



**CÔNG TY CỔ PHẦN DƯỢC PHẨM TRUNG ƯƠNG CPC1**  
**CENTRAL PHARMACEUTICAL CPC1.JSC**

**DRAFT**

**CHARTER**  
**CENTRAL PHARMACEUTICAL CPC1.JSC**  
**(The sixth amendment dated 21 April 2026)**

Hanoi, April 2026

# CONTENTS

INTRODUCTION.....	1
CHAPTER I. DEFINITIONS OF TERMS IN THE CHARTER .....	1
Article 1. Interpretation of terms.....	1
CHAPTER II. NAME, FORM, HEAD OFFICE, BRANCH, REPRESENTATIVE OFFICE AND DURATION OF OPERATION OF THE COMPANY.....	2
Article 2. Name, form, head office, branch, representative office, and duration of operation of the company .....	2
CHAPTER III. OBJECTIVES, SCOPE OF BUSINESS AND OPERATION OF THE COMPANY .....	3
Article 3. Operational objectives of the Company .....	3
Article 4. Scope of business .....	4
CHAPTER IV. CHARTER CAPITAL, SHARES AND FOUNDING SHAREHOLDERS.....	5
Article 5. Charter capital, shares, and founding shareholders.....	5
Article 6. Share certificates .....	5
Article 7. Transfer of shares .....	6
Article 8. Inheritance of shares .....	6
Article 9. Revocation of shares .....	6
CHAPTER V. ORGANIZATION, MANAGEMENT AND CONTROL STRUCTURE.....	7
Article 10. Organization, management, and control structure .....	7
CHAPTER VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS .....	7
Article 11. Rights of shareholders.....	7
Article 12. Obligations of shareholders.....	9
Article 13. General Meeting of Shareholders.....	10
Article 14. Rights and Obligations of the General Meeting of Shareholders .....	11
Article 15. Authorizing participation in the General Meeting of Shareholders .....	12
Article 16. Convening of the General Meeting of Shareholders, agenda and notice of the General Meeting of Shareholders .....	13
Article 17. Conditions for conducting the General Meeting of Shareholders.....	14
Article 18. Procedures for conducting and voting at the General Meeting of Shareholders .....	15
Article 19. Forms of passing resolutions of the General Meeting of Shareholders .....	17
Article 20. Conditions for passing of resolutions of the General Meeting of Shareholders .....	17
Article 21. Authority and procedures for collection of written opinions to pass resolutions of the General Meeting of Shareholders .....	18
Article 22. Meeting minutes of the General Meeting of Shareholders .....	20
Article 23. Demand for cancellation of resolutions of the General Meeting of Shareholders .....	21
Article 24. Effectiveness of resolutions of the General Meeting of Shareholders.....	21
CHAPTER VII. THE BOARD OF DIRECTORS .....	22
Article 25. Structure, standards, term of office, nomination of members of the Board of Directors .....	22
Article 26. Authority and duties of the Board of Directors.....	23
Article 27. Remunerations, salaries, bonuses, and other benefits of Members of the Board of Directors .....	25
Article 28. Chairman of the Board of Directors.....	26
Article 29. Meetings of the Board of Directors.....	26
Article 30. Sub-committee of the Board of Directors .....	29
Article 31. Corporate Governance Officer.....	30
CHAPTER VIII. THE GENERAL DIRECTOR, OTHER EXECUTIVES, AND SECRETARY OF THE COMPANY.....	31
Article 32. Organization of managerial apparatus .....	31

Article 33. Appointment, removal, duties, and powers of the General Director .....	31
Article 34. Executives of the Company .....	32
Article 35. Secretary of the Company .....	33
<b>CHAPTER IX. DUTIES OF MEMBERS OF THE BOARD OF DIRECTORS, GENERAL DIRECTOR AND OTHER EXECUTIVES .....</b>	<b>33</b>
Article 36. Responsibility to be prudent of members of the Board of Directors, General Directors, and other executives .....	33
Article 37. Responsibility to be honest and avoid conflicts of interest.....	33
Article 38. Responsibilities for loss and compensation .....	34
<b>CHAPTER X. RIGHT TO INVESTIGATE BOOKS AND RECORDS OF THE COMPANY .....</b>	<b>35</b>
Article 39. Right to investigate books and records .....	35
<b>CHAPTER XI. EMPLOYEES AND TRADE UNION .....</b>	<b>36</b>
Article 40. Employees and Trade Union .....	36
<b>CHAPTER XII. PROFIT DISTRIBUTION .....</b>	<b>36</b>
Article 41. Dividend .....	36
<b>CHAPTER XIII. BANK ACCOUNTS, RESERVE FUND, FINANCIAL YEAR AND ACCOUNTING SYSTEM.....</b>	<b>37</b>
Article 42. Bank accounts .....	37
Article 43. Financial year .....	37
Article 44. Accounting regime .....	37
<b>CHAPTER XIV. ANNUAL REPORTS, RESPONSIBILITIES FOR DISCLOSURE OF INFORMATION, AND PUBLIC ANNOUNCEMENT .....</b>	<b>37</b>
Article 45. Annual, semi-annual, and quarterly financial statements .....	37
Article 46. Annual reports .....	38
<b>CHAPTER XV. AUDITING THE COMPANY .....</b>	<b>38</b>
Article 47. Auditing.....	38
<b>CHAPTER XVI. SEAL.....</b>	<b>38</b>
Article 48. Seal.....	38
<b>CHAPTER XVII. TERMINATION OF OPERATION AND LIQUIDATION.....</b>	<b>38</b>
Article 49. Termination of operation.....	39
Article 50. Extension of duration of operation.....	39
Article 51. Liquidation .....	39
<b>CHAPTER XVIII. INTERNAL DISPUTE RESOLUTION .....</b>	<b>40</b>
Article 52. Internal dispute resolution.....	40
<b>CHAPTER XIX. SUPPLEMENT AND AMENDMENT TO THIS CHARTER .....</b>	<b>40</b>
Article 53. Supplement and amendment to the Charter .....	40
<b>CHAPTER XX. EFFECTIVE DATE .....</b>	<b>40</b>
Article 54. Effective date .....	40

## INTRODUCTION

This Charter was approved by the General Meeting of Shareholders of Central Pharmaceutical CPC1.JSC at its annual meeting, which was officially held on 21 April 2026.

### CHAPTER I. DEFINITIONS OF TERMS IN THE CHARTER

#### Article 1. Interpretation of terms

1. In this Charter, the following terms shall be construed as follows:

a. “*Charter Capital*” means the amount of capital contributed by all shareholders as stated in Article 5 of this Charter.

b. “*Law on Enterprises*” means Law on Enterprises No. 59/2020/QH14, approved by the Office of the National Assembly on 17 June 2020, and its amendments, supplements, and guiding documents at certain times.

c. “*The Company*” means Central Pharmaceutical CPC1.JSC.

d. “*Dependent units*” include the Representative Office and branches of the Company established by the Board of Directors.

e. “*Subsidiary*” of the Company falls into one of the following cases:

i. The Company owns more than 50% of the charter capital or total common shares of that company.

ii. The Company has the right to directly or indirectly decide to appoint a majority or all members of the Board of Directors, Director, or General Director of that company.

iii. The Company has the right to decide on amendments and supplements to the Charter of that company.

f. “*Affiliates*” mean units in which the Company has shares and non-dominant capital contributions, and are organized in corporate forms according to the Law on Enterprises.

g. “*The Company’s controlling right*” means the Company’s right to decide or influence its subsidiaries and controlled companies regarding: capital, operating charter, key personnel, management, technology, brand, consumer market, business strategy, investment orientation, and other important issues stipulated in the charter of the subsidiary and controlled company or according to the agreement between the Company and the subsidiary, controlled company in compliance with the law.

h. “*The Company’s controlling shares, capital contributions*” mean shares or capital contributions of the Company that account for more than 50% of the charter capital of another company.

i. “*Date of establishment*” means the date on which the Company was issued the initial Enterprise Registration Certificate.

j. “*Managers*” include: the Chairman of the Board of Directors, members of the Board of Directors, the Board of Management, Chief Financial Officer and the Chief Accountant.

k. “*Managerial staff*” include: the Head of Department, Deputy Head of Department, Branch Director, Deputy Branch Director, and equivalent positions.

l. “*Related party*” means: Individuals or organizations with direct or indirect relationships with the Company according to Clause 23, Article 4 of the Law on Enterprises 2020; and Clause 46, Article 4 of the Law on Securities 2019.

m. “*Law*” means all laws, ordinances, decrees, regulations, circulars, decisions, and other legal documents promulgated by Vietnam State agencies related to corporate activities;

n. “*Vietnam*” means the Socialist Republic of Vietnam.

2. In this Charter, any reference to one or more other provisions or documents includes amendments, supplements, or replacements.

3. Headings (Chapters and Articles of this Charter) are used for convenience only and shall not affect the contents of this Charter.

4. Words or terms defined in the Law on Enterprises (if not in conflict with the subject or context) shall have the same meaning in this Charter.

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

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

1. Name of the Company: **CENTRAL PHARMACEUTICAL CPC1.JSC**

- Name in Vietnamese: **CÔNG TY CỔ PHẦN DƯỢC PHẨM TRUNG ƯƠNG CPC 1**

- Name in English: **Central Pharmaceutical CPC1.JSC**

- Abbreviated name: **CPC1**

2. The Company is a joint stock company with legal status in compliance with applicable laws in Vietnam.

3. Registered Head office of the Company:

- Address: No. 87 Nguyen Van Troi Street, Phuong Liet Ward, Hanoi, Vietnam

- Telephone: (84 - 4) 3864 3327

- Fax: (84 - 4) 3864 1366



- Logo:

- E-mail: [info@cpc1.com.vn](mailto:info@cpc1.com.vn)

- Website: [www.cpc1.com.vn](http://www.cpc1.com.vn)

4. The Chairman of the Board of Directors shall be the Company’s legal representative.

5. The Company may establish a One-Member LLC, branches, and representative offices in the business area to implement the Company’s operational objectives per the decisions of the Board of Directors and within the scope allowed by law.

6. Except for early termination of operation in accordance with Article 49 of this Charter, the Company’s Duration of Operation shall commence from the Date of Establishment and shall be indefinite.

