic aquaculture Details: Aquaculture - seafood (not operating at the headquarters).	0322
19	Water extraction, treatment and supply	3600

STT	Industry Name	Industry Code
	Details: Exploration drilling, groundwater exploitation drilling (not operating at the headquarters).	
20	Food Wholesale Details: Buying and selling seafood products (not operating at the head office)	4632
21	Wholesale of raw agricultural and forest products (except timber, bamboo, bamboo) and live animals Details: Buying and selling products from industrial plants (not operating at the head office)	4620
22	Other production has not been classified anywhere Detail: Exploitation and processing of products from industrial plants (not operating at the company's headquarters)	3290
23	Manufacturing other specialized machines Details: Production of machinery - equipment - spare parts in the construction - water supply and drainage and environment industry (not produced at the company's headquarters).	2829
24	Production of building materials from clay Details: Production of construction materials and materials (not produced at the company's headquarters).	2392
25	Generate electricity from renewable energy sources Details: Production of wind power, solar power and other electricity (except for transmission and dispatching of the national power system and construction and operation of multi-purpose hydropower and nuclear power)	3512
26	Wholesale Beverages Details: Buying and selling clean water	4633
27	Power Transmission and Distribution Details: Selling electricity to users or selling electricity from wind power, solar power and other electricity generation (Enterprises do not provide goods and services under the State's monopoly, do not carry out commercial activities according to Decree 94/2017/ND-CP on State-exclusive goods and services) (except for transmission, dispatching of the national power system and construction and operation of multi-purpose hydropower and nuclear power)	3513
28	The remaining professional, scientific and technological activities have not been classified anywhere	7499

STT	Industry Name	Industry Code
	Details: Scientific research and application of technology transfer in the water supply and drainage industry	
29	Manufacture of metal components Details: Steel structure processing.	2511
30	Wholesale of other installation materials and equipment in construction Detail: Purchase and sale of construction materials and materials	4673
31	Wholesale of other machinery, equipment and machine parts Details: Buying and selling machinery - equipment - spare parts in the construction industry - water supply and drainage and environment.	4659
32	Production of non-alcoholic beverages, mineral water Detail: Clean water production.	1105
33	<i>Foreign-invested enterprises are responsible for carrying out investment procedures in accordance with the Law on Investment and relevant laws. Enterprises must strictly comply with the provisions of the law on land, construction, fire prevention and fighting, environmental protection, other provisions of current law related to their operations and business conditions for conditional business lines.</i>	

2. In the course of operation, the Company may change its business lines in accordance with the provisions of law, after being approved by the General Meeting of Shareholders, the Company has notified the change of registration contents to the business registration authority and has been approved by the business registration authority to be added to the enterprise registration dossier and published on the National Business Registration Portal.
3. The company must fully meet the business conditions when doing business in conditional business lines as prescribed by law and ensure that such business investment conditions are maintained throughout the course of business activities.
4. Objectives of the Company:  
The company was established to mobilize and use capital effectively in the development of registered production and business lines, aiming to maximize profits, increase income for shareholders, create stable jobs for employees, contributing to the State budget and the development of the Company.

#### **Article 5. Business Scope and Activities of the Company**

The Company is authorized to plan and conduct all business activities according to the Company's business lines that have been published on the National Business Registration Portal and this Charter, in accordance with the provisions of applicable law, and to take appropriate measures to achieve the Company's objectives.

### **CHAPTER IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS**

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

1. The charter capital of the Company is **132,000,000,000 VND (One hundred and thirty-two billion VND)**. The total charter capital of the Company is divided into

13,200,000 (Thirteen million two hundred thousand) shares with a par value of 10,000 (ten thousand) VND/share.

2. The company may change its charter capital when approved by the General Meeting of Shareholders and in accordance with the provisions of law.
3. The Company's shares on the date of adoption of this Charter include ordinary shares. The rights and obligations of shareholders holding each type of shares are specified in Articles 12 and 13 of this Charter.
4. The company may issue other types of preferred shares after obtaining the approval of the General Meeting of Shareholders and in accordance with the provisions of law.
5. Name, address, number of shares and other information about the founding shareholders in accordance with the provisions of the Law on Enterprises are stated in Appendix 01 attached. This Addendum is a part of this Charter.
6. Ordinary shares must be prioritized for sale to existing shareholders in proportion to their ownership of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. The number of shares of shareholders who do not register to buy all will be decided by the Board of Directors of the Company. The Board of Directors may distribute such shares to shareholders and other persons under conditions that are less favorable than those offered for sale to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.
7. The Company may purchase shares issued by the Company in the manner provided for in this Charter and applicable laws. The shares repurchased by the Company are treasury shares and the Board of Directors may offer them for sale in ways consistent with the Securities Law, relevant guiding documents and the provisions of this Charter.
8. The company may issue other securities in accordance with the law.

#### **Article 7. Stock Certification**

1. Shareholders of the Company may be granted share certificates corresponding to the number of shares and the type of shares owned.
2. Stocks are securities that confirm the legitimate rights and interests of the owner to a part of the issuer's share capital. Shares issued by the Company, book entries or electronic data confirming the ownership of one or several shares of the Company. Stocks must have all the contents specified in Clause 1, Article 121 of the Law on Enterprises.
3. Within 20 (twenty) days from the date of submission of a complete dossier of request for transfer of share ownership as prescribed by the Company or within 2 months (or other time limit prescribed by the issuance terms) from the date of full payment of the share purchase price as prescribed in the Company's share issuance plan, The holder of the number of shares may be granted a share certificate. The shareholder does not have to pay the Company the cost of printing the share certificate.
4. In case the stock certificate is lost, destroyed or damaged, the owner of such stock may apply for a new share certificate. The shareholder's proposal must include the following contents:
  - a) Information about lost, damaged or otherwise damaged stock;
  - b) Commit to take responsibility for disputes arising from the re-issuance of new shares.

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

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

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

1. All shares are freely transferable unless otherwise provided by this Charter and law. Stocks listed and registered for trading on the Stock Exchange shall be transferred in accordance with the provisions of the law on securities and securities market.
2. Shares that have not been fully paid shall not be transferred and enjoy related benefits such as the right to receive dividends, the right to receive shares issued to increase share capital from equity, the right to purchase newly offered shares and other benefits as prescribed by law.

#### **Article 10. Share Recovery**

1. In case a shareholder fails to fully and punctually pay the amount payable for the purchase of shares, the Board of Directors shall notify and request such shareholder to pay the remaining amount and take responsibility corresponding to the total par value of the shares registered for purchase for the Company's financial obligations arising from the non-payment in full.
2. The above-mentioned notice of payment must clearly state the new payment deadline (at least seven (07) days from the date of sending the notice), the place of payment and the notice must clearly state that in case of failure to pay as required, the number of shares that have not been fully paid will be withdrawn.
3. The Board of Directors reserves the right to revoke unpaid shares in full and on time in the event that the requirements in the above notice are not fulfilled.
4. The recovered shares are considered as shares entitled to be offered for sale specified in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly or authorize the sale and redistribution under such conditions and manner as the Board of Directors deems appropriate.
5. Shareholders holding the withdrawn shares must relinquish their shareholder status for those shares, but must still be responsible for the total par value of the shares registered for purchase for the Company's financial obligations arising at the time of recovery under the decision of the Board of Directors from the date of recovery to the date of implementation payment. The Board of Directors has the sole right to decide on the coercive payment of the entire value of shares at the time of recovery.
6. The notice of revocation shall be sent to the holder of the revoked shares before the time of revocation. The revocation remains in effect even in the event of an error or negligence in the delivery of the notification.

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

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

The organizational structure of management, administration and control of the Company shall be selected according to the provisions of Point a, Clause 1, Article 137 of the Law on Enterprises, including:

1. General Meeting of Shareholders;
2. Board of Directors;

3. Supervisory Board; and
4. General Director.

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

### **Article 12. Shareholders' rights**

1. Ordinary shareholders have the following rights:
  - a) Attending and speaking at meetings of the General Meeting of Shareholders and exercising the right to vote directly or through an authorized representative or other forms prescribed by the Company's Charter and law. Each ordinary share has one vote;
  - b) Receive dividends at the rate decided by the General Meeting of Shareholders;
  - c) Priority shall be given to the purchase of newly offered shares corresponding to the proportion of ordinary shares that they own in the Company;
  - d) Freely transfer their shares to others, except for the cases specified in Clause 3, Article 120, Clause 1, Article 127 of the Law on Enterprises and other relevant laws;
  - e) Review, look up and extract information about names and contact addresses in the list of shareholders with voting rights; request correction of inaccurate information;
  - f) Considering, looking, extracting or copying the Company's Charter, the minutes of the General Meeting of Shareholders and the resolution of the General Meeting of Shareholders;
  - g) When the Company is dissolved or bankrupt, it is entitled to receive a part of the remaining assets corresponding to the percentage of share ownership in the Company;
  - h) To request the Company to repurchase its shares in the cases specified in Article 132 of the Law on Enterprises;
  - i) To be treated equally. Each share of the same type gives the shareholder equal rights, obligations and benefits. In case the Company has preference shares, the rights and obligations associated with the preference shares must be approved by the General Meeting of Shareholders and fully announced to shareholders;
  - j) Have full access to periodic and unusual information published by the Company in accordance with the law;
  - k) To have their legitimate rights and interests protected; to propose the suspension or cancellation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the Law on Enterprises;
  - l) Other rights as prescribed by law and this Charter.
2. A shareholder or group of shareholders owning 5% or more of the total number of ordinary shares has the following rights:
  - a) Request the Board of Directors to convene a meeting of the General Meeting of Shareholders in accordance with the provisions of Clause 3, Article 115 and Article 140 of the Law on Enterprises;
  - b) Review, look up and extract the number of minutes, resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Control Board, contracts and transactions that must be approved by the Board of

Directors and other documents, except for documents related to trade secrets, the Company's business secrets;

- c) Request the Supervisory Board to examine each specific issue related to the management and administration of the Company's activities when deeming it necessary. The request must be in writing and must include the following contents: full name, contact address, nationality, number of legal papers of the individual for individual shareholders; name, enterprise code or number of legal papers of the organization, address of the head office for shareholders being organizations; the number of shares and the time of registration of shares of each shareholder, the total number of shares of the whole group of shareholders and the percentage of ownership in the total number of shares of the Company; matters to be inspected, the purpose of inspection;
  - d) Proposing the issue to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company at least 03 working days before the opening date. The petition must clearly state the name of the shareholder, the number of each type of shares of the shareholder, the issue proposed to be included in the meeting agenda;
  - e) Other rights as prescribed by law and this Charter.
3. Shareholders or groups of shareholders owning 10% or more of the total ordinary shares have the right to nominate persons to the Board of Directors or the Control Board. The nomination of persons to the Board of Directors and the Control Board shall be carried out as follows:
- a) Ordinary shareholders form groups to nominate persons to the Board of Directors and the Control Board must notify the group meeting to the shareholders attending the meeting before the opening of the General Meeting of Shareholders;
  - b) Based on the number of members of the Board of Directors and the Control Board, shareholders or groups of shareholders specified in this Clause may nominate one or several persons under the decision of the General Meeting of Shareholders as candidates for the Board of Directors and the Control Board. In case the number of candidates nominated by shareholders or groups of shareholders is lower than the number of candidates they are entitled to nominate under the decision of the General Meeting of Shareholders, the remaining number of candidates shall be nominated by the Board of Directors, the Control Board and other shareholders.

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

Ordinary shareholders have the following obligations:

- 1. Pay in full and on time the number of shares committed to buy.
- 2. The capital contributed by ordinary shares must not be withdrawn from the Company in any form, except for the case of repurchase of shares by the Company or another person. In case a shareholder withdraws part or all of the contributed share capital contrary to the provisions of this Clause, such shareholder and the person with related interests in the Company shall be jointly responsible for the Company's debts and other property obligations within the value of the withdrawn shares and the damage incurred.
- 3. Comply with the Company's Charter and the Company's Internal Management Regulations.
- 4. Comply with Resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

5. Confidentiality of information provided by the Company in accordance with the provisions of the Company's Charter and law; use the information provided only to exercise and protect their legitimate rights and interests; it is strictly forbidden to disseminate or copy or send information provided by the Company to other organizations and individuals.
6. Attending the General Meeting of Shareholders and exercising voting rights through the following forms:
  - a) Attending and voting directly at the meeting;
  - b) Authorize other individuals and organizations to attend and vote at meetings;
  - c) Attend and vote through online conferences, electronic voting or other electronic forms;
  - d) Send voting ballots to the meeting by mail, fax, email;
  - e) Sending voting slips by other means as prescribed in the Company's Charter.
7. Take personal responsibility when performing one of the following acts on behalf of the Company in any form:
  - a) Violation of law;
  - b) Conducting business and other transactions for self-interest or serving the interests of other organizations and individuals;
  - c) Payment of undue debts against financial risks to the Company.
8. Fulfill other obligations as prescribed by current law.

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

1. The General Meeting of Shareholders consists of all shareholders with voting rights, which is the highest decision-making body of the Company. The General Meeting of Shareholders meets annually 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 in case of necessity, but not more than six (06) months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold an extraordinary meeting. The meeting place of the General Meeting of Shareholders is determined to be the place where the chairman attends the meeting and must be in the territory of Vietnam.
2. The Board of Directors convenes the Annual General Meeting of Shareholders and selects a suitable location. The Annual General Meeting of Shareholders decides on matters in accordance with the provisions of law and the Company's Charter, especially through the audited annual financial statements. In case the audit report of the Company's annual financial statements contains material exceptions, contrary audit opinions or rejections, the Company must invite the representative of the auditing organization approved to audit the Company's financial statements to attend the Annual General Meeting of Shareholders and the representative of the approved auditing organization mentioned above is responsible for attending the Company's Annual General Meeting of Shareholders.
3. The Board of Directors must 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 and the Control Board

is less than the minimum number of members as prescribed by law;

- c) At the request of shareholders or groups of shareholders specified in Clause 2, Article 12 of this Charter; the request for convening the General Meeting of Shareholders must be expressed in writing, clearly stating the reason and purpose of the meeting, with sufficient signatures of relevant shareholders or a written request made in many copies and sufficiently collected signatures of relevant shareholders;
- d) At the request of the Supervisory Board;
- e) Other cases as prescribed by law and this Charter.

4. Convening an extraordinary General Meeting of Shareholders

- a) The Board of Directors must convene a meeting of the General Meeting of Shareholders within 30 days from the date on which the remaining members of the Board of Directors or members of the Control Board as prescribed at Point b, Clause 3 of this Article or receive the request specified at Points c and d, Clause 3 of this Article;
- b) In case the Board of Directors fails to convene a meeting of the General Meeting of Shareholders as prescribed at Point a, Clause 4 of this Article, within the next 30 days, the Supervisory Board shall replace the Board of Directors with a meeting of the General Meeting of Shareholders as prescribed in Clause 3, Article 140 of the Law on Enterprises;
- c) In case the Supervisory Board fails to convene a meeting of 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 may request the representative of the Company to convene a meeting of the General Meeting of Shareholders in accordance with the provisions of the Law on Enterprises;

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the order and procedures for convening, conducting meetings and making decisions of the General Meeting of Shareholders. All expenses for convening and conducting the General Meeting of Shareholders are refunded by the Company. This cost does not include expenses spent by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

- d) Procedures for organizing a meeting of the General Meeting of Shareholders shall comply with the provisions of Clause 5, Article 140 of the Law on Enterprises and the provisions of this Charter.

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

- 1. The General Meeting of Shareholders has the following rights and obligations:
  - a) Through the development orientation of the Company;
  - b) To decide on the types of shares and the total number of shares of each type entitled to be offered for sale; decide on the annual dividend level of each type of shares;
  - c) Election, dismissal and dismissal of members of the Board of Directors and members of the Control Board;
  - d) The decision to invest or sell assets valued at 35% or more of the total value of assets is recorded in the Company's latest financial statements.
  - e) Decision on amendments and supplements to the Company's Charter;

- f) Approval of annual financial statements;
  - g) Decide to repurchase more than 10% of the total sold shares of each type;
  - h) Consider and handle violations committed by members of the Board of Directors and members of the Control Board that cause damage to the Company and its shareholders;
  - i) Decision on reorganization or dissolution of the Company;
  - j) To decide on the budget or the total level of remuneration, bonuses and other benefits for the Board of Directors and the Control Board;
  - k) Approving the Internal Regulation on corporate governance; Regulations on the operation of the Board of Directors and the Control Board;
  - l) Approve the list of approved auditing firms; decide on the auditing firm to be approved to inspect the Company's operations, dismiss the approved auditor when deeming it necessary;
  - m) Other rights and obligations as prescribed by law.
2. The General Meeting of Shareholders discussed and approved the following issues:
- a) The Company's annual business plan;
  - b) Audited annual financial statements;
  - c) The report of the Board of Directors on the governance and operation results of the Board of Directors and each member of the Board of Directors;
  - d) Report of the Supervisory Board on the Company's business results, operation results of the Board of Directors, General Director;
  - e) Report on self-assessment of performance of the Supervisory Board and members of the Supervisory Board;
  - f) Dividend level for each share of each type;
  - g) Number of members of the Board of Directors and the Control Board;
  - h) Election, dismissal and dismissal of members of the Board of Directors and members of the Control Board;
  - i) To decide on the budget or the total level of remuneration, bonuses and other benefits for the Board of Directors and the Control Board;
  - j) Approve the list of approved auditing firms; deciding on the approved auditing firm to inspect the Company's activities when deeming it necessary;
  - k) Supplementing and amending the Company's Charter;
  - l) The type of shares and the number of newly issued shares for each type of shares and the transfer of shares of the founding members within the first 03 years from the date of establishment;
  - m) Division, separation, consolidation, merger or transformation of the Company;
  - n) Reorganization and dissolution (liquidation) of the Company and appointment of liquidators;
  - o) Decision to invest or sell assets valued at 35% or more of the total value of assets recorded in the Company's latest financial statements;
  - p) Decide to repurchase more than 10% of the total sold shares of each type;

- q) The Company signs contracts and transactions with the entities specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total value of the Company's assets recorded in the latest financial statements;
  - r) Approving 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;
  - s) Approving the Internal Regulations on corporate governance, the Regulation on the operation of the Board of Directors, the Regulation on the operation of the Supervisory Board;
  - t) Other matters as prescribed by law and this Charter.
3. The Annual General Meeting of Shareholders discusses and approves the following matters:
- a) The Company's annual business plan;
  - b) Annual financial statements;
  - c) The report of the Board of Directors on the governance and operation results of the Board of Directors and each member of the Board of Directors;
  - d) Report of the Supervisory Board on the Company's business results, operation results of the Board of Directors, General Director;
  - e) Reports on self-assessment of performance of the Control Board and Controllers;
  - f) Dividend level for each share of each type;
  - g) Other matters fall under the jurisdiction.
4. All resolutions and issues that have been included in the meeting agenda must be discussed and voted on at the General Meeting of Shareholders.