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

#### **Article 3. Operational objectives of the Company**

##### 1. Business lines of the Company

<b>No.</b>	<b>Business line</b>	<b>Code</b>
1.	Production of non-alcoholic beverages, and mineral water	1105
2.	Production of cosmetics, perfumes, soaps, detergents, polishes, and hygiene products (approved by the State)	2023
3.	Production of medicines, pharmaceutical materials, and medicinal materials	2100
4.	Production of products from plastic In detail: Production and trade in all kinds of packaging;	2220
5.	Production of medical, dental, orthopedic, and rehabilitation equipment and instruments	3250
6.	Wholesale of food	4632
7.	Wholesale of other household appliances In detail: Wholesale of pharmaceutical and medical instruments; Wholesale of perfume, cosmetics and natural products;	4649
8.	Wholesale of other machinery, equipment, and spare parts In detail: Wholesale of medical machinery and equipment; Buying and selling machinery, equipment, and packaging for modern medicine, traditional medicine, cosmetics, and nutritious foods.	4659
9.	General wholesale	4690
10.	General retail, including food, beverages, and tobacco products, accounts for a large proportion.	4711
11.	Food retail	4722
12.	Retail of medicines, medical instruments, cosmetics, and hygiene items In detail: Retail of pharmaceutical and medical instruments, perfumes, cosmetics, and hygiene items (only when allowed by State authorities)	4772
13.	Retail in other goods (excluding cars, motorcycles, motorbikes, and their parts) In detail: Retail of sunglasses, prescription glasses.	4773
14.	Retail intermediary services	4790
15.	Other passenger transport by road	4932
16.	Goods transport by road	4933
17.	Warehousing and storage of goods	5210
18.	Real estate business, land use rights belonging to owner, user or tenant	6810

No.	Business line	Code
	In detail: Real estate; Office, warehouse, workshop for rent	
19.	Business management consulting and other management advisory activities In detail: Consulting, investment, brokerage, trade promotion (excluding legal consulting services, real estate brokerage, securities, insurance, marriage with foreign elements);	7020
20.	Market research and public opinion polls. In detail: Research, survey, analysis, and provision of market information (except information banned by the State and investigation services);	7320
21.	Rental of machinery, equipment, and other tangible items	7730
22.	Organization of trade introduction and promotion In detail: Fairs, exhibitions, advertising information;	8230
23.	Packaging services In detail: Loading, unloading, packaging, and delivery services	8292
24.	Other remaining business support service activities not yet classified: - Trade in raw materials and additives: food, animal feed; - Production, import, and export business of veterinary drugs and raw materials for veterinary drugs; - Business management and management consulting services (excluding legal, accounting, tax, auditing, and financial consulting services); - Trade in antibacterial products used in household and medical fields; - Medicine storage service; - Trade in vaccines and medical-biological products; - Production and trade: medicines, medicinal materials, health care products, nutritious foods, dietary supplements, processed foods, and functional foods; - Entrusted import and export services; - Import of medical equipment; - Trade in pharmaceuticals and raw materials; - Import and export of products traded by the Company (except for items banned by the State).	8299

## 2. Operational objectives of the Company

Mobilize and effectively use capital sources to develop business activities according to licensed functions and business lines, in order to achieve the goal of maximizing profits, creating jobs and increasing income for employees, increasing profits for shareholders, fully fulfilling obligations to the State, and constantly investing in the Company's growth.

### Article 4. Scope of business

1. The Company is permitted to formulate plans and carry out domestic or foreign business activities in accordance with the business lines as announced on the National Business Registration Portal and this Charter, in accordance with current laws, and implement appropriate measures to achieve the Company's goals.

2. The Company may carry out business activities in other sectors as permitted by law and passed by the General Meeting of Shareholders.

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

### **Article 5. Charter capital, shares, and founding shareholders**

1. The Company's Charter capital is **209,790,000,000 VND** (two hundred and nine billion, seven hundred ninety million dong).

The total amount of Charter capital shall be divided into **20,979,000 shares** with a par value of **10,000 VND per share**.

2. The Company may increase its Charter capital upon approval of the General Meeting of Shareholders and per the law.

3. On the date of approval of this Charter, the Company has no founding shareholders, the Company's 20,979,000 shares are all common shares, including shares held by the State. People who own common shares are called common shareholders.

4. The Company may issue other types of preferred shares upon approval of the General Meeting of Shareholders and per the provisions of law.

5. Ordinary shares shall be given priority to be offered for sale to existing shareholders in proportion to their percentage of ownership of ordinary shares in the Company unless otherwise decided by the General Meeting of Shareholders. The Company shall announce the offering of shares, and the notice shall clearly state the number of shares being offered and the appropriate purchase registration period (at least twenty working days) so that shareholders can register to buy. The number of shares that shareholders do not register to buy will be decided by the Board of Directors of the Company. The Board of Directors may distribute those shares to subjects under the conditions and methods that the Board of Directors deems appropriate, but may not sell those shares under more favorable conditions than those offered to existing shareholders except in the case of selling through the Stock Exchange by auction.

6. The Company may purchase shares issued by it in a manner stipulated in this Charter and applicable law. Shares redeemed by the Company shall be treasury shares, and the Board of Directors may offer them for sale in a manner consistent with the provisions of this Charter, the Law on Securities, and related guiding documents.

7. The Company may issue other types of securities upon approval of the General Meeting of Shareholders and per the law.

### **Article 6. Share certificates**

1. The shareholders of the Company shall be issued with a share certificate corresponding to the number of shares and class of shares owned.

2. Share certificates must be sealed by the Company and signed by the legal representative of the Company in accordance with the Law on Enterprises. A share

certificate must specify the number and class of shares held by a shareholder, the full name of the holder, and other information as stipulated in the Law on Enterprises.

3. Within a period of two months from the date of submission of a complete application for transfer of the ownership of shares as stipulated by the Company or other period specified in the issue terms from the date of full payment of the purchase price of shares per the Company's issue plan, the owner of shares shall be issued with a share certificate. The owner of shares is not required to pay the Company any expenses for printing the share certificate.

4. In case a share certificate is damaged, erased, lost, stolen, or destroyed, the owner may request the issuance of a new share certificate provided that evidence of ownership of shares is provided and any related expenses are paid to the Company.

#### **Article 7. Transfer of shares**

1. All shares shall be freely transferred unless otherwise stipulated by this Charter and the law. Shares listed on the stock exchange shall be transferred under the Law on Securities.

2. Shares that have not yet been paid in full shall not be transferred and not be entitled to related benefits such as the right to receive dividends, the right to receive shares issued to increase shareholding capital from equity, or the right to purchase new shares offered for sale.

#### **Article 8. Inheritance of shares**

In case an individual shareholder passes away, the heir according to the will or law of that shareholder is a shareholder of the Company.

The Company shall not resolve disputes between legal heirs.

In case an individual shareholder passes away without an heir, the heir refuses to inherit or is disqualified from the inheritance, the shares shall be resolved according to the civil code.

#### **Article 9. Revocation of shares**

1. In case a shareholder fails to pay in full and on time the amount payable to purchase shares, the Board of Directors shall provide notice and has the right to request such shareholder to pay the residual amount together with interest and expenses arising from failure to pay in full to the Company.

2. The payment notice mentioned above must specify the new time limit for payment (at least seven (07) days from the date of sending the notice), the place for payment, and the notice must clearly state that the number of shares which have not been paid in full shall be revoked in the case of failure to make payment correctly as requested.

3. The Board of Directors has the right to revoke shares which have not been paid for in full and on time in case the requirements in the above-mentioned notice have not been fulfilled.

4. Revoked shares shall be deemed to be shares entitled to be offered for sale. The Board of Directors may, by itself or by authorization, sell, re-distribute or resolve for the owner whose shares have been revoked on conditions and in the manners the Board of Directors considers appropriate.

5. Shareholders holding revoked shares must waive their status as shareholders concerning such shares, but must still pay all relevant amounts plus interest (calculated with the interest rate on VND demand deposits at the bank where the Company opens an account) at the time of revocation as decided by the Board of Directors from the date of revocation to the date of payment. The Board of Directors has the full powers to decide the enforcement of payment of the total value of shares at the time of revocation.

6. A revocation notice shall be sent to the holders of shares to be revoked before the time of revocation. The revocation shall remain valid even if there is any error or negligence during the course of sending the notice.

## **CHAPTER V. ORGANIZATION, MANAGEMENT AND CONTROL STRUCTURE**

### **Article 10. Organization, management, and control structure**

The organization, management, and control structure of the Company shall comprise:

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

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

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

1. Shareholders are the owners of the Company and have rights and obligations corresponding to the number of shares and type of shares they own. The responsibility of each shareholder is limited to the proportion of shares that the shareholder holds. Each common has one vote.

2. Ordinary shareholders have the right:

a. To attend and express opinions at the General Meeting of Shareholders and exercise the right to vote directly at the General Meeting of Shareholders or through an authorized representative or by a postal vote;

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

c. To freely transfer shares that have been paid for in full per this Charter and applicable law;

d. To be given priority in subscribing for new shares offered for sale in proportion to the number of shares each shareholder owns;

e. To access, examine, and extract information related to shareholders in the List of Voting Shareholders and request amendment of incorrect information;

f. To access, examine, and extract or copy the Company's Charter, minutes of meetings of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

g. In case the Company dissolved or is bankrupt, to receive a part of the remaining assets in proportion to their holding in the Company after the Company made all payments to creditors and shareholders who hold other types of shares according to the law;

h. To request the Company to redeem shares in cases stipulated in the Law on Enterprises;

i. To access periodic and extraordinary information disclosed by the company as prescribed by law;

k. To have lawful rights and interests protected; demand suspension, cancellation of resolutions and decisions of the General Meeting of Shareholders, the Board of Directors per the Law on Enterprises;

l. Other rights stipulated in this Charter and by law.

3. A shareholder or a group of shareholders holding 5% of the total ordinary shares shall have the following rights:

a. To nominate candidates for the Board of Directors according to Clause 5, Article 5 of this Charter;

b. To request to convene a General Meeting of Shareholders in case the Board of Directors seriously violates the rights of shareholders, obligations of managers or makes decisions beyond assigned authority; The request must be in writing and include the following contents: Full name, contact address, nationality, legal document number for individual shareholders; name, business registration number or legal document number of the organization, head office address for institutional shareholders; number of shares and time of share registration of each shareholder, total number of shares of the entire group of shareholders and ownership ratio of the total shares of the Company, grounds and reasons for requesting to convene a General Meeting of Shareholders. Accompanying the request must be documents and evidence of violations by the Board of Directors, the extent of violations or decisions exceeding authority;

c. To review, examine, extract minutes and resolutions, decisions of the Board of Directors, interim and annual financial statements, reports of the Audit Committee, contracts, transactions that must be approved by the Board of Directors, and other documents, except documents related to commercial secrets and business secrets of the Company;

d. To request the Board of Directors to examine each specific issue related to the management and operation of the Company when deemed necessary. The request must be made in writing; must have full name, permanent residence address, nationality, ID card number, passport, or other legal personal identification for individual shareholders; name, permanent address, nationality, establishment decision number, or business registration number for institutional shareholders; the number of shares and time of share registration of each shareholder, total number of shares of the entire group of shareholders and ownership ratio of the total shares of the Company; issues to be inspected, purpose of inspection;

e. To propose inclusion of issues in the agenda of the General Meeting of Shareholders. The proposal must be made in writing and sent to the Company at least 03 working days before the opening date. The proposal must specify the shareholder's name, the quantity of each type of share, and the proposed issues;

f. Other rights stipulated in the Law on Enterprises and this Charter.