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

- 1. Shareholders and authorized representatives of shareholders being organizations may directly attend meetings or authorize one or several other individuals and organizations to attend meetings or attend meetings through one of the forms specified in Clause 3, Article 144 of the Law on Enterprises.
- 2. The authorization of the representative to attend the General Meeting of Shareholders must be made in writing according to the Company's form, including the following contents: name of authorized shareholder, name of authorized individual, organization, number of authorized shares, authorization contents, scope of authorization, duration of authorization, signatures of the authorizing party and the authorized party, seal (if the authorizing party or the authorized party is an organization with a seal).

The person authorized to attend the General Meeting of Shareholders must submit a written authorization when registering to attend the meeting. In case of re-authorization, the attendees of the meeting must additionally present the initial authorization document of the shareholder, the authorized representative of the shareholder being an organization (if not previously registered with the Company).

- 3. The voting slip of the authorized person attending the meeting within the scope of authorization is still valid in one of the following cases:
  - a) The authorizer has died, has limited civil act capacity or has lost his/her civil act capacity;

- b) The authorizer has canceled the authorization designation;
- c) The authorizer has canceled the authority of the person performing the authorization.

In the event that the Company receives a notice of one of the above events before the opening time of the General Meeting of Shareholders or before the meeting is reconvened, the provisions of these Terms shall not apply.

#### **Article 17. Change permissions**

- 1. The change or cancellation of special rights attached to a type of preference share takes effect when it is approved by shareholders representing 65% or more of the total votes of all shareholders attending the meeting. The Resolution of the General Meeting of Shareholders on the contents of adversely changing the rights and obligations of shareholders owning preference shares shall only be approved if they are approved by the number of preference shareholders of the same type who own 75% or more of the total preference shares of that type or are approved by the preference shareholders of the same type owning 75% or more of the total number of shares the preferential portion of that type or higher shall be approved in case of passing the resolution in the form of collecting written opinions.
- 2. The organization of a meeting of shareholders holding a type of preference shares to approve the change of the above-mentioned rights is only valid when there are at least 02 shareholders (or their authorized representatives) and hold at least 1/3 of the par value of the issued shares of that type. In case there is not enough number of delegates as mentioned above, the meeting shall be reorganized within the next 30 days and the holders of shares of that type (regardless of the number of persons and shares) who are present in person or through authorized representatives are considered to have sufficient number of delegates requested. At the above-mentioned meetings of shareholders holding preference shares, holders of shares of that type who are present in person or through their representatives may request a secret ballot. Each share of the same type has equal voting rights at the above-mentioned meetings.
- 3. The procedure for conducting such separate meetings is similar to the provisions of Articles 19, 20 and 21 of this Charter.
- 4. Unless otherwise provided by the terms of the issuance of shares, the special rights attached to the types of shares with preferential rights over some or all matters relating to the distribution of the Company's profits or assets are not altered when the Company issues additional shares of the same type.

#### **Article 18. Convening meetings, meeting agendas and notice of invitation to the General Meeting of Shareholders**

- 1. The Board of Directors convenes an annual and extraordinary General Meeting of Shareholders. The Board of Directors convenes an extraordinary General Meeting of Shareholders in the cases specified in Clause 3, Article 14 of this Charter.
- 2. The convener of the General Meeting of Shareholders must perform the following tasks:
  - a) Prepare a list of shareholders eligible to participate and vote at the Company's General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be made no later than ten (10) days before the date of sending the notice of invitation to the General Meeting of Shareholders. The company must disclose information about the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days before the last registration date.

- b) Prepare the program and content of the congress;
  - c) Preparing documents for the congress;
  - d) Draft resolutions of the General Meeting of Shareholders according to the expected contents of the meeting;
  - e) Determining the time and place of the congress;
  - f) Notify and send notices of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;
  - g) Other tasks for the congress.
3. The notice of the General Meeting of Shareholders shall be sent to all shareholders by the method of security, and at the same time announced on the website of the Company and the State Securities Commission, the Stock Exchange where the Company's shares are listed or registered for trading. The convener of the General Meeting of Shareholders must send a notice of invitation to the meeting to all shareholders on the List of shareholders entitled to attend the meeting at least twenty-one (21) days before the opening date of the General Meeting of Shareholders (counting from the date on which the notice is duly sent or sent). to be paid or put in a mailbox). The agenda of the General Meeting of Shareholders, documents related to the issues to be voted on at the General Meeting shall be sent to shareholders or/and posted on the Company's website. In case the documents are not enclosed with the notice of the General Meeting of Shareholders, the notice of invitation to the meeting must clearly state the link to all meeting documents for shareholders to access, including:
- a) Meeting agendas, documents used in the meeting;
  - b) List and details of candidates in case of election of members of the Board of Directors, members of the Supervisory Board (if any);
  - c) Voting slips;
  - d) Draft resolutions for each issue on the meeting agenda.
4. Shareholders or groups of shareholders specified in Clause 2, Article 12 of this Charter may propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and must be sent to the Company at least three (03) working days before the opening date of the General Meeting of Shareholders. The petition must include the full name of the shareholder, permanent residence address, nationality, number of the citizen's identity card, identity card, passport or other lawful personal identification for individual shareholders; name, enterprise code or establishment decision number, address of the head office for shareholders being organizations; the number and type of shares held by such shareholders, and the contents of the proposal to be included in the meeting agenda.
5. The convener of the General Meeting of Shareholders may reject the proposal specified in Clause 4 of this Article in one of the following cases:
- a) The petition is sent in contravention of the provisions of Clause 4 of this Article;
  - b) At the time of petition, the shareholder or group of shareholders does not hold 5% or more of ordinary shares as prescribed in Clause 2, Article 12 of this Charter;
  - c) Proposals are not within the scope of the decision-making authority of the General Meeting of Shareholders;
  - d) Other cases as prescribed by law and this Charter.

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

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

1. The General Meeting of Shareholders shall be conducted when the number of shareholders attending the meeting represents **more than 50%** of the total votes.
2. In case the first meeting is not eligible to be held under the provisions of Clause 1 of this Article, the notice of invitation to the second meeting shall be sent within thirty (30) days from the date on which the first meeting is planned. The second General Meeting of Shareholders shall be conducted when the number of shareholders attending the meeting represents **33%** or more of the total votes.
3. In case the second meeting is not eligible to be held under the provisions of Clause 2 of this Article, the notice of invitation to the third meeting must be sent within twenty (20) days from the date on which the second meeting is planned. The third General Meeting of Shareholders is conducted regardless of the total number of votes cast by shareholders attending the meeting.

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

1. Before the opening of the meeting, the Company must carry out the procedures for registering shareholders and must carry out the registration until all shareholders who have the right to attend the meeting are present to register in the following order:
  - a) When registering shareholders, the Company shall grant each shareholder or authorized representative the right to vote for a voting card, on which the registration number, full name of the shareholder, the full name of the authorized representative and the number of votes of such shareholder shall be inscribed. The General Meeting of Shareholders discusses and votes on each issue in the content of the program. The voting is conducted by voting in favor, disapproval and no opinion. At the Congress, the number of votes approving the resolution is collected first, the number of cards disapproving the resolution is collected later, and finally counting the total number of votes in favor or disapproval to decide. The results of the vote counting were announced by the Chairman just before the end of the meeting. The congress shall elect persons responsible for counting votes or supervising the counting of votes at the request of the chairperson. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders at the request of the Chairman of the meeting.
  - b) Shareholders, authorized representatives of shareholders who are organizations or authorized persons who come after the meeting has opened have the right to register immediately and then have the right to participate and vote at the general meeting immediately after registration. The Chairman is not responsible for stopping the meeting to allow shareholders to be late for registration and the validity of the previously voted contents remains unchanged.
2. The election of the Chairperson, Secretary and Vote Counting Committee is prescribed as follows:
  - a) The Chairman of the Board of Directors shall preside over or authorize another member of the Board of Directors to preside over the meeting of the General Meeting

of Shareholders convened by the Board of Directors. In case the Chairman is absent or temporarily incapacitated, the remaining members of the Board of Directors shall elect one of them to chair the meeting on the principle of majority. In case the chairperson cannot be elected, the Head of the Executive Control Board shall allow the General Meeting of Shareholders to elect the Chairperson of the meeting from among the participants and the person with the highest vote to preside over the meeting;

- b) Except for the case specified at Point a of this Clause, the person who convenes the meeting of the General Meeting of Shareholders shall preside over the meeting of the General Meeting of Shareholders to elect the Chairperson of the meeting and the person with the highest number of votes shall be appointed to chair the meeting;
  - c) The chairperson shall appoint one or several persons to act as the secretary of the meeting;
  - d) The General Meeting of Shareholders shall elect one or several persons to the Vote Counting Committee at the request of the Chairman of the meeting.
3. The agenda and contents of the meeting must be approved by the General Meeting of Shareholders in the opening session. The program must clearly and in detail determine the time for each issue in the content of the meeting agenda.
4. The Chairman of the General Meeting has the right to take necessary and reasonable measures to administer the General Meeting of Shareholders in an orderly manner, in accordance with the approved program and reflecting the wishes of the majority of the participants.
- a) Arrangement of seats at the meeting place of the General Meeting of Shareholders;
  - b) Ensure the safety of everyone present at the meeting places;
  - c) Creating conditions for shareholders to attend (or continue to attend) the general meeting. The convener of the General Meeting of Shareholders has the full right to change the above-mentioned measures and apply all necessary measures. Applicable measures may be to issue an entry permit or use other forms of electives.
5. The General Meeting of Shareholders discusses and votes on each issue in the content of the program. The voting is conducted by voting in favor, disapproval and no opinion. The results of the vote counting were announced by the chairman just before the end of the meeting.
6. Shareholders or authorized persons attending the meeting after the meeting has opened are still registered and have the right to participate in voting immediately after registration; In this case, the validity of the previously voted contents does not change.
7. The convener or chairman of the General Meeting of Shareholders has the following rights:
- a) Require all attendees to submit to inspections or other lawful and reasonable security measures;
  - b) Request the competent authority to maintain the order of the meeting; expel persons who do not comply with the executive authority of the chairman, deliberately disrupt order, prevent the normal progress of the meeting, or fail to comply with the requirements for security checks from the General Meeting of Shareholders.
8. The Chairman has the right to postpone the meeting of the General Meeting of Shareholders that has a sufficient number of people registered to attend the meeting

not more than 03 working days from the date the meeting is scheduled to open and may only postpone the meeting or change the meeting venue in the following cases:

- a) The meeting venue does not have enough convenient seating for all attendees;
  - b) The means of communication at the meeting venue do not ensure the participation, discussion and voting of shareholders attending the meeting;
  - c) There are people attending the meeting to obstruct or disrupt the order, risking making the meeting not conducted fairly and legally.
9. In case the Chairperson postpones or suspends the General Meeting of Shareholders in contravention of the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the Chairperson to administer the meeting until the end; All resolutions passed at that meeting are enforceable.
  10. In case the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company is responsible for ensuring that shareholders attend and vote in the form of electronic voting or other electronic forms as prescribed in Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

**Article 21. Conditions for the Resolution of the General Meeting of Shareholders to be approved**

1. A resolution on the following contents shall be adopted if it is approved by the number of shareholders representing 65% or more of the total number of votes of all shareholders attending and voting at the meeting, except for the cases specified in Clauses 3, 4 and 6, Article 148 of the Law on Enterprises:
  - a) Type of shares and total number of shares of each type;
  - b) Change of business lines, professions and fields;
  - c) Changes in the organizational structure of the Company's management;
  - d) Projects to invest in or sell assets valued at 35% or more of the total value of assets recorded in the Company's latest financial statements;
  - e) Reorganization and dissolution of the Company.
2. Resolutions shall be passed when they are approved by the number of shareholders owning more than 50% of the total votes of all shareholders attending and voting at the meeting, except for the cases specified in Clause 1 of this Article and Clauses 3, 4 and 6, Article 148 of the Law on Enterprises.
3. The election of members of the Board of Directors and the Control Board shall comply with the provisions of Clause 3, Article 148 of the Law on Enterprises.
4. Resolutions of the General Meeting of Shareholders passed equal to 100% of the total number of voting shares are legal and effective even if the order and procedures for convening meetings and adopting such resolutions violate the provisions of the Law on Enterprises and the Company's Charter.

**Article 22. Competence and mode of collecting shareholders' opinions in writing to approve the resolution of the General Meeting of Shareholders**

The competence and mode of collecting shareholders' opinions in writing to approve resolutions of the General Meeting of Shareholders shall comply with the following

provisions:

1. The Board of Directors has the right to collect shareholders' opinions in writing to approve the resolution of the General Meeting of Shareholders when deeming it necessary for the benefit of the Company, except for the case specified in Clause 2, Article 147 of the Law on Enterprises.
2. The Board of Directors must prepare the opinion poll form, the draft resolution of the General Meeting of Shareholders and documents explaining the draft resolution and send it to all shareholders entitled to vote at least 10 days before the deadline for returning the opinion poll. Requirements and methods for sending opinion polls and enclosed documents shall comply with the provisions of Clause 3, Article 18 of this Charter.
3. The opinion poll must contain the following principal contents:
  - a) Name, address of the head office, enterprise code of the Company;
  - b) Purpose of collecting opinions;
  - c) Full name, contact address, nationality, number of legal papers of the individual for individual shareholders; name, enterprise code or number of legal papers of the organization, address of the head office for shareholders being organizations or full name, contact address, nationality, number of legal papers of the individual, for representatives of shareholders being organizations; the number of shares of each type and the number of votes of shareholders;
  - d) Issues that need to be consulted to pass the resolution;
  - e) The voting plan includes approving, disapproving and not having opinions on each issue for consultation;
  - f) The deadline for sending to the Company the answered opinion poll form;
  - g) Full name and signature of the Chairman of the Board of Directors.
4. Shareholders can send the answered opinion poll to the Company in the following forms:
  - a) In case of sending a letter: the answered opinion poll must be signed by the shareholder being an individual, the authorized representative or the legal representative of the shareholder being an organization. The opinion poll sent to the Company must be contained in a sealed envelope and no one is allowed to open it before counting the votes;
  - b) In case of sending fax or email, the opinion poll sent to the Company must be kept confidential until the time of counting votes;
  - c) Opinion polls sent to the Company after the time limit specified in the opinion poll or which have been opened in the case of sending letters and disclosed in case of sending faxes or emails are invalid. Opinion poll papers that are not sent back are considered votes not to participate in voting.
5. The Board of Directors counts votes and makes a record of vote counting under the witness of the Supervisory Board or shareholders who do not hold management positions of the Company. The vote counting record must contain the following principal contents:
  - a) Name, address of the head office, enterprise code;
  - b) Purpose and issues to be consulted to pass the resolution;

- c) The number of shareholders with the total number of votes that participated in voting, distinguishing the number of valid votes and the number of invalid votes and the method of sending votes, enclosed with an appendix to the list of shareholders participating in voting;
- d) The total number of votes in favor, disapproval and no opinion on each issue;
- e) The issues that were passed and the corresponding voting rate passed;
- f) Full name and signature of the Chairman of the Board of Directors, the vote counter and the vote counting supervisor.

Members of the Board of Directors, vote counters and vote counting supervisors must be jointly responsible for the truthfulness and accuracy of the vote counting records; jointly responsible for damages arising from decisions passed due to dishonest and inaccurate vote counting.

- 6. The vote counting minutes and resolutions sent to shareholders shall be replaced by posting on the Company's website within 24 hours from the end of vote counting.
- 7. The opinion poll that has been answered, the vote counting record, the resolution that has been passed and the relevant documents enclosed with the opinion poll must be kept at the head office of the Company.
- 8. A resolution shall be adopted in the form of a written shareholder opinion if it is approved by the number of shareholders owning more than 50% of the total number of votes of all shareholders with voting rights and is as valid as the resolution passed at the General Meeting of Shareholders.

### **Article 23. Resolution and Minutes of the General Meeting of Shareholders**

- 1. The General Meeting of Shareholders must be recorded in minutes and may be recorded or recorded and kept in other electronic forms. The record must be made in Vietnamese, may be made in a foreign language and contain the following principal contents:
  - a) Name, address of the head office, enterprise code;
  - b) Time and place of the General Meeting of Shareholders;
  - c) Agenda and contents of the meeting;
  - d) Full name of the chairman and secretary;
  - e) Summary of the meeting's developments and opinions expressed at the General Meeting of Shareholders on each issue in the meeting agenda;
  - f) The number of shareholders and the total number of votes of shareholders attending the meeting, the appendix to the list of shareholders and representatives of shareholders attending the meeting with the corresponding number of shares and votes;
  - g) The total number of votes for each voting issue, clearly stating the voting method, the total number of valid and invalid, approving, disapproving and no opinions; the proportion of the total number of votes of shareholders attending the meeting;
  - h) The issues that were passed and the corresponding percentage of votes voted for approval;
  - i) Full name, name and signature of the Chairman and Secretary. In case the chairperson or secretary refuses to sign the minutes of the meeting, this record shall take effect if it is signed by all other members of the Board of Directors attending the meeting and

contains all the contents specified in this Clause. The minutes of the meeting clearly state the refusal of the Chairman or Secretary to sign the minutes of the meeting.

2. The minutes of the General Meeting of Shareholders must be made and approved before the end of the meeting. The chairperson and the secretary of the meeting or other persons who sign the minutes of the meeting must be jointly responsible for the truthfulness and accuracy of the contents of the minutes.
3. Minutes made in Vietnamese and foreign languages (if any) have the same legal effect. In case there is a difference in the contents of the Vietnamese and foreign language minutes, the contents of the Vietnamese minutes shall apply.
4. The Resolution, the Minutes of the General Meeting of Shareholders, the appendix to the list of shareholders registered to attend the meeting with the signatures of the shareholders, the written authorization to attend the meeting, all documents attached to the Minutes (if any) and relevant documents attached to the notice of invitation to the meeting must be disclosed in accordance with the law on information disclosure on the market securities and must be kept at the Company's head office.

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

Within ninety (90) days from the date of receipt of the Resolution or the Minutes of the General Meeting of Shareholders or the Minutes of vote counting results for collecting shareholders' opinions in writing, the shareholders or groups of shareholders specified in Clause 2, Article 12 of this Charter may request the Court or Arbitrator to consider, cancellation of the resolution or part of the resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening a meeting or collecting shareholders' opinions in writing and issuing a decision of the General Meeting of Shareholders seriously violates the provisions of the Law on Enterprises and this Charter, except for the case specified in Clause 4, Article 21 of this Charter.
2. The content of the Resolution violates the law or this Charter.