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

A shareholder shall have the following obligations:

1. To comply with this Charter and regulations of the Company; with decisions of the General Meeting of Shareholders, the Board of Directors.

2. To attend meetings of the General Meeting of Shareholders and exercise voting rights in the following manners:

a. To physically attend and vote at the meeting;

b. To authorize another individual, or organization to attend and vote at the meeting;

c. To attend and vote at the meeting via online medium, cast electronic vote or other electric forms;

d. To send votes to the meeting via postal mail, fax, or email.

3. To pay for shares according to regulations. Not to withdraw capital contributed by common shares from the Company in any form, except in the case of repurchasing shares by the Company or another person. In case a shareholder withdraws part or all of the contributed capital contrary to this Charter, that shareholder and people with related interests in the Company must be jointly responsible for the debts and other property obligations of the Company within the value of the withdrawn shares and the damage caused.

4. To provide an accurate address when registering to purchase shares.

5. To fulfill other obligations in accordance with applicable law.

6. To take personal responsibility when committing any of the following acts in the name of the Company in any shape or form:

a. Violations of law;

b. Business operations and other transactions for personal gain or serving the interests of other organizations or individuals;

c. Paying undue debts when the Company is facing financial risks.

7. To protect the confidential information provided by the Company in accordance with this Charter and the law; only use the provided information for exercising and protecting their lawful rights and interests; not copy, or send the information to any organizations or individuals.

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

1. The General Meeting of Shareholders consists of all voting shareholders and is the highest competent authority of the Company. The annual General Meeting of Shareholders shall be organized once every year and within four (04) months from the end of a financial year. The Board of Directors may delay the date of conducting the annual General Meeting of Shareholders but still within 06 months from the ending date of the financial year. Extraordinary General Meeting of Shareholders may be conducted in addition to the annual General Meeting of Shareholders. The location of the General Meeting of Shareholders is where the chair participates and must be within Vietnam's territory.

2. The Board of Directors shall organize the convening of the Annual General Meeting of Shareholders and choose an appropriate place. The annual General Meeting of Shareholders shall decide the matters stipulated by law and by the Company's Charter, especially the approval of audited financial statements. In case the Company's audited financial statements contain material exceptions or a qualified or adverse auditor opinion, the Company must invite a representative of the independent audit organization to attend the General Meeting of Shareholders and the representative of the above audit organization shall be responsible for attending the General Meeting of Shareholders of the Company.

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

a. The Board of Directors considers that it is necessary to do so in the interests of the Company;

b. The remaining number of members of the Board of Directors is smaller than the minimum number prescribed by law;

c. A shareholder or a group of shareholders stipulated in Clause 3 Article 11 of this Charter requests in writing. This request must clearly state the reason for convening such a meeting, and bear signatures of relevant shareholders or made in various copies, each one with at least one signature of relevant shareholders;

d. Other cases as stipulated by law and the Company Charter.

4. Convening of an extraordinary meeting of the General Meeting of Shareholders:

a. The Board of Directors must convene a meeting of the General Meeting of Shareholders within a time limit of thirty (30) days from the date on which the number of the remaining members of the Board of Directors, independent members of the Board of Directors is as stipulated in Point b, Clause 3 of this Article or on receipt of a request as stipulated in Point c and Point d, Clause 3, Article 13;

b. If the Board of Directors fails to convene a General Meeting of Shareholders in accordance with Point a, Clause 4 of this Article, then the group of shareholders stipulated in Point c Clause 3 of this Article has the right to represent the Company in convening a meeting per the Law on Enterprises.

In this case, a shareholder or a group of shareholders convening the General Meeting of Shareholders has the right to request the business registration office to supervise the process of convening, conducting, and decision-making of the General Meeting of Shareholders. All expenses for convening and conducting a General Meeting of Shareholders shall be reimbursed by the Company. Such expenses shall not include expenses borne by the shareholders for attending the General Meeting of Shareholders, including travel and accommodation costs.

#### **Article 14. Rights and Obligations of the General Meeting of Shareholders**

1. The General Meeting of Shareholders has the right to discuss and approve:

- a. Audited annual financial statements;
- b. Reports of the Board of Directors;
- c. The Company's short-term and long-term business plans.

2. The General Meeting of Shareholders and the extraordinary meeting have the right to decide the following matters:

- a. Approval of the Company's annual financial statements;
- b. The annual dividend rate for each type of share in accordance with the Law on Enterprises and the rights attached to that type of share. This dividend rate is not higher than the rate proposed by the Board of Directors after consulting with the General Meeting of Shareholders;
- c. The Board of Directors number of members;
- d. Approval for the list of accredited audit organizations; whether to allow accredited audit organizations to inspect the Company's operations where necessary;
- e. Election, dismissal, and replacement of members of the Board of Directors;
- f. Total amount of remuneration, bonuses, and other benefits of members of the Board of Directors;
- g. Supplements and amendments to the Company's Charter;
- h. Class of shares and number of newly issued shares for each class of shares, the payment method of each issuance, and the rights of shareholders holding such shares;
- i. Division, separation, consolidation, merger, or conversion of the Company;

j. Re-organization and dissolution (liquidation) of the Company and appointment of a liquidator;

k. Checking and handling violations by the Board of Directors causing damage to the Company and its shareholders;

l. Decision on a transaction to sell assets of the Company or its Branches or purchase transactions with a value of 35% or more of the total value of the Company's and its branches' assets recorded in the most recent audited financial statements;

m. Redemption by the Company of 10% or more of any class of issued shares;

n. The Company or its branches enter into a contract with any person stipulated in Clause 1 Article 167 of the Law on Enterprises with a value of 20% or more of the total value of the Company and its branches' assets recorded in the most recent financial statements;

o. Approval of internal regulations on Company administration and operation of the Board of Directors;

p. Other matters as stipulated in this Charter and other regulations of the Company.

3. A shareholder shall not be entitled to vote in the following cases:

a. Approval of contracts stipulated in Clause 2 Article 14 when such shareholder or a related person of such shareholder is a party to such contract;

b. Redemption of shares by such shareholder or a related person to such shareholder except on the basis of the ratio of ownership of all shareholders or implemented via order matching or public offer on the Stock Exchange.

4. All resolutions and matters included in the agenda must be discussed and voted on at the General Meeting of Shareholders.

#### **Article 15. Authorizing participation in the General Meeting of Shareholders**

1. Shareholders who have the right to attend the General Meeting of Shareholders by law may authorize their representatives to attend. In case more than one representative is appointed, the number of shares and the number of authorized votes for each representative must be specifically determined.

2. The authorization for a representative to attend the General Meeting of Shareholders must be made in writing. The power of attorney must be made in accordance with the civil law and specify the name of the authorized individual or organization, the quantity of shares authorized, and signatures as follows:

a. In case an individual shareholder is the principal, the power of attorney must be signed by that shareholder and the person authorized to attend the meeting;

b. In case the authorized representative is an organization, the power of attorney must have the signatures of the authorized representative, the legal representative of the shareholder, and the person authorized to attend the meeting;

c. In other cases, the power of attorney must be signed by the legal representative of the shareholder and the person authorized to attend the meeting;

The person authorized to attend the General Meeting of Shareholders must submit a power of attorney before entering the meeting room. In case of re-authorization, the meeting attendee must additionally present the original power of attorney of the shareholder, the representative of the shareholder being an organization (if not previously registered with the Company).

3. The voting slip of the person authorized to attend the meeting within the scope of authorization shall remain effective in any of the following cases:

a. The principal dies, or his capacity for civil acts is lost or is restricted;

b. The principal has rescinded the appointment of authorization;

c. The principal has rescinded the authority of the person carrying out the authorization.

This clause shall not apply in a case where the Company receives notice of one of the above cases prior to the opening time of the General Meeting of Shareholders or prior to the time the meeting is reconvened.

#### **Article 16. Convening of the General Meeting of Shareholders, agenda and notice of the General Meeting of Shareholders**

1. The Board of Directors shall convene the General Meeting of Shareholders or the General Meeting of Shareholders shall be convened per Clause 3 Article 13 of this Charter.

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

a. Prepare a list of shareholders satisfying all conditions for attending and voting at the General Meeting of Shareholders within 10 days before the sending date of the notice of the General Meeting of Shareholders. The Company must announce the compilation of this list at least 20 days before the deadline for registration;

b. Prepare meeting agenda;

c. Prepare meeting documents;

d. Prepare draft resolutions in accordance with the tentative agenda;

e. Determine the time and venue for holding the General Meeting of Shareholders;

f. Inform and send a notice of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;

g. Other works to serve the General Meeting of Shareholders.

3. The notice of a meeting of the General Meeting of Shareholders shall be sent to all shareholders by a method ensuring that it reaches the shareholder's contact address and at the same time announced on the State Securities Commission, Stock Exchange (in case the Company is listed or registered for trading), and on the Company's website. The notice of the General Meeting of Shareholders must be sent at least 21 days before the

date of the General Meeting of Shareholders (counting from the day the notice is validly sent or transmitted). The agenda for the General Meeting of Shareholders and documents related to the issues to be voted on at the meeting shall be sent to shareholders or/and posted on the Company's website. In case the document is not attached to the notice of the General Meeting of Shareholders, such notice must clearly state the website address for the shareholders' access, including:

- a. Agenda and documents to be used in the General Meeting of Shareholders;
- b. List of and detailed information on candidates in case there is an election for the Board of Directors;
- c. Voting slips;
- d. Draft resolutions for each matter in the agenda.

4. A shareholder or a group of shareholders referred to in Clause 3 Article 11 of this Charter has the right to propose any matter to be included in the meeting agenda of the General Meeting of Shareholders. The proposal must be made in writing and sent to the Company at least three (03) working days before the opening date of the General Meeting of Shareholders. The proposal must contain the full name of the shareholders, the number and class of shares held by such shareholders, and the items proposed to be included in the agenda.

5. The convener of the General Meeting of Shareholders has the right to reject any proposal relating to Clause 4 of this Article in the following cases:

- a. The proposal was not sent on time, was not complete, or had inaccurate content;
- b. At the time of the proposal, the shareholder or group of shareholders does not have at least 5% of the ordinary shares;
- c. The proposed items do not fall within the authority of the General Meeting of Shareholders to discuss and approve;
- d. The proposed items violate the law.

6. The convener of the General Meeting of Shareholders shall accept and include the proposed issues mentioned in Clause 4 of this Article to the intended meeting agenda, except in the cases specified in Clause 5 of this Article; the proposed issues shall be officially included in the meeting agenda if approved by the General Meeting of Shareholders.

#### **Article 17. Conditions for conducting the General Meeting of Shareholders**

1. The General Meeting of Shareholders shall be conducted when the number of attending shareholders represents at least 51% of the voting shares.

2. In case there are not enough delegates within thirty (30) minutes from the schedule opening of the meeting, the convenor shall cancel the meeting. The General Meeting of Shareholders must be reconvened within thirty (30) days from the intended date of the first meeting. The reconvened General Meeting of Shareholders shall only be

conducted when the attending members are shareholders and authorized representatives with at least 33% of the voting shares.

3. In case the second meeting is not conducted due to not having the necessary number of delegates within thirty (30) minutes from the scheduled opening time, the third General Meeting of Shareholders may be convened within twenty (20) days from the intended date of the second meeting and in this case the General Meeting of Shareholders shall be conducted regardless of the number of shareholders or authorized representatives attending and shall be considered valid and have the right to decide all issues approved in the first General Meeting of Shareholders.

4. Only the General Meeting of Shareholders has the right to change the meeting agenda sent with the meeting notice according to Article 142 of the Law on Enterprises.

### **Article 18. Procedures for conducting and voting at the General Meeting of Shareholders**

1. Before the opening of the meeting, the Company must carry out procedures to register shareholders and must implement such registration until all shareholders who are entitled to attend the meeting and present have been registered in the following order:

a. Upon registration of shareholders, the Company shall issue a voting card to each shareholder or an authorized representative with voting rights, which states the registration number, full name of the shareholder, full name of the authorized representative, and number of votes of such shareholder. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Votes include affirmative votes, negative votes, and abstentions. When conducting voting at the meeting, the votes that agree with a resolution shall be collected first, then the ones that do not agree, and finally the overall number of votes that agree or do not agree shall be counted. The vote counting result shall be announced by the Chairman of the meeting right before the meeting is closed. The General Meeting of Shareholders shall elect the persons responsible for checking the votes or supervising the counting of votes at the request of the Chairman. The number of members of the vote-counting committee shall be decided by the General Meeting of Shareholders on the basis of the Chairman's request.

b. Any shareholder or authorized representative of institutional shareholders or authorized person who comes after the opening of the meeting shall be registered immediately and has the right to attend and vote at the meeting. The Chairman is not responsible for delaying the meeting so late shareholders may register and the effectiveness of any voting which has already been conducted previously shall not be affected.

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

a. The Chairman of the Board of Directors shall chair or authorize another member of the Board to chair General Meetings of Shareholders convened by the Board. In case the Chairman is absent or temporarily unable to work, the remaining members of the

Board of Directors shall elect one of themselves to act as the Chairman of the meeting per the principle of majority.

b. Except cases specified in Point a of this Clause, the person who signed the document convening the General Meeting of Shareholders shall arrange for the General Meeting of Shareholders to elect a Chairman of the meeting, and the person with the highest number of votes shall act as the Chairman of the meeting;

c. The Chairman shall appoint one or some person as secretaries of the meeting;

d. The General Meeting of Shareholders shall elect one or some persons to the vote-counting committee at the request of the Chairman.

3. The agenda and matters to be discussed at the meeting shall be passed by the General Meeting of Shareholders at the opening of the meeting. The agenda must clearly define a detailed schedule for each matter in the agenda.

4. The Chairman of the General Meeting of Shareholders is entitled to implement necessary and reasonable measures to direct the conduct of the General Meeting of Shareholders in an orderly manner, adhering to the approved agenda and reflecting the wishes of the majority of attendees.

a. Arrange seats at the venue of the General Meeting of Shareholders;

b. Ensure safety for the persons present at the venue of the meeting;

c. Facilitate the shareholders to attend (or continue to attend) the meeting. The convener of the General Meeting of Shareholders has full powers to change the above measures and take all measures necessary. The measures taken may be the issuance of entry permits or the use of other forms of selection.

5. The General Meeting of Shareholders shall discuss and vote on each issue on the agenda. Votes include affirmatives, negatives, and abstentions. The vote counting result shall be announced by the Chairman right before the meeting is closed.

6. Shareholders or authorized representatives that arrive after the opening time may register their presence and have the right to vote upon registration; in this case, the effect of decisions voted before their presence shall remain unchanged.

7. The person who convenes the General Meeting of Shareholders or the Chairman has the right to:

a. Request all participants to undergo inspection or other lawful and reasonable security measures;

b. Request a competent authority to maintain order during the meeting; expel those who refuse to comply with the Chairman's requests, disrupt the order, obstruct the progress of the meeting, or refuse to undergo security measures.

8. The Chairman is entitled to delay the meeting after an adequate number of participants have registered for up to 03 days from the initial meeting date. The General Meeting of Shareholders may only be delayed or relocated in the following cases:

a. The current location does not have adequate convenient seats for all participants;

b. Communications equipment is not sufficient for discussion and voting by participating shareholders;

c. The meeting is disrupted by any participant thus threatening the fairness and legitimacy of the meeting.

9. In case the Chairman delays or suspends the General Meeting of Shareholders against the regulations of Clause 8 of this Article, the General Meeting of Shareholders shall elect another participant as the Chairman until the end of the meeting; all resolutions passed at such a meeting shall be effective.

10. In case the Company uses advanced technology to conduct the General Meeting of Shareholders via an online meeting, the Company shall ensure that participating shareholders are able to vote electronically or other electronic methods in accordance with Article 144 of the Law on Enterprises and Clause 3 Article 273 of Decree No. 155/ND-CP dated 31 December 2020 elaborating some articles of the Law on Securities.

#### **Article 19. Forms of passing resolutions of the General Meeting of Shareholders**

1. The General Meeting of Shareholders shall pass decisions within its authority by voting at the meeting or soliciting written opinions.

2. Resolutions of the General Meeting of Shareholders on the following issues must be approved by voting at the General Meeting of Shareholders:

- a. Amendments and supplements to the Company's Charter;
- b. The Company's development orientation;
- c. Types of shares and number of shares of each type;
- d. Election and dismissal of members of the Board of Directors;
- e. Decision to invest or sell assets with a value equal to or greater than 35% of the total asset value recorded in the Company's most recent financial statements;
- f. Approval of annual financial statements;
- g. Re-organization or dissolution of the Company.

#### **Article 20. Conditions for passing of resolutions of the General Meeting of Shareholders**

1. Resolutions on the following matters shall be passed when there are at least 65% affirmative votes from participating shareholders:

- a. Types of shares and number of shares of each type;
- b. Change of business activities and business scope;
- c. Change in the organizational structure of the Company;
- d. Investment project or sale of assets with a value equal to or greater than 35% of the total asset value recorded in the Company's most recent financial statements.

e. Re-organization or dissolution of the Company.

2. Other resolutions shall be passed when there are at least 51% affirmative votes from participating shareholders, except in cases specified in Clause 1 and Clause 3 of this Article.

3. Voting to elect members of the Board of Directors must be carried out by cumulative voting method, whereby each shareholder has a total number of votes corresponding to the number of shares owned multiplied by the number of elected members of the Board of Directors and shareholders have the right to accumulate all or part of their total votes for one or several candidates. The elected members of the Board of Directors are determined by the number of votes counted from highest to lowest, starting with the candidate with the highest number of votes until the number of members specified in the Company's Charter is reached. In case 02 or more candidates are receiving the same number of votes for the last member of the Board of Directors, re-election shall be conducted among the candidates with an equal number of votes or selected according to the criteria of election regulations.

4. In case of passing a resolution in the form of written opinions, the resolution of the General Meeting of Shareholders shall be passed if it is approved by the number of shareholders representing at least 51% of the total votes.

5. Resolutions of the General Meeting of Shareholders passed by 100% of the total number of voting shares are legitimate and effective even if the sequence and procedures for passing those resolutions are not in accordance with the Law on Enterprises and the Company's Charter.

6. Resolutions of the General Meeting of Shareholders must be announced to shareholders with the right to attend the General Meeting of Shareholders within 15 days from the date the resolutions are passed; in case the Company has a website, they may be posted on the Company's website instead.

#### **Article 21. Authority and procedures for collection of written opinions to pass resolutions of the General Meeting of Shareholders**

The authority and procedures for the collection of written opinions to pass a resolution of the General Meeting of Shareholders shall be implemented in accordance with the following provisions:

1. The Board of Directors has the right to collect written opinions to pass a resolution of the General Meeting of Shareholders if considered necessary in the interests of the Company, excluding matters as stipulated in Clause 2 Article 147 of the Law on Enterprises.

2. The Board of Directors must prepare written opinion forms, a draft of the resolution of the General Meeting of Shareholders, and other documents explaining the draft resolution, and send them to all shareholders entitled to vote at least 10 days prior to the expiry date of receipt of written opinion forms. The requirement and method to send

written opinion forms must be in accordance with provisions of Clause 3 Article 16 of this Charter.

3. The written opinion form must contain the following basic details:

- a. Name, head office address, enterprise registration number;
- b. Purpose of collecting written opinions;
- c. Full name, permanent address, nationality, identity card number, passport or other legal personal identification in respect of a shareholder being an individual; name, enterprise registration number or establishment decision number, head office address of an institutional shareholder, or name, permanent address, nationality, identity card number, passport or other legal personal identification of the authorized representative in respect of an institutional shareholder; the number of each class of shares and number of votes of shareholders;
- d. Issues on which it is necessary to obtain opinions to pass a resolution;
- e. Voting options, comprising agreement, non-agreement, or abstention;
- f. Time limit within which the completed written opinion form must be returned to the Company;
- g. Full name and signature of the Chairman of the Board of Directors and the legal representative of the Company;

4. The written opinion form can be returned to the Company in the following ways:

a. Postal mail. A completed written opinion must bear the signature of an individual shareholder, an authorized representative, or an institutional shareholder's legal representative. A written opinion form must be in a sealed envelope and nobody shall open it until the time of vote counting;

b. Fax or email. A written opinion form returned to the Company via fax or email shall be kept confidential until the time of vote counting.