### **CHAPTER VII. BOARD**

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

1. In case a candidate for the Board of Directors has been identified, the Company must disclose information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must have a written commitment to the truthfulness and accuracy of personal information disclosed and must commit to perform their duties honestly, prudently and in the best interests of the Company if elected as a member of the Board of Directors. Information related to the Board candidate announced includes:
  - a) Full name, date of birth;
  - b) Professional qualifications;
  - c) Work process;
  - d) Other managerial titles (including the title of the Board of Directors of other companies);
  - e) Interests related to the Company and its related parties;

- f) Other information (if any);
  - g) The company shall be responsible for disclosing 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 of the Board of Directors (if any).
2. Shareholders or groups of shareholders holding 10% or more of total ordinary shares have the right to stand for and nominate candidates for the Board of Directors, specifically as follows:
- a) Shareholders or groups of shareholders holding from 10% to less than 20% of the total ordinary shares of the Company shall be nominated for one (01) candidate;
  - b) Shareholders or groups of shareholders holding from 20% to less than 30% of the total ordinary shares of the Company may nominate a maximum of two (02) candidates;
  - c) Shareholders or groups of shareholders holding from 30% to less than 40% of the total ordinary shares of the Company may nominate a maximum of three (03) candidates;
  - d) Shareholders or groups of shareholders holding from 40% to less than 50% of the total ordinary shares of the Company may nominate a maximum of four (04) candidates;
  - e) Shareholders or groups of shareholders holding from 50% to less than 60% of the total ordinary shares of the Company are nominated for a maximum of five (05) candidates;
  - f) Shareholders or groups of shareholders holding from 60% to less than 70% of the total ordinary shares of the Company may nominate a maximum of six (06) candidates;
  - g) Shareholders or groups of shareholders holding between 70% and less than 80% of the total ordinary shares of the Company may nominate a maximum of seven (07) candidates;
  - h) Shareholders or groups of shareholders holding from 80% to less than 90% of the total ordinary shares of the Company may nominate a maximum of eight (08) candidates;
  - i) Shareholders or groups of shareholders holding 90% or more of the total ordinary shares of the Company may nominate a maximum of nine (09) candidates or all of the candidates if the structure of the Board of Directors has more than nine (09) members.
3. In case the number of candidates for the Board of Directors through nomination and candidacy is still insufficient, according to the provisions of Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce more candidates or organize the nomination as prescribed in the Company's Charter. Internal Regulations on corporate governance and Regulations on the operation of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with law.

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

1. The number of members of the Board of Directors is at least 03 people and at most

11 people. The specific number of members of the Board of Directors for each term will be decided by the General Meeting of Shareholders from time to time.

2. The term of office of a member of the Board of Directors shall not exceed five (05) years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of the Company for no more than 02 consecutive terms. In case all members of the Board of Directors end their term of office, such members shall continue to be members of the Board of Directors until a new member is elected to replace and take over the work.
3. Structure of members of the Board of Directors
  - a) The structure of the Company's Board of Directors must ensure that at least 1/3 of the total number of members of the Board of Directors are non-executive members.
  - b) The total number of independent members of the Board of Directors must ensure the following provisions:
    - i) There is at least 01 independent member in case the company has the number of members of the Board of Directors from 03 to 05 members;
    - ii) There are at least 02 independent members in case the company has the number of members of the Board of Directors from 06 to 08 members;
    - iii) There are at least 03 independent members in case the company has the number of members of the Board of Directors from 09 to 11 members.
4. Members of the Board of Directors shall no longer be members of the Board of Directors in case of dismissal, dismissal or replacement by the General Meeting of Shareholders as prescribed in Article 160 of the Law on Enterprises.
5. The appointment of members of the Board of Directors must be disclosed in accordance with the provisions of the law on securities and securities market.
6. Members of the Board of Directors may not be shareholders of the Company.

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

1. The Board of Directors is the managing agency of the Company, which has the full right to decide and exercise the rights and obligations of the Company on behalf of the Company, except for the rights and obligations under the jurisdiction of the General Meeting of Shareholders.
2. The rights and obligations of the Board of Directors are prescribed by law, the Company's Charter and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and obligations:
  - a) Decide on the Company's strategy, medium-term development plan and annual business plan;
  - b) Proposals on the types of shares and the total number of shares entitled to be offered for sale of each type;
  - c) Decision on sale of unsold shares within the number of shares entitled to be offered for sale of each type; decide to mobilize additional capital in other forms;
  - d) Deciding on the selling price of the Company's shares and bonds;
  - e) Decision on share repurchase as prescribed in Clause 1 and Clause 2, Article 133 of the Law on Enterprises;
  - f) To decide on investment plans and investment projects within their competence and limits as prescribed by law;

- g) Deciding on solutions for market development, marketing and technology;
  - h) Through contracts for purchase, sale, borrowing, lending and other contracts and transactions valued at 35% or more of the total value of assets recorded in the Company's latest financial statements, except for contracts and transactions under the decision-making competence of the General Meeting of Shareholders as prescribed at Point d, Clause 2, Article 138. Clauses 1 and 3, Article 167 of the Law on Enterprises;
  - i) Election, dismissal and dismissal of the Chairman of the Board of Directors; appointing, dismissing, signing contracts, terminating contracts for the General Director and other important managers as prescribed by the Company's Charter; decide on the salaries, remuneration, bonuses and other benefits of such managers; appoint authorized representatives to participate in the Members' Council or the General Meeting of Shareholders of other companies, decide on the remuneration and other benefits of such persons;
  - j) Supervising and directing the General Director and other managers in running the Company's daily business;
  - k) To decide on the organizational structure, internal management regulations of the Company, to decide on the establishment of subsidiaries, branches, representative offices and the capital contribution and purchase of shares of other enterprises;
  - l) Approving programs and contents of documents for the General Meeting of Shareholders, convening the General Meeting of Shareholders or collecting opinions for the General Meeting of Shareholders to approve resolutions;
  - m) Submit the audited annual financial statements to the General Meeting of Shareholders;
  - n) Proposal for dividends to be paid; decide on the time limit and procedures for paying dividends or handling losses arising in the course of business;
  - o) Proposing the reorganization and dissolution of the Company; request for bankruptcy of the Company;
  - p) Decision on promulgation of the Regulation on operation of the Board of Directors, internal regulation on corporate governance after being approved by the General Meeting of Shareholders; decide to promulgate the Company's Regulation on information disclosure;
  - q) Business or transaction matters for which the Board deems it necessary to obtain approval within the scope of its powers and responsibilities;
  - r) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other provisions of law and the Company's Charter.
3. The Board of Directors must report to the General Meeting of Shareholders the results of the Board of Directors' activities as prescribed in Article 280 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities.

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

- 1. The company has the right to pay remuneration and reward members of the Board of Directors according to business results and efficiency.
- 2. Members of the Board of Directors are entitled to work remuneration and bonuses.

The work remuneration is calculated according to the number of working days required to complete the tasks of the members of the Board of Directors and the remuneration level per day. The Board of Directors estimates the remuneration for each member on the principle of unanimity. The total remuneration and bonus of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

3. The remuneration of each member of the Board of Directors shall be included in the Company's business expenses in accordance with the law on corporate income tax, expressed as a separate item in the Company's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.
4. A member of the Board of Directors who holds an executive position or a member of the Board of Directors who works in subcommittees of the Board of Directors or performs other tasks outside the scope of duties of a member of the Board of Directors, may be paid additional remuneration in the form of a lump sum of remuneration on a case-by-case basis, salaries, commissions, profit percentages or in other forms as decided by the Board of Directors.
5. Members of the Board of Directors are entitled to be paid all travel, meals, accommodation and other reasonable expenses that they have incurred in the performance of their duties as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders. Board of Directors or subcommittees of the Board of Directors.
6. Members of the Board of Directors may purchase liability insurance by the Company after the approval of the General Meeting of Shareholders. This insurance does not cover the liabilities of members of the Board of Directors related to violations of the law and the Company's Charter.

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

1. The Chairman of the Board of Directors shall be elected, dismissed or dismissed from office by the Board of Directors from among the members of the Board of Directors.
2. The Chairman of the Board of Directors may not concurrently be the General Director.
3. The Chairman of the Board of Directors has the following rights and obligations:
  - a) Formulate programs and plans for activities of the Board of Directors;
  - b) Prepare programs, contents and documents for the meeting; convening, presiding over and presiding over meetings of the Board of Directors;
  - c) Organize the adoption of resolutions and decisions of the Board of Directors;
  - d) Supervising the process of organizing the implementation of resolutions and decisions of the Board of Directors;
  - e) Chairman of the General Meeting of Shareholders;
  - f) Other rights and obligations as prescribed by the Law on Enterprises and the Company's Charter.
4. In case the Chairman of the Board of Directors submits a letter of resignation or is dismissed or dismissed, the Board of Directors must elect a replacement within 10 days from the date of receipt of the letter of resignation or dismissal or dismissal.
5. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, he or she must authorize in writing another member to exercise the rights and

perform the obligations of the Chairman of the Board of Directors. In case no authorized person or the Chairman of the Board of Directors dies, goes missing, is temporarily detained, is serving a prison sentence, is serving an administrative-handling measure at a compulsory detoxification establishment, compulsory education institution, escapes from his/her place of residence, is restricted or loses his/her civil act capacity, have difficulties in cognition, control of behavior, are banned by the Court from holding certain positions, practicing certain professions or doing certain jobs, the remaining members shall elect one of the members to hold the position of Chairman of the Board of Directors on the principle that the majority of the remaining members approve until a new decision of the Board of Directors is issued.