Written opinion forms sent to the Company after the determined deadline or opened in case of postal mail or disclosed in case of fax or email shall be considered invalid. Written opinion forms not returned to the Company will be considered as abstentions;

5. The Board of Directors shall conduct the vote-counting and prepare minutes of the vote-counting in the presence of an independent member or a non-executive shareholder.

The minutes of vote counting shall contain the following basic details:

- a. Name, head office address, enterprise registration number;
- b. Purpose of collection of written opinions and issued on which it is necessary to obtain opinions to pass a resolution;
- c. Number of shareholders with total numbers of votes having participated in the vote, classifying the votes into valid and invalid, and method to send the written opinion forms, including an appendix being a list of shareholders having participated in the vote;

d. Total number of votes in agreement, non-agreement, and abstentions on each issue voted on;

e. Resolutions passed;

f. Full name and signature of the Chairman of the Board of Directors, the Company's legal representative, the vote-counting supervisor, and the vote-counting conductor.

The members of the Board of Directors, the vote-counting conductor and the supervisor shall be jointly liable for the truthfulness and accuracy of the minutes of vote counting; and any loss or damage arising from a resolution that is passed due to an untruthful or inaccurate counting of votes;

6. The vote counting minutes must be sent to shareholders within 15 days from the completion date of vote counting. This can be replaced by posting the minutes on the Company's website within twenty-four (24) hours from the completion of the vote counting;

7. Returned written opinion forms, minutes of vote-counting, passed resolutions, and related documents sent with the opinion forms must be archived at the head office of the Company;

8. A resolution is passed by way of collecting written opinions of shareholders if approved by shareholders representing at least 51% of the total number of votes and shall have the same validity as a resolution passed in a General Meeting of Shareholders.

#### **Article 22. Meeting minutes of the General Meeting of Shareholders**

1. The General Meeting of Shareholders shall be recorded in written minutes and can be recorded in audio records or other electronic forms. The minutes shall be in Vietnamese, be copied in foreign languages, and contain the following details:

a. Name, head office address, enterprise registration number;

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

c. Agenda and matters to be passed;

d. Name of the chairman and secretary of the meeting;

đ. Summary of the meeting and opinions raised in the General Meeting of Shareholders regarding each matter;

e. Number of shareholders and number of voting rights held by attending shareholders, attached list of shareholders, representatives of shareholders with corresponding number of shares and voting rights;

g. Voting result for each voted matter, including voting method, total number of valid votes, number of invalid votes, agreement, non-agreement, or abstention; the corresponding ratio for each voting criteria as a percentage of the total number of voting rights held by attending shareholders;

h. Matters passed and corresponding passing rate;

i. Signatures of the chairman and secretary. In case the chairman and secretary refuse to sign the minutes, it will be valid if it is signed by other participating members of the Board of Directors and contains sufficient details as specified in this clause. The

minutes should clearly state that the chairman and secretary of the General Meeting of Shareholders have refused to sign it.

2. The minutes in Vietnamese and in foreign languages shall have equal legal validity. In case there is a discrepancy among the versions, the Vietnamese version shall prevail.

3. The minutes shall be made and passed by the General Meeting of Shareholders before the conclusion of the meeting. The chairman and secretary of the General Meeting of Shareholders shall be jointly responsible for the truthfulness and accuracy of the minutes.

4. The minutes of the General Meeting of Shareholders must be published on the Company website within twenty-four (24) hours and must be sent to all shareholders within fifteen (15) days from the end of the General Meeting of Shareholders; the vote-counting minutes may be published on the Company's website instead of being sent to shareholders.

5. The minutes of the General Meeting of Shareholders shall be considered authentic evidence of work conducted at the General Meeting of Shareholders unless an objection to the contents of the minutes is provided in accordance with the stipulated procedures within a time limit of ten (10) days from the date of sending the minutes.

6. . Minutes of the General Meeting of Shareholders, passed resolutions, the list of attending shareholders bearing their signatures, meeting authorization documents, and related documents attached to the invitations shall be retained at the Company's head office.

### **Article 23. Demand for cancellation of resolutions of the General Meeting of Shareholders**

Within 90 days from the date of receipt of the resolution or minutes of the General Meeting of Shareholders or minutes of counting written opinion forms, a shareholder or a group of shareholders specified in Clause 2 Article 115 of the Law on Enterprises have the right to request the Court or Arbitrator to consider and cancel all or part of a resolution of the General Meeting of Shareholders in the following cases:

1. The sequence and procedures for convening and resolution of the General Meeting of Shareholders did not comply with the Law on Enterprises and the Company's Charter, except the cases specified in Clause 2 Article 24 of this Charter;

2. The content of the resolutions breached the law or the Company's Charter.

### **Article 24. Effectiveness of resolutions of the General Meeting of Shareholders**

1. Resolutions of the General Meeting of Shareholders take effect from the date of approval or the effective date stated in that resolution.

2. Resolutions of the General Meeting of Shareholders passed by 100% of the total voting shares shall be legal and effective even if the procedures for passing that resolution are not carried out in accordance with regulations.

3. In case a shareholder or a group of shareholders requests the Court or Arbitrator to annul the resolutions as prescribed in Article 23 of this Charter, such resolutions shall still be effective until the Court or Arbitrator decides otherwise, except in the case of temporary emergency measures according to the decision of a competent authority.

## **CHAPTER VII. THE BOARD OF DIRECTORS**

### **Article 25. Structure, standards, term of office, nomination of members of the Board of Directors**

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

2. The structure of the Board of Directors ensures that the number of non-executive members accounts for at least one-third (1/3) of the total number of members of the Board of Directors. There is at least 01 independent member in case the Company has a Board of Directors of 03 to 05 members.

3. Standards and conditions for being a member of the Board of Directors are as prescribed in Clauses 1 and 2 Article 155 of the Law on Enterprises. A member of the Board of Directors of the Company may only be a member of the Board of Directors at a maximum of 05 other companies.

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

- a. Full name, date of birth;
- b. Education and qualification;
- c. Working experience;
- d. Other managerial positions (including the position of Board Member in other companies);
- e. Conflict of interest regarding the Company and related parties;
- f. Other information (if any);
- g. The Company must be responsible for disclosing information about the companies where a candidate is holding the position of member of the Board of Directors, other managerial positions, and benefits related to the company of the candidate (if any).

5. Shareholders have the right to aggregate the number of voting rights of each shareholder to nominate candidates to the Board of Directors (except in the case of nomination at the first General Meeting of Shareholders after equitization). A shareholder or a group of shareholders holding from 5% to less than 10% of the total number of voting shares shall be entitled to nominate one (01) candidate; from 10% to less than 30% to nominate up to two (02) candidates; from 30% to less than 40% to nominate up to three (03) candidates; from 40% to less than 50% to nominate up to four (04) candidates; from 50% to less than 60% to nominate up to five (05) candidates; from 60% to less than 70% to nominate up to six (06) candidates; from 70% to less than 80% to nominate up to seven (07) candidates; from 80% to less than 90% to nominate up to eight (08) candidates.

6. In case the number of candidates to the Board of Directors by way of standing for election or nomination is still insufficient, the incumbent Board of Directors may nominate additional candidates or hold a nomination in accordance with the Company's internal regulations. The nomination of candidates by the incumbent Board of Directors must be clearly announced and passed by the General Meeting of Shareholders before conducting.

7. According to Article 160 of the Law on Enterprises, a member of the Board of Directors no longer has the status of a Board member in the case of being dismissed or replaced by the General Meeting of Shareholders.

8. The appointment of members of the Board of Directors must be disclosed in accordance with the law on securities and the stock market.

9. Members of the Board of Directors do not necessarily have to be shareholders of the Company.

#### **Article 26. Authority and duties of the Board of Directors**

1. The Board of Directors is a managerial body of the Company, having full authority to make decisions and exercise all rights and obligations of the Company on behalf of it, except for the rights and obligations which belong to the General Meeting of Shareholders.

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

a. To make decisions on strategies, medium and long-term plans for development, and annual business plans of the Company;

b. To propose classes of shares and the total number of each class to be issued;

c. To make the decision to sell unsold shares within the number of shares authorized to be offered for each type; to mobilize additional capital in other forms;

d. To determine the price of shares and bonds of the Company;

đ. To make decisions on the redemption of shares per Clauses 1 and 2 of Article 133 of the Law on Enterprises;

- e. To make decisions on investment plans and projects within the authority and limits prescribed by law;
- g. To make decisions on market development, marketing, and technology solutions;
- h. To approve contracts to purchase, sell, borrow, lend, and other contracts and transactions with a value of 35% or more of the total asset value recorded in the Company's most recent financial statements, except for contracts and transactions under the authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138, Clauses 1 and 3, Article 167 of the Law on Enterprises;
- i. To elect and dismiss the Chairman of the Board of Directors; elect and dismiss the Board of Management, the Chief Financial Officer, the Chief Accountant, and Branch Director; Sign and terminate labor contracts for the General Director, the Chief Financial Officer and the Chief Accountant; Make decisions on salaries, remunerations, bonuses and other benefits of those managers; Appoint an authorized representative to participate in other companies' Board of Members or General Meeting of Shareholders, and decide on their remuneration and other benefits;
- k. To supervise and direct the General Director and other executives in running the Company's daily business;
- l. To make decisions on the organizational structure, internal regulations on corporate governance of the Company, establishment of subsidiaries, branches, representative offices, and capital contribution, purchasing or selling shares of other companies;
- m. To approve the agenda and contents of documents for the General Meeting of Shareholders, convene the General Meeting of Shareholders, or collect opinions to pass resolutions;
- n. To present audited annual financial statements to the General Meeting of Shareholders;
- o. To propose dividend rates; determine the deadline and procedures for payment of dividends or handling losses arising during business processes;
- p. To propose the re-organization or dissolution of the Company; request the bankruptcy of the Company;
- q. To make decisions on the issuance of Operating regulations of the Board of Directors, Internal regulations on corporate governance upon approval by the General Meeting of Shareholders; issuance of the Operating regulations of the Audit Committee under the Board of Directors, and Regulations on information disclosure of the Company;
- r. To propose the issuance of convertible bonds and warrants allowing owners to buy shares at a determined price; Make decisions on the offering price of bonds, shares, and convertible securities in case authorized by the General Meeting of Shareholders;

s. To borrow and implement mortgages, guarantees, and compensations of the Company;

t. Investments outside the business plan and budget exceeding 10% of the value of the annual business plan and budget;

u. The valuation of non-cash assets contributed to the Company related to the issuance of shares or bonds, including gold, land use rights, intellectual property rights, technology and technological know-how;

v. The purchase or withdrawal of no more than 10% of each class of shares; make decisions on the price to purchase or withdraw the Company's shares;

x. Other rights and obligations prescribed by the Law on Enterprises, the Law on Securities, other regulations of the law, and the Company Charter.

3. The Board of Directors must report to the General Meeting of Shareholders on its activities, specifically on the Board of Directors's supervision of the General Director and other Executives during the financial year. In case the Board of Directors fails to submit a report to the General Meeting of Shareholders, the Company's annual financial statements shall be considered invalid and not approved by the Board of Directors.

4. Unless otherwise prescribed by law and this Charter, the Board of Directors may authorize subordinate employees and representative managerial staff to handle work on behalf of the Company.

#### **Article 27. Remunerations, salaries, bonuses, and other benefits of Members of the Board of Directors**

1. Members of the Board of Directors (excluding alternate authorized representatives) shall be entitled to remuneration for their work in their capacity as members of the Board of Directors. The total remuneration for the Board of Directors shall be determined by the General Meeting of Shareholders and distributed to members of the Board of Directors as agreed within the Board of Directors or distributed equally if the Board fails to reach an agreement.

2. The total amount of money paid to each member of the Board of Directors comprising remuneration, expenses, commission, right to purchase shares, and other benefits conferred by the Company, its subsidiaries, affiliates, and other companies in which a member of the Board of Directors is the capital contribution representative must be disclosed in detail in the annual report of the Company.

3. Any member of the Board of Directors who holds a management position or works in a sub-committee of the Board or performs other work that is, in the opinion of the Board of Directors, beyond the scope of the normal duties of a member of the Board of Directors may be paid additional remuneration in the form of a lump sum wage on each occasion, salary, commission, profit percentage or other forms as decided by the Board of Directors.

4. Members of the Board of Directors shall be entitled to reimbursement of all travel and accommodation expenses and other reasonable expenses paid by them when performing their responsibilities as a Board member, including expenses arising out of attending meetings of the General Meeting of Shareholders, the Board of Directors or sub-committee of the Board of Directors.

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

1. The Board of Directors must select one of its members to elect as Chairman. The Chairman of the Board of Directors shall not act concurrently as the General Director of the Company.

2. The Chairman of the Board of Directors is responsible for convening and chairing the General Meeting of Shareholders and meetings of the Board of Directors and has other rights and responsibilities prescribed in this Charter and the Law on Enterprises.

3. The Chairman of the Board of Directors must be responsible for ensuring that the Board of Directors sends the annual financial statements, operational reports of the Company, audit reports, and inspection reports of the Board of Directors to shareholders at the General Meeting of Shareholders.

4. In case the Chairman of the Board of Directors resigns or is dismissed, the Board of Directors must elect another person for replacement within a period of ten (10) days.

5. In case the Chairman of the Board of Directors is absent or unable to perform his duties, he must authorize in writing another member to exercise the rights and obligations of the Chairman of the Board of Directors. In case there is no authorized person or the Chairman is dead, missing, held in police custody, imprisoned, detained in a mandatory rehabilitation center or correctional institution, has fled the residence, has limited capacity or is incapacitated, has difficulties controlling his behaviors, is prohibited by the Court from holding certain positions or doing certain works, the remaining members shall elect one of themselves to hold the position of Chairman of the Board of Directors under the majority rule until the Board of Directors issues a new decision.

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

1. If the Board of Directors elects the Chairman, the initial meeting of a term of the Board of Directors to elect the Chairman and to pass other resolutions within its authority must be conducted within a time limit of seven (07) working days from the date of completion of the election of the Board of Directors for that term. Such a meeting shall be convened by the member who obtains the highest number of votes. In case more than one (01) member obtains the same highest number of votes, such members shall elect by a majority vote a person amongst themselves to convene the meeting.

2. Regular meetings: The Chairman of the Board of Directors must convene regular meetings, and prepare the agenda, time, and venue of a meeting at least five (05) working days before the proposed date of such meeting. The Chairman may convene a

meeting at any time considered necessary, but there must be at least one meeting every quarter.

3. The Chairman of the Board of Directors shall convene extraordinary meetings when it is deemed necessary in the interests of the Company. In addition, the Chairman of the Board of Directors must convene a meeting of the Board which shall not be delayed without legitimate reason when any of the following entities makes a written request stating the purpose of the meeting and matters to be discussed:

a. The General Director or at least five (05) executives of the Company's department head level or higher;

b. At least two (02) members of the Board of Directors;

c. An independent member of the Board of Directors.

4. Meetings of the Board of Directors stipulated in Clause 3 Article 29 must be conducted within a time limit of seven (07) working days upon receipt of the request. In case the Chairman does not accept to convene a meeting as requested, then the Chairman must be liable for any loss and damage caused to the Company; the person requesting as referred to in Clause 3 Article 29 may convene a meeting of the Board of Directors themselves.

5. In case an independent auditor makes a request, the Chairman of the Board of Directors must convene a meeting to discuss the audit report and the status of the Company.

6. Meetings of the Board of Directors shall be conducted at the registered address of the Company or another address in Vietnam or abroad as decided by the Chairman and agreed by the Board of Directors.

7. The notice of a meeting of the Board of Directors must be sent to Board members at least three (03) days before holding the meeting; the members of the Board of Directors may refuse the notice in writing and such refusal may be changed or aborted by a written notice by that member. The notice of the meeting must be in writing and in Vietnamese and must provide complete information about the agenda, contents of the matters to be discussed, time and venue of the meeting, accompanied by necessary documents regarding matters to be discussed and voted on at the meeting, and voting slips for the members who are unable to attend the meeting.

The notice of invitation may be sent by post, fax, electronic mail, or other methods guaranteed to reach the address of each member of the Board of Directors as registered with the Company.

8. The first meeting of the Board of Directors shall be permitted to implement resolutions if at least three-quarters (3/4) of the members of the Board of Directors are present in person or via their authorized representatives.

In case the number of attending members is not sufficient as stipulated, the meeting must be re-convened within seven (07) days from the proposed date of the first

meeting. The re-convened meeting shall be conducted if more than half (1/2) of the members of the Board of Directors attend it.

9. Members of the Board of Directors are considered to attend and vote at the meeting in the following cases:

- a. Attend and vote directly at the meeting;
- b. Authorize another person to attend and vote per Clause 11 of this Article;
- c. Attend and vote via online conference, electronic voting, or other electronic forms;
- d. Send voting slips to the meeting via mail, fax, or email;

10. In case a voting slip is sent to the meeting via postal mail, it should be in a sealed envelope and sent to the Chairman of the Board of Directors at least 1 hour before the opening of the meeting. Such a voting slip shall be opened in front of the meeting's attendants.

11. Members must attend all meetings of the Board of Directors. Members are allowed to authorize others to attend meetings and vote if approved by a majority of the Board of Directors.

12. Voting.

a. Except for Point b, Clause 12, Article 29, each member of the Board of Directors or authorized person who is present in their capacity as an individual at a meeting of the Board of Directors shall have one (01) vote;

b. A member of the Board of Directors shall not be permitted to vote on any contract, transaction, or proposal in which such member or any related person has an interest which conflicts or possibly conflicts with the interests of the Company. A member of the Board of Directors shall not be included in the quorum required to be present to hold a meeting of the Board of Directors regarding resolutions on which such member does not have the right to vote;

c. Pursuant to Point d, Clause 12, Article 29, when an issue arises at a meeting of the Board of Directors relating to the interests or voting right of a Board member, who does not voluntarily waive their voting right, the decision of the Chairman on such issue shall be final, except where the nature or scope of the interest of the relevant Board member has not been fully announced;

d. Any member of the Board of Directors who benefits from any contract stipulated in Points a and b, Clause 4, Article 37 of this Charter shall be deemed to have a material interest in such contract.

13. Disclosure of interests: Any member of the Board of Directors who directly or indirectly benefits from a contract or transaction signed or intended to be signed with the Company and is aware that they have an interest in it is responsible for disclosing such interest at the first meeting where the Board of Directors considers the signing of such contract or transaction. In case a member of the Board of Directors is not aware that such member and their related person has an interest at the time a contract or transaction is

signed with the Company, they must publicly announce their related interests at the first meeting of the Board of Directors held after such member becomes aware that they will have an interest in the relevant contract or transaction.

14. Majority vote: The Board of Directors shall pass resolutions and issue decisions on the basis of the consent of the majority of Board members present (more than 50%). In case the number of votes in agreement and non-agreement are equal, the vote of the Chairman of the Board of Directors shall be the deciding vote.

15. A meeting of the Board of Directors may be held by way of an online conference between members of the Board of Directors when all or a number of members are at different places, provided that each attending member is able to:

a. Hear each other member of the Board of Directors expressing their opinions at the meeting;

b. Express their opinions at the same time as other attending members.

The communication among members may be implemented directly via telephone or by other means of communication (including the use of such means at the time of approving the Charter or thereafter) or by a combination of such means. Members of the Board of Directors who attend such a meeting shall be deemed “physically present” at such meeting. The venue of the meeting to be held in accordance with this provision shall be the venue where the largest number of Board members gather or shall be where the Chairman of the meeting is present if there is no such group.

Resolutions passed at a meeting via telephone which is duly held and conducted shall take effect immediately after the closing of the meeting but must be confirmed by the signatures of all attending members in the minutes.

16. Resolutions passed by written opinions: A resolution by collection of written opinions shall be approved on the basis of the consent of the majority of members of the Board of Directors who have voting rights. Such resolution shall have the same effect and validity as a resolution passed by the members of the Board of Directors at a meeting convened and held in accordance with normal practice.

17. Meeting minutes: The Chairman of the Board of Directors is responsible for delivering the minutes of a meeting of the Board of Directors to the members, and such minutes shall be authentic evidence of the work carried out at such meeting unless there is an objection of the contents of the minutes provided within ten days from the date of delivery. The minutes of the meeting of the Board of Directors must be prepared in Vietnamese and must bear the signatures of the Chairman and the preparer of the minutes (the secretary).

### **Article 30. Sub-committee of the Board of Directors**

1. Based on the organizational structure in the Charter approved by the General Meeting of Shareholders, the Board of Directors decided to establish an Audit Committee under the Board. Operations of the Audit Committee shall be stipulated in the Company Charter or the operating regulations issued by the Board of Directors.