### **Article 30. Board Meetings**

1. The Chairman of the Board of Directors shall be elected at the first meeting of the term of the Board of Directors within seven (07) working days from the end of the election of the Board of Directors for that term. This meeting is convened by the member with the highest number of votes or the highest percentage of votes. In case there is more than one (01) member with the highest number of votes or the highest percentage of votes, the members shall vote on the principle of majority to elect one (01) of them to convene a meeting of the Board of Directors.
2. The Board of Directors must meet at least once a quarter and may hold extraordinary meetings.
3. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:
  - a) At the request of the Control Board or an independent member of the Board of Directors;
  - b) At the request of the General Director or at least 05 other managers;
  - c) At the request of at least 02 members of the Board of Directors;
4. The proposal specified in Clause 3 of this Article must be made in writing, clearly stating the purposes and issues to be discussed and decided under the competence of the Board of Directors.
5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within seven (07) working days from the date of receipt of the proposal specified in Clause 3 of this Article. In case of failure to convene a meeting of the Board of Directors at the request of the Chairman of the Board of Directors, the Chairman of the Board of Directors shall be responsible for the damage caused to the Company; the proposer has the right to replace the Chairman of the Board of Directors to convene a meeting of the Board of Directors.
6. The Chairman of the Board of Directors or the convener of the meeting of the Board of Directors must send a notice of invitation to the meeting at least three (03) working days before the date of the meeting. The notice of invitation to the meeting must specify the time and place of the meeting, the agenda, the issues discussed and decided. The notice of invitation to the meeting must be enclosed with the documents used at the meeting and the voting slips of the members.

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

In the event of an emergency, a Board meeting may be held as soon as it is approved by all (100%) members of the Board of Directors and attends the meeting.

7. The Chairman of the Board of Directors or the convener shall send notices of invitation to meetings and enclosed documents to members of the Control Board as for members of the Board of Directors.

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

8. A meeting of the Board of Directors shall be conducted when 3/4 or more of the total number of members attend the meeting. In case the meeting convened under the provisions of this Clause does not have enough members to attend the meeting as prescribed, it may be convened for the second time within seven (07) days from the date of the intended first meeting. In this case, the meeting shall be held if more than half of the members of the Board of Directors attend the meeting.
9. Members of the Board of Directors are considered to attend and vote at the meeting in the following cases:
  - a) Attending and voting directly at the meeting;
  - b) Authorize other persons to attend the meeting and vote as prescribed in Clause 12 of this Article;
  - c) Attend and vote through online conferences, electronic voting or other electronic forms;
  - d) Send voting ballots to the meeting by mail, fax, email;
  - e) Sending the ballot by other means.
10. In case of sending voting papers to the meeting by mail, the voting papers must be contained in sealed envelopes and must be delivered to the Chairman of the Board of Directors at least 01 hour before the opening. Voting ballots are only open in the presence of all attendees.
11. A meeting of the Board of Directors may be held in the form of an online conference between members of the Board of Directors when all or several members are in different locations provided that each member participating in the meeting can:
  - a) Listening to each other member of the Board of Directors speaking in the meeting;
  - b) Address to all other attendees simultaneously. Discussions between members may be conducted directly by telephone or by other means of communication or a combination of these methods. A member of the Board of Directors who participates in such a meeting is deemed to be "present" at that meeting. The place of the meeting held under this regulation is the place where the most members of the Board of Directors are present, or the place where the Chairman of the meeting is present.

Decisions adopted during the telephone meeting are duly held and conducted, effective immediately at the end of the meeting but must be affirmed by the signatures in the minutes of all members of the Board attending this meeting.
12. Members must attend all Board meetings. Members may authorize others to attend meetings and vote if approved by a majority of members of the Board of Directors.
13. Resolutions and decisions of the Board of Directors shall be adopted if they are approved by the majority of members attending the meeting; in case the number of votes is equal, the final decision shall belong to the side with the opinion of the Chairman of the Board of Directors.

14. The resolution in the form of collecting written opinions is adopted on the basis of the approval of the majority of members of the Board of Directors. In case the number of votes is equal, the final decision shall belong to the side with the opinion of the Chairman of the Board of Directors. This Resolution has the same effect and validity as the resolution adopted at the meeting.
15. The minutes of the meeting of the Board of Directors shall be made in accordance with the provisions of Article 158 of the Law on Enterprises.

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

1. The Board of Directors may establish subordinate subcommittees to be in charge of development policies, human resources, compensation, internal audit, and risk management. The number of members of the Subcommittee decided by the Board of Directors shall be at least three (03) persons, including members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members of the Board of Directors should make up the majority of the Subcommittee and one of these members is appointed as the Head of the Subcommittee at the discretion of the Board of Directors. The activities of the Subcommittee must comply with the regulations of the Board of Directors. The Resolution of the Subcommittee shall take effect only when the majority of members attend and vote for approval at the meeting of the Subcommittee.
2. The implementation of decisions of the Board of Directors or of the Subcommittees under the Board of Directors must comply with current legal provisions and the provisions of the Company's Charter and the Internal Regulations on corporate governance.

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

1. The Board of Directors of the Company must appoint at least 01 person in charge of the Company's governance to support the Company's governance at the enterprise. The person in charge of corporate governance may concurrently act as the company secretary as prescribed in Clause 5, Article 156 of the Law on Enterprises.
2. The person in charge of corporate governance must not concurrently work for an approved auditing organization that is auditing the company's financial statements.
3. The person in charge of corporate governance has the following rights and obligations:
  - a) Advising the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and related affairs between the Company and shareholders;
  - b) Prepare meetings of the Board of Directors, the Supervisory Board and the General Meeting of Shareholders at the request of the Board of Directors or the Supervisory Board;
  - c) Advising on the procedure of meetings;
  - d) Attend meetings;
  - e) Advising on procedures for making resolutions of the Board of Directors in accordance with the provisions of law;
  - f) Provide financial information, copies of minutes of meetings of the Board of Directors and other information to members of the Board of Directors and members of the Control Board;

- g) Supervise and report to the Board of Directors on the Company's information disclosure activities;
- h) Acting as a point of contact with relevant stakeholders;
- i) Confidentiality of information in accordance with the provisions of law and the Company's Charter;
- j) Other rights and obligations as prescribed by law and the Company's Charter.

## **CHAPTER VIII. GENERAL DIRECTORS AND OTHER EXECUTIVES**

### **Article 33. Organization of the management apparatus**

- 1. The Company's management system must ensure that the management apparatus is accountable to the Board of Directors and subject to the supervision and direction of the Board of Directors in the daily business of the Company.
- 2. The company has a General Director, Deputy General Directors, Chief Financial Officer, Chief Accountant and other managerial positions appointed by the Board of Directors. The appointment, dismissal and dismissal of the above-mentioned positions must be approved by a resolution of the Board of Directors.

### **Article 34. Company Executive**

- 1. The Company's executives include the General Director, Deputy General Director, Chief Financial Officer, Chief Accountant and other executives as decided by the Board of Directors.
- 2. At the request of the General Director and the approval of the Board of Directors, the Company may recruit other executives with the number and standards in accordance with the Company's management structure and regulations prescribed by the Board of Directors. Business executives must have a diligent responsibility to support the Company in achieving the goals set in its operations and organization.
- 3. Remuneration, salaries, benefits and other terms of the labor contract for the General Director shall be decided by the Board of Directors and contracts with other executives shall be decided by the Board of Directors after consultation with the General Director.
- 4. The salary of the Company's executives shall be included in the Company's business expenses in accordance with the law on corporate income tax, which shall be expressed as a separate item in the Company's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.

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

- 1. The Board of Directors shall appoint one (01) member of the Board of Directors or hire another person to be the General Director of the Company; sign a contract that stipulates remuneration, salary and other benefits.
- 2. The General Director is the person who runs the daily business of the Company in accordance with the provisions of law, the Company's Charter, the labor contract signed with the Company and the resolutions and decisions of the Board of Directors. In case of operation contrary to the provisions of this Clause and causing damage to the Company, the General Director shall be responsible before law and must compensate the Company for damage.
- 3. The term of office of the General Director shall not exceed five (05) years and may be re-appointed for an unlimited number of terms. **The appointment may expire**

**based on the provisions of the labor contract. The General Director is not a person who is prohibited by law from holding this position and must meet the standards and conditions prescribed by law and the Company's Charter.**

4. The General Director has the following rights and obligations:
  - a) To decide on matters relating to the day-to-day business of the Company that are not under the jurisdiction of the Board of Directors, including entering into financial and commercial contracts on behalf of the Company, organizing and operating the Company's day-to-day business in accordance with best management practices;
  - b) Organizing the implementation of resolutions and decisions of the Board of Directors;
  - c) Organizing the implementation of the Company's business plan and investment plan;
  - d) Proposing the organizational structure plan and internal management regulations of the Company;
  - e) Appointment, dismissal and dismissal of managerial positions in the Company, except for those under the competence of the Board of Directors;
  - f) Deciding on salaries and other benefits for employees in the Company and managers under the decision-making/appointing authority of the General Director;
  - g) Labor recruitment;
  - h) Proposing a plan to pay dividends or handle losses in business;
  - i) To propose the number and executives of the enterprise that the Company needs to recruit for the Board of Directors to appoint or dismiss according to internal regulations and to propose remuneration, salary and other benefits for the executives of the enterprise for the Board of Directors to decide;
  - j) On December 31 of each year, submit to the Board of Directors for approval the detailed business plan for the next fiscal year on the basis of meeting the requirements of the appropriate budget as well as the annual (05) year financial plan;
  - k) Prepare long-term, annual and quarterly estimates of the Company (hereinafter referred to as estimates) in service of the Company's long-term, annual and quarterly management activities according to the business plan. The annual estimate (including the balance sheet, the report on business results and the report on expected cash flows) for each fiscal year must be submitted to the Board of Directors for approval and must include the information specified in the Company's regulations;
  - l) Other rights and obligations as prescribed by law, this Charter, the Company's internal regulations, resolutions of the Board of Directors, and labor contracts signed with the Company.
5. The General Director shall be responsible to the Board of Directors, the General Meeting of Shareholders and the law for the performance of assigned tasks and powers and must report to these levels when requested.
6. The Board of Directors of the Company may dismiss the General Director when the majority of members of the Board of Directors have the right to vote to approve and appoint a new General Director to replace him.