2. The Audit Committee is a specialized agency under the Board of Directors with 02 or more members. The Chairman of the Audit Committee must be an independent member of the Board of Directors. Other members of the Audit Committee must be non-executive members of the Board of Directors.

3. Members of the Audit Committee must have knowledge of accounting and auditing, a general understanding of the law and operations of the Company, and do not fall into the following cases:

- a. Working in the Company's financial accounting department;
- b. A member or employee of an accredited auditing firm to audit the Company's financial statements for the previous 03 consecutive years.

4. The Chairman of the Audit Committee must have a bachelor's degree or higher in one of the following majors: economics, finance, accounting, auditing, law, or business administration.

5. Pursuant to the provisions of relevant laws, the Board of Directors may issue a decision to establish sub-committees to support its activities and notify shareholders.

### **Article 31. Corporate Governance Officer**

1. The Board of Directors shall appoint at least one (01) person as the Corporate Governance Officer to support the conduct of corporate governance. The Corporate Governance Office can concurrently hold the position of Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises.

2. The Corporate Governance Officer shall not concurrently work for an independent auditing firm that is auditing the Company's financial statements.

3. The Corporate Governance Officer shall have the following rights and obligations:

- a. Advise the Board of Directors on the organization of the General Meeting of Shareholders in accordance with regulations and other matters relating to the Company and shareholders;

- b. Prepare for meetings of the Board of Directors, the General Meeting of Shareholders at the request of the Board of Directors;

- c. Advise on the proceedings of the meetings;

- d. Attend meetings;

- e. Advise on the procedures to issue resolution of the Board of Directors in accordance with regulations;

- f. Provide financial data, copies of the Board of Directors' meeting minutes, and other documents to Board members;

- g. Supervise the Company's public disclosure activities and report to the Board of Directors;

- h. Facilitate communications with related parties;

- i. Protect confidential information in accordance with regulations and the Company Charter;

- j. Other rights and obligations in accordance with the law.

## **CHAPTER VIII. THE GENERAL DIRECTOR, OTHER EXECUTIVES, AND SECRETARY OF THE COMPANY**

### **Article 32. Organization of managerial apparatus**

The managerial system of the Company must ensure that the managerial apparatus is liable to the Board of Directors and is under the leadership and supervision of the Board of Directors in the Company's everyday business operations. The Company shall have one (01) General Director, Deputy Directors, one (01) Chief Financial Officer and one (01) Chief Accountant appointed by the Board of Directors. The appointment, removal, and dismissal of any position mentioned above must be implemented by a resolution or decision of the Board of Directors.

### **Article 33. Appointment, removal, duties, and powers of the General Director**

1. Appointment: The Board of Directors shall appoint the General Director; and enter a contract which specifies the salary, remuneration, benefits, and other related terms. The information about the salary, allowances, and benefits of the General Director must be reported at the Annual General Meeting of Shareholders and shown in the annual report of the Company.

2. Term of office: The term of office of the General Director shall be five (05) years and may be re-appointed. The appointment may be invalid pursuant to the provisions in the labor contract and/or the resolutions of the Board of Directors.

The General Director must meet the following standards and conditions:

- a. Not subject to regulations in Clause 2, Article 17 of the Law on Enterprises;
- b. Not a family member of the business manager, the representative of the enterprise's capital at the Company and parent company;
- c. Have professional qualifications and experience in business administration of the Company.

3. The General Director has the following powers and responsibilities:

a. To implement resolutions of the Board of Directors and the General Meeting of Shareholders, business and investment plans approved by the Board of Directors and the General Meeting of Shareholders;

b. To make decisions on all matters regarding the Company's everyday operations which are not under the Board of Directors' authority, including: Within the scope of authorization, signing civil, economic, and commercial contracts on behalf of the Company; organizing and operating the Company's everyday production and business operation in accordance with the law, except for cases under the authority of the Chairman of the Board of Directors;

c. To directly appoint and dismiss management positions, except for positions appointed or dismissed by the Board of Directors;

d. To consult with the Board of Directors to decide on the number of employees, salaries, allowances, benefits, appointment, dismissal, and other terms related to labor contracts;

e. To make decisions on salaries and other benefits for employees of the Company, including executives under the appointment authority of the General Director;

f. Labor recruitment;

g. To implement the annual business plan approved by the General Meeting of Shareholders and the Board of Directors;

h. To propose the Company's organizational structure and internal management regulations;

i. To propose measures to improve the Company's operations and management;

j. To prepare long-term, annual, and monthly estimated budgets of the Company (hereinafter referred to as an estimated budget) to serve long-term, annual, and monthly management activities of the Company in accordance with business plans. The annual estimated budget (including the proposed balance sheet, income statement, and cash flow statement) for each financial year must be submitted for approval by the Board of Directors and must contain information as stipulated in the Company's regulations.

k. To carry out other activities in accordance with this Charter, the Company's regulations, resolutions of the Board of Directors, the labor contract of the General Director, and the law.

l. To have the right to refuse to implement decisions of the Board of Directors if found contrary to the provisions of law, the Company Charter, resolutions of the General Meeting of Shareholders, and at the same time have the responsibility to immediately report and explain in writing to the Board of Directors;

m. To propose other issues under the authority of the General Meeting of Shareholders or the Board of Directors to the Board of Directors to decide or discuss and submit to the General Meeting of Shareholders in accordance with the law and the Company Charter.

4. The General Director is responsible before the Board of Directors and General Meeting of Shareholders for implementation of assigned duties and powers, and must report to such authorities if required.

5. Removal: The Board of Directors may remove the General Director upon consent of two-thirds or more of the Board of Directors vote in favor (in this case, the General Director's vote is not counted) and appoint a new General Director.

#### **Article 34. Executives of the Company**

1. The Company's executives include the General Director, Deputy General Director, Chief Financial Officer and Chief Accountant.

2. At the request of the General Director and with the approval of the Board of Directors, the Company may recruit other executives with numbers and standards consistent with the Company's structure and management regulations prescribed by the Board of Directors. Executives must be responsible for supporting the Company in achieving its goals in operations and organization.

3. An executive's salary is included in the Company's business expenses in accordance with the law on corporate income tax, is shown as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

### **Article 35. Secretary of the Company**

The Board of Directors shall appoint one (01) or more persons to act as Secretary of the Company with a term of office and other terms as decided by the Board of Directors. The Board of Directors may remove the Secretary when considered necessary but not contrary to the applicable law on labor. The Board of Directors may also appoint one or more Secretary Assistants from time to time. The role and duties of the Secretary shall comprise:

1. Prepare for meetings of the Board of Directors and the General Meeting of Shareholders as requested by the Board of Directors.
2. Make minutes of the meetings.
3. Provide advice on procedures for meetings.
4. Provide financial information, copies of minutes of Board meetings, and other information to members of the Board of Directors.

The Secretary of the Company is responsible for keeping information confidential in accordance with the law and the Company Charter.

## **CHAPTER IX. DUTIES OF MEMBERS OF THE BOARD OF DIRECTORS, GENERAL DIRECTOR AND OTHER EXECUTIVES**

### **Article 36. Responsibility to be prudent of members of the Board of Directors, General Directors, and other executives**

Members of the Board of Directors, General Director, and other executives are responsible for performing their duties, including duties in the capacity as a member of a sub-committee of the Board of Directors, in an honest manner in the best interests of the Company and with the degree of prudence which a prudent person must have to fill corresponding positions under similar circumstances.

### **Article 37. Responsibility to be honest and avoid conflicts of interest**

1. Members of the Board of Directors, General Director, and other executives are not permitted to use business opportunities that may benefit the Company for personal purposes; or use information obtained through their position for personal gain or to serve the interests of other organizations or individuals.

2. Members of the Board of Directors, General Director, and other executives are obliged to notify the Board of Directors of any interest which may conflict with the interests of the Company and which they may be entitled to via other economic legal entities, transactions or individuals.

3. The Company shall not provide any loan or guarantee to members of the Board of Directors, General Directors, and other executives and their related persons or legal entities in which the above-mentioned persons have financial interests, except where such loan or guarantee has been approved by the General Meeting of Shareholders.

4. Contracts or transactions between the Company and one or more members of the Board of Directors, General Director, other executives, their related persons or companies, partners, associations, or organizations in which members of the Board of Directors, General Director, other executives or their related persons are members, or have related financial interests are valid in the following cases:

a. With respect to a contract with a value of less than 20% of the total value of assets recorded in the most recent financial statements, the important factors regarding the contract or transaction as well as relations and interests of the General Director, other executives or members of the Board have been reported to the Board of Directors or to relevant sub-committees. At the same time, the Board of Directors or such committee approved to implement such contract or transaction honestly by majority of votes in favor from Board members who do not have any related interest;

b. With respect to a contract with a value of more than 20% of the total value of assets recorded in the most recent financial statements, the important factors regarding the contract or transaction as well as relations and interests of the General Director, other executives or members of the Board have been disclosed to the shareholders who do not have any related interests and have the voting right regarding such matter, and such shareholders voted in favor of such contract or transaction;

c. Such contract or transaction is considered fair and considerable by an independent consulting organization in any respect related to the Company's shareholders at the time such transaction or contract is permitted to be executed by the Board of Directors, a sub-committee of the Board of Directors, or shareholders.

Members of the Board of Directors, General Director, other executives, or their related persons must not use information of the Company that has not yet been permitted to be disclosed or disclose information to others in order to implement related transactions.

### **Article 38. Responsibilities for loss and compensation**

1. Responsibilities for loss: Members of the Board of Directors, General Director, and other executives who breach their obligations and responsibilities for honesty and prudence or fail to fulfill their obligations with due diligence and professional capability must be responsible for any loss and damage caused by their breach.

2. The Company shall pay compensation to any person who has been or is likely to become a related party in a claim, suit, or legal proceeding (including civil or administration cases other than those initiated by the Company) if such person was or is a member of the Board of Directors, General Directors, a manager, an employee or a representative authorized by the Company, and has been or is performing duties as authorized by the Company, acting honestly and prudently in the Company's interest based on compliance with the law and there is no evidence confirming that such person has violated their responsibilities.

3. The expenses for compensation shall comprise expenses arising (including legal fees), judgment expenses, fines and actual payables arising or deemed reasonable when dealing with such cases within the framework permitted by law. The Company may purchase insurance for such persons to avoid the above responsibilities for compensation.