## **CHAPTER IX. SUPERVISORY BOARD**

**Article 36. Candidacy and nomination of members of the Control Board (Controllers)**

1. The candidacy and nomination of members of the Control Board shall be carried out similarly as prescribed in Clauses 1 and 2, Article 25 of this Charter.
2. In case the number of candidates approved by the Supervisory Board and candidacy is not sufficient, the incumbent Supervisory Board may nominate additional candidates or organize nomination in accordance with the provisions of the Company's Charter, the Internal Regulations on corporate governance and the Operation Regulations of the Supervisory Board. The introduction of additional candidates by the incumbent Supervisory Board must be clearly announced before the General Meeting of Shareholders votes to elect members of the Supervisory Board in accordance with law.

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

1. The number of members of the Supervisory Board of the Company is at least 03 persons and at most 05 persons. The term of office of a member of the Supervisory Board shall not exceed five (05) years and may be re-elected for an unlimited number of terms.
2. Members of the Control Board must meet the criteria and conditions specified in Article 169 of the Law on Enterprises and do not fall into the following cases:
  - a) Working in the accounting and finance department of the Company;
  - b) Being a member or employee of an independent auditing firm auditing the Company's financial statements for the previous three (03) years.
3. Members of the Control Board shall be dismissed from office in the following cases:
  - a) No longer meet the criteria and conditions for being a member of the Control Board as prescribed in Clause 2 of this Article;
  - b) Have a letter of resignation and be approved;
  - c) Other cases as prescribed by law and this Charter.
4. A member of the Control Board shall be dismissed in the following cases:
  - a) Failing to complete assigned tasks and jobs;
  - b) Failing to exercise his/her rights and obligations for six (06) consecutive months, except for force majeure cases;
  - c) Repeated violations, serious violations of obligations of members of the Supervisory Board in accordance with the provisions of the Law on Enterprises and the Company's Charter;
  - d) Other cases as decided by the General Meeting of Shareholders.

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

1. The Head of the Control Board shall be elected by the Control Board from among the members of the Control Board; the election, dismissal and dismissal shall be carried out on the principle of majority. The Supervisory Board must have more than half of the members permanently residing in Vietnam. The Head of the Control Board must have a university diploma or higher in one of the majors of economics, finance, accounting, auditing, law, business administration or majors related to the business activities of the enterprise.
2. Rights and obligations of the Head of the Control Board:

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

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

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

1. Propose and propose the General Meeting of Shareholders to approve the list of auditing organizations approved to audit the Company's financial statements; decide on the audit organization approved to inspect the Company's operations, and exempt the approved auditor when deeming it necessary.
2. To be responsible to shareholders for their supervisory activities.
3. Supervise the financial situation of the Company, the compliance with the law in the activities of members of the Board of Directors, General Directors, and other managers.
4. Ensure coordination with the Board of Directors, the General Director and shareholders.
5. In case of detecting violations of law or violations of the Company's Charter by members of the Board of Directors, the General Director and other executives of the enterprise, the Control Board must notify the Board of Directors in writing within 48 hours, requesting the violator to stop the violation and take remedial measures.
6. Formulate the Operation Regulation of the Supervisory Board and submit it to the General Meeting of Shareholders for approval.
7. Report at the General Meeting of Shareholders as prescribed in Article 290 of the Government's Decree No. 155/2020/ND-CP dated December 31, 12, 2020 detailing the implementation of a number of articles of the Law on Securities.
8. Have the right to access the Company's records and documents kept at the head office, branches and other locations; have the right to go to the place of work of the Company's managers and employees during working hours.
9. Have the right to request the Board of Directors, members of the Board of Directors, the General Director and other managers to provide complete, accurate and timely information and documents on the management, administration and business activities of the Company.
10. Other rights and obligations as prescribed by law and this Charter.

#### **Article 40. Supervisory Board Meeting**

1. The Control Board must meet at least two (02) times a year and the meeting shall be held when two-thirds (2/3) or more of the members of the Control Board attend the meeting. The minutes of the Supervisory Board meeting are detailed and clear. The recordkeeper and members of the Supervisory Board attending the meeting must sign the minutes of the meeting. The minutes of meetings of the Control Board must be kept in order to determine the responsibilities of each member of the Control Board.
2. The Supervisory Board has the right to request members of the Board of Directors, the General Director and representatives of the approved audit organization to attend

and answer matters that need to be clarified.

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

1. Members of the Supervisory Board shall be paid salaries, remuneration, bonuses and other benefits under the decision of the General Meeting of Shareholders. The General Meeting of Shareholders shall decide on the total salary, remuneration, bonuses, other benefits and annual operating budget of the Control Board.
2. Members of the Control Board are paid for food, accommodation, travel, and the cost of using independent consultancy services at a reasonable rate. This total remuneration and expenses must not exceed the total annual operating budget of the Control Board approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.
3. Salaries and operating expenses of the Supervisory Board shall be included in the Company's business expenses in accordance with the law on corporate income tax and other relevant laws and must be made into separate items in the Company's annual financial statements.

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

**Article 42. Responsibility for Caution**

Members of the Board of Directors, Members of the Supervisory Board, General Directors and other executives shall be responsible for performing their duties, including those as members of the Sub-Committees of the Board of Directors, in an honest and prudent manner for the benefit of the Company.

**Article 43. Responsibility for honesty and avoidance of conflicts of interest**

1. Members of the Board of Directors, members of the Control Board, General Director and other managers must publicize relevant interests in accordance with the Law on Enterprises and relevant legal documents.
2. Members of the Board of Directors, members of the Supervisory Board, General Directors, other managers and related persons of these members may only use the information obtained through their positions to serve the interests of the Company.
3. Members of the Board of Directors, members of the Control Board, General Director and other managers are obliged to notify in writing to the Board of Directors and the Control Board of transactions between the Company, its subsidiaries and other companies in which the Company controls more than 50% or more of the charter capital and such entities or related persons of the such subjects according to the provisions of law. For the above-mentioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with the provisions of the securities law on information disclosure.
4. Members of the Board of Directors are not allowed to vote on transactions that benefit such member or related persons of such members in accordance with the provisions of the Law on Enterprises and the Company's Charter.
5. Members of the Board of Directors, members of the Supervisory Board, General Directors, other managers and related persons of these entities are not allowed to use

or disclose to others internal information to carry out related transactions.

6. Transactions between the Company and one or more members of the Board of Directors, members of the Control Board, General Director, other executives and individuals and organizations related to these entities shall not be invalidated in the following cases:
  - a) For transactions with a value of less than or equal to 35% of the total value of assets recorded in the latest financial statements, important contents of the contract or transaction as well as the relationships and interests of members of the Board of Directors and members of the Control Board, The General Director and other executives have been reported to the Board of Directors and approved by the Board of Directors by a majority of votes of members of the Board of Directors who have no related interests;
  - b) For transactions with a value of more than 35% or transactions resulting in a transaction value incurred within 12 months from the date of the first transaction with a value of 35% or more, the total value of assets recorded in the latest financial statements, the important contents of this transaction as well as the relationship and interests of members The Board of Directors, members of the Supervisory Board, General Director, and other executives have been announced to shareholders and approved by the General Meeting of Shareholders by votes of shareholders who have no related interests.

#### **Article 44. Liability for Damage and Compensation**

1. Members of the Board of Directors, members of the Control Board, General Director and other executives who violate their obligations and responsibilities honestly and prudently, fail to fulfill their obligations with diligence and professional capacity shall be responsible for the damages caused by their violations.
2. The Company shall indemnify persons who have been, are or may become a stakeholder in complaints, lawsuits, and prosecutions (including civil, administrative and non-lawsuits filed by the Company) if such persons have been or are members of the Board of Directors, A member of the Supervisory Board, the General Director, another executive, an employee or an authorized representative of the Company, or such person has or is acting at the request of the Company as a member of the Board of Directors, executive of the business, employee or authorized representative of the Company provided that such person has acted in good faith, be prudent, diligent for the benefit of or not conflict with the interests of the Company, on the basis of compliance with the law and without evidence that the person has breached his or her responsibilities.
3. Indemnification costs include costs incurred (including attorneys' fees), judgment costs, fines, payables incurred in reality or deemed reasonable when resolving these cases within the framework permitted by law. The company may purchase insurance for these people to avoid the above liabilities.