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

### **Article 39. Right to investigate books and records**

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

a. Ordinary shareholders have the right to review, look up, and extract information about names and contact addresses in the list of shareholders with voting rights; request correction of their inaccurate information; review, look up, extract, or copy the Company Charter, minutes of the General Meeting of Shareholders and resolutions of the Board of Directors;

b. Shareholders or groups of shareholders owning 5% or more of the total ordinary shares have the right to review, look up, and extract minutes of resolutions and decisions of the Board of Directors, interim and annual financial statements, contracts, transactions that must be approved by the Board of Directors and other documents, except those related to commercial and business secrets of the Company.

c. In case an authorized representative of a shareholder or a group of shareholders requests to look up books and records, a power of attorney from such shareholder or group of shareholders or a notarized copy of it must be attached.

2. Members of the Board of Directors and the General Director have the right to inspect the register of shareholders of the Company, the list of shareholders, and other books and records provided that such information must be kept confidential.

3. The Company must store this Charter, amendments, and additions to the Charter, the Enterprises Registration Certificate, any regulations, documents proving ownership of assets, resolutions of the General Meeting of Shareholders and Board of Directors, meeting minutes of the General Meeting of Shareholders and Board of Directors, reports of the Board of Directors, annual financial statements, accounting books and any other documents in accordance with the law at the head office or another location,

provided that the shareholders and business registration authority have been notified of the location where such documents are stored.

4. The Charter of the Company must be published on the website of the Company.

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

### **Article 40. Employees and Trade Union**

1. The General Director must prepare a plan for the Board of Directors to approve matters relating to recruitment and dismissal of employees, salaries, social insurance, welfare, rewards, and discipline applicable to employees and managerial staff.

2. The General Director must prepare a plan for the Board of Directors to approve matters relating to the Company's relationship with trade unions in accordance with the best management standards practices and policies stipulated in this Charter and applicable law.

## **CHAPTER XII. PROFIT DISTRIBUTION**

### **Article 41. Dividend**

1. The General Meeting of Shareholders shall decide the rate of dividends to be paid and the method of annual dividend payment from retained profits of the Company.

2. Pursuant to the Law on Enterprises, the Board of Directors may decide to pay mid-term dividends if it deems this payment appropriate to the Company's profitability.

3. The Company shall not pay interest on payments of dividends or on payments relating to any class of shares.

4. The Board of Directors may request the General Meeting of Shareholders to approve payment of all or part of dividends in kind (such as fully paid shares or bonds issued by other companies) and the Board of Directors shall be the authority to implement such decision.

5. In case the payment of dividends or other payments relating to one class of shares is made in cash, the Company must make such payment in Viet Nam Dong (VND). The payment may be made directly or via banks based on the bank details provided by the shareholders. If the Company makes a bank transfer based on the exact banking details provided by a shareholder but such shareholder does not receive the money, the Company shall not be liable for the amount transferred. The payment of dividends in respect of shares listed on the Stock Exchange may be made via a securities company or the Vietnam Securities Depository.

6. Upon approval by the General Meeting of Shareholders, the Board of Directors may decide and announce that ordinary shareowners will receive dividends in ordinary shares instead of cash dividends. These additional shares to pay dividends are recorded as fully paid shares on the basis that the value of the dividend-paying shares must be equivalent to the cash amount to pay dividends.

7. Pursuant to the Law on Enterprises and Law on Securities, the Board of Directors shall approve a resolution determining a specific date to close the list of shareholders. Based on such date, any person who has registered as a shareholder or owner of other securities shall be entitled to receipt of dividends, interest, profit distribution, shares, notices, or other documents.

8. Other matters relating to profit distribution shall be conducted in accordance with the law.

## **CHAPTER XIII. BANK ACCOUNTS, RESERVE FUND, FINANCIAL YEAR AND ACCOUNTING SYSTEM**

### **Article 42. Bank accounts**

1. The Company shall open bank accounts at Vietnamese banks or foreign banks permitted to operate in Vietnam.

2. With prior approval of the competent authority, in necessary cases, the Company may open an offshore bank account in accordance with the law.

3. The Company shall make all payments and conduct all accounting transactions via its Viet Nam Dong (VND) or foreign currency accounts at the banks where it opens such accounts.

### **Article 43. Financial year**

The Company's financial year shall commence on the first day of January each year and shall end on the 31st of December. The first financial year shall begin from the date of the Enterprise Registration Certificate and shall end on the 31st of December in the same year.

### **Article 44. Accounting regime**

1. The accounting regime used by the Company shall be the Vietnamese Accounting System (VAS) or another accounting regime approved by the Ministry of Finance.

2. The Company shall prepare accounting books in Vietnamese. The Company shall store the accounting records in accordance with the form of business activities conducted by the Company. Such records must be accurate, updated, systematic, and sufficient to prove and explain the transactions of the Company.

3. The Company shall use Viet Nam Dong (VND) as the accounting currency. In case the Company has economic transactions arising mainly in a foreign currency, it may choose that currency as the accounting currency, be responsible for that choice before the law, and notify the direct tax authority.

## **CHAPTER XIV. ANNUAL REPORTS, RESPONSIBILITIES FOR DISCLOSURE OF INFORMATION, AND PUBLIC ANNOUNCEMENT**

### **Article 45. Annual, semi-annual, and quarterly financial statements**

1. The Company must prepare annual financial statements and they must be audited in accordance with the law. The Company shall publish audited financial statements in accordance with the law on information disclosure and submit them to competent state authorities.

2. Annual financial statements must contain all reports, appendices, and explanations in accordance with regulations on corporate accounting. Annual financial statements must honestly and objectively reflect the Company's operating situation.

3. The Company must formulate and publish reviewed semi-annual and quarterly financial statements in accordance with regulations on information disclosure on the securities market and submit them to competent state authorities.

#### **Article 46. Annual reports**

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

### **CHAPTER XV. AUDITING THE COMPANY**

#### **Article 47. Auditing**

1. The annual General Meeting of Shareholders shall appoint an independent auditing firm or approve the list of independent auditing firms and authorize the Board of Directors to select one in such list to conduct the auditing of the Company for the next financial year based on terms and conditions as agreed with the Board of Directors.

2. The audit report must be sent with the annual financial statements of the Company.

3. The auditors who audit the Company shall be permitted to attend all meetings of the General Meeting of Shareholders and shall be entitled to receive other notices and information relating to the General Meeting of Shareholders which the shareholders are entitled to receive, and express their opinions about issues relating to auditing.

### **CHAPTER XVI. SEAL**

#### **Article 48. Seal**

1. Seals include physical seals and digital signatures prescribed by regulations of law on electronic transactions.

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

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

### **CHAPTER XVII. TERMINATION OF OPERATION AND LIQUIDATION**

#### **Article 49. Termination of operation**

1. The Company may be dissolved or terminated in the following cases:
  - a. End of the operating term stated in the Charter without a decision to extend;
  - b. In accordance with resolutions and decisions of the General Meeting of Shareholders;
  - c. Having the Enterprise Registration Certificate revoked unless otherwise provided by the Law on Tax Administration;
  - d. Other cases as prescribed by law.
2. The early dissolution of the Company (including any extended period) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. The decision on dissolution must be approved by (if so required) the competent authority in accordance with regulations.

#### **Article 50. Extension of duration of operation**

1. The Board of Directors shall convene a meeting of the General Meeting of Shareholders within a time limit of at least 7 months prior to the expiry of the operation duration to enable the shareholders to vote on the extension of the operating duration at the request of the Board of Directors.
2. The duration of operation shall be extended when it is approved by 65% or more of the total votes of shareholders attending the General Meeting of Shareholders.

#### **Article 51. Liquidation**

1. At least six months before the expiry of the Company's operating duration or after a decision on dissolution of the Company is made, the Board of Directors must establish a liquidation committee consisting of three members. Two members shall be appointed by the General Meeting of Shareholders and one appointed by the Board of Directors from an independent auditing firm. The liquidation committee shall prepare its operational regulations. Members of the liquidation committee may be selected from the employees of the Company or independent experts. All expenses relating to liquidation shall be paid by the Company in priority to other debts of the Company.
2. The liquidation committee is responsible for reporting its date of establishment and date of commencement of operation to the business registration authority. From such point of time, the liquidation committee shall represent the Company in all work relating to the liquidation before the court and administrative authorities.
3. Proceeds from the liquidation shall be disbursed in the following order:
  - a. Expenses for liquidation;
  - b. Wages and insurance costs for employees;
  - c. Taxes and other items paid to the State;
  - d. Loans (if any);

e. Other debts of the Company;

f. Residual upon payment of the debts stated in (3.a) to (3.e) above shall be distributed to shareholders. The payment of preference shares shall be given priority.

## **CHAPTER XVIII. INTERNAL DISPUTE RESOLUTION**

### **Article 52. Internal dispute resolution**

1. In case a dispute or a claim relating to the operation of the Company or to the rights and obligations of shareholders stated in the Company Charter, the Law on Enterprises, other laws and administrative regulations between:

a. A shareholder and the Company;

b. A shareholder and the Board of Directors, the General Director, or other Executives.

The related parties shall attempt to resolve such dispute by way of negotiation and mediation. Except where such dispute involves the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the resolution of the dispute and require each party to present the actual factors relating to the dispute within a period of 15 working days from the date of the dispute arising. If the dispute involves the Board of Directors or the Chairman of the Board of Directors, any party may request to appoint an independent expert to act as arbitrator during the course of dispute resolution.

2. If a decision on reconciliation is not made within six (06) weeks from the beginning of the mediation process or if the decision of the intermediary is not accepted by the parties, then any party may refer such disputes to the Economic Arbitration or the Economic Court.

3. The parties shall bear their own costs relating to procedures for negotiation and mediation. The payment of court expenses shall be made in accordance with the judgment of the court.

## **CHAPTER XIX. SUPPLEMENT AND AMENDMENT TO THIS CHARTER**

### **Article 53. Supplement and amendment to the Charter**

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

2. In case any provision of law relating to the operation of the Company has not been mentioned in this Charter or is different from the terms in this Charter, such provision of law shall automatically apply, and shall govern the operation of the Company.

## **CHAPTER XX. EFFECTIVE DATE**

### **Article 54. Effective date**

1. This Charter consists of 20 chapters and 54 articles, approved unanimously by the General Meeting of Shareholders of Central Pharmaceutical CPC1.JSC on 21 April 2026 at Central Pharmaceutical CPC1.JSC, and the full text of this Charter is hereby validated.

2. The Charter is made in five (5) copies, all having equal validity, and must be kept at the Company's head office.

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

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

**LEGAL REPRESENTATIVE  
CHAIRWOMAN OF THE BOARD OF  
DIRECTORS**

**Han Thi Khanh Vinh**