### **CHAPTER XI. RIGHT TO LOOK UP COMPANY BOOKS AND RECORDS**

#### **Article 45. Right to look up 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 consider, look up and extract information about names and contact addresses in the list of shareholders with voting rights;

request correction of inaccurate information; considering, looking, extracting or copying the Company's Charter, the minutes of the General Meeting of Shareholders and the resolution of the General Meeting of Shareholders;

- b) Shareholders or groups of shareholders owning 05% or more of the total ordinary shares have the right to consider, look up and extract minutes and resolutions and decisions of the Board of Directors, mid-year and annual financial statements, reports of the Control Board, contracts, etc transactions must go through the Board of Directors and other documents, except for documents related to trade secrets and business secrets of the Company.
2. In case the authorized representative of the shareholder and the group of shareholders requests to look up the books and records, the power of attorney of the shareholder and the group of shareholders that such person represents or a notarized copy of this power of attorney must be enclosed.
3. Members of the Board of Directors, members of the Supervisory Board, General Director and other executives have the right to search the Company's register of shareholders, list of shareholders, books and other records of the Company for purposes related to their positions provided that such information is kept confidential.
4. The company must keep this Charter and the amendments and supplements to the Charter, the Enterprise Registration Certificate, regulations, documents proving the ownership of assets, the resolutions of the General Meeting of Shareholders and the Board of Directors, the minutes of the General Meeting of Shareholders and the Board of Directors, the minutes of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Supervisory Board, annual financial statements, accounting books and other documents as prescribed by law at the head office or another place provided that the shareholders and the Business Registration Authority are notified of the place where these documents are stored.
5. The Company's Charter must be published on the Company's website.

## **CHAPTER XII. EMPLOYEES AND TRADE UNIONS**

### **Article 46. Workers and trade unions**

1. The General Director shall make a plan for the Board of Directors to approve matters related to recruitment, dismissal of employees, salaries, social insurance, benefits, rewards and discipline for employees and business executives.
2. The General Director shall make a plan for the Board of Directors to approve matters relating to the Company's relations with trade union organizations in accordance with the standards, best management practices and policies, practices and policies specified in this Charter. the Company's regulations and applicable laws.

## **CHAPTER XIII. PROFIT DISTRIBUTION**

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

1. The General Meeting of Shareholders decides on the dividend payment level and the form of annual dividend payment from the Company's retained profits.
2. The Company does not pay interest on dividend payments or payments related to a type of stock.

3. The Board of Directors may propose the General Meeting of Shareholders to approve the payment of all or part of the dividend in shares and the Board of Directors is the agency that implements this decision.
4. In case dividends or other amounts related to a stock are paid in cash, the Company must pay in Vietnamese dong. Payments can be made directly or through banks on the basis of bank account details provided by shareholders. In case the Company has transferred the money according to the bank details provided by the shareholder but the shareholder does not receive the money, the Company is not responsible for the amount of money the Company has transferred to this shareholder. The payment of dividends for stocks listed/registered for trading at the Stock Exchange can be conducted through a securities company or the Vietnam Securities Depository and Clearing Company.
5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors approves resolutions and decisions to determine a specific date to finalize the list of shareholders. Pursuant to that date, those who register as shareholders or owners of other securities are entitled to receive cash or stock dividends, receive notices or other documents.
6. Other matters related to the distribution of profits shall be carried out in accordance with the provisions of law.

#### **CHAPTER XIV. BANK ACCOUNT, FISCAL YEAR AND ACCOUNTING REGIME**

##### **Article 48. Bank Account**

1. The company opens accounts at Vietnamese banks or at foreign banks licensed to operate in Vietnam.
2. Subject to the prior approval of the competent authority, in case of necessity, the Company may open an offshore bank account in accordance with the provisions of the law.
3. The Company conducts all payments and accounting transactions through Vietnamese currency or foreign currency accounts at the banks in which the Company opens accounts.

##### **Article 49. Fiscal Year**

The Company's fiscal year begins on the first day of January every year and ends on the 31st day of December every year. The first fiscal year starts from the date of issuance of the Certificate of Enterprise Registration for the first time (01/12/2006) and ends on the 31st day of December 2007.

##### **Article 50. Accounting regime**

1. The accounting regime used by the Company is the enterprise accounting regime or a specific accounting regime promulgated and approved by a competent authority.
2. The company prepares accounting books in Vietnamese and keeps accounting records in accordance with the law on accounting and relevant laws. These records must be accurate, up-to-date, systematic and must be sufficient to substantiate and explain the Company's transactions.
3. The company uses the accounting currency of Vietnam dong. In case the company has economic operations arising mainly in a foreign currency, it may choose that foreign currency as the currency unit in accounting, take responsibility for such

choice before law and notify it to the direct tax administration agency.

## **CHAPTER XV. FINANCIAL STATEMENTS, ANNUAL REPORTS AND DISCLOSURE RESPONSIBILITIES**

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

1. The company must prepare annual financial statements and annual financial statements must be audited in accordance with the provisions of law. The company announces the audited annual financial statements in accordance with the law on information disclosure on the securities market and submits them to the competent state agency.
2. Annual financial statements must include all reports, appendices and explanations in accordance with the law on corporate accounting. The annual financial statements must reflect honestly and objectively the Company's operations.
3. The company must prepare and publish reviewed semi-annual financial statements and quarterly financial statements in accordance with the law on information disclosure on the securities market and submit them to competent state agencies.

### **Article 52. Annual Report**

The company must prepare and publish an annual report in accordance with the provisions of the law on securities and securities market.

## **CHAPTER XVI. CORPORATE AUDIT**

### **Article 53. Audit**

1. The General Meeting of Shareholders shall appoint an independent auditing firm or adopt a list of independent auditing firms and authorize the Board of Directors to select one of these entities to audit the Company's financial statements for the next fiscal year based on the terms and conditions agreed with the Board of Directors administration.
2. The audit report is attached to the Company's annual financial statements.
3. Independent auditors who audit the Company's financial statements are entitled to attend meetings of 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 matters related to the audit of the Company's financial statements. Company.

## **CHAPTER XVII. SEAL OF THE ENTERPRISE**

### **Article 54. Seal of the business**

1. A seal includes a seal made at a seal engraving establishment or a seal in the form of a digital signature in accordance with the law on electronic transactions.
2. The Board of Directors shall decide on the type, quantity, form and content of seals of the Company, its branches and representative offices.
3. The Board of Directors and the General Director shall use and manage seals in accordance with current law.

## **CHAPTER XVIII. COMPANY DISSOLUTION**

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

1. The company may be dissolved in the following cases:
  - a) According to the resolutions and decisions of the General Meeting of Shareholders;
  - b) The Enterprise Registration Certificate is revoked, unless otherwise provided for by the Law on Tax Administration;
  - c) Other cases as prescribed by law.
2. The dissolution of the Company shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified or approved by the competent authority (if required) as prescribed.

## **Article 56. Liquidation**

1. At least 06 months after the decision to dissolve the Company is issued, the Board of Directors must establish a Liquidation Board consisting of 03 members, of which 02 members are appointed by the General Meeting of Shareholders and 01 member is appointed by the Board of Directors from 01 independent auditing firm. The liquidation board prepares its operating regulations. Members of the Liquidation Board may be selected from among the Company's employees or independent experts. All liquidation-related expenses are preferentially paid by the Company before the Company's other liabilities.
2. The liquidation board shall report to the business registration authority on the date of establishment and commencement of operation. Since that time, the Liquidation Board represents the Company in all matters related to the liquidation of the Company before the Courts and administrative authorities.
3. The proceeds from the liquidation shall be paid in the following order:
  - a) Liquidation expenses;
  - b) Salary arrears, severance allowances, social insurance and other benefits of employees under the signed collective labor agreement and labor contract;
  - c) Tax debts;
  - d) Other liabilities of the Company;
  - e) The remainder after all debts from (a) to (d) above have been paid shall be divided among the shareholders. Preferred shares are prioritized for prepayment.

## **CHAPTER XIX. INTERNAL DISPUTE RESOLUTION**

### **Article 57. Internal Dispute Resolution**

1. In case of disputes and complaints related to the Company's operations, the rights and obligations of shareholders as prescribed in the Law on Enterprises, the Company's Charter, other legal provisions or an agreement between:
  - a) Shareholders with the Company;
  - b) Shareholders with the Board of Directors, the Supervisory Board, the General Director or other executives;

The parties involved try to resolve that dispute through negotiation and mediation. Except for disputes involving the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall assume the prime responsibility for settling the dispute and request each party to present information

related to the dispute within 15 working days from the date the dispute arises. In case the dispute involves the Board of Directors or the Chairman of the Board of Directors, any party may request the Supervisory Board to appoint an independent expert to mediate the dispute resolution process.

2. In case the mediation decision is not reached within 06 weeks from the start of the mediation process or if the decision of the mediator is not accepted by the parties, a party may take the dispute to Arbitration or the Court.
3. The parties bear their own costs related to the negotiation and mediation procedures. The payment of the Court's costs shall be made in accordance with the Court's judgment.

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

### **Article 58. Company Charter**

1. The amendment and supplementation of this Charter must be considered and decided by the General Meeting of Shareholders.
2. In case there are provisions of law related to the operation of the Company which are not mentioned in this Charter, or in case there are new provisions of law that are different from the provisions of this Charter, the provisions of such law shall naturally apply and regulate the operation of the Company.

## **CHAPTER XXI. EFFECTIVE DATE**

### **Article 59. Effective Date**

1. This Charter consists of 21 Chapters and 59 Articles unanimously approved by the General Meeting of Shareholders of Water Supply and Sewerage Investment and Construction Joint Stock Company on **March 7, 2026 in Ho Chi Minh City and jointly approves the full validity of** this Charter.
2. The Charter shall be made in ten (10) copies, of equal validity and shall be kept at the Company's head office.
3. This Charter is unique and official of the Company.
4. Copies or extracts of the Company's Charter are valid when signed by the Chairman of the Board of Directors or at least one-half (1/2) of the total number of members of the Board of Directors.

***Full name, signature of the legal representative of the Company./.***

# APPENDIX 01: LIST OF FOUNDING SHAREHOLDERS

STT	Shareholder Name	Place of Head Office Registration	Number of shares	Share value (VND)
01			0	0
02			0	0
03			0	0