CÔNG TY CỔ PHẦN CHẾ BIẾN GỖ THUẬN AN
THUAN AN WOOD PROCESSING JOINT STOCK COMPANY

CỘNG HOÀ XÃ HỘI CHỦ NGHĨA VIỆT NAM
Độc lập - Tự do - Hạnh phúc
THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Số: 144/TAC-KDTH

*Thành phố Hồ Chí Minh, ngày 17 tháng 08 năm 2026*
*Ho Chi Minh City, Aug, 17. 2026*

# CÔNG BỐ THÔNG TIN BẤT THƯỜNG
# *EXTRAORDINARY INFORMATION DISCLOSURE*

Kính gửi:
- Uỷ ban chứng khoán nhà nước;
- Sở Giao dịch chứng khoán Thành phố Hồ Chí Minh.

To: *State Securities Commission; Ho Chi Minh City Stock Exchange*

1. Tên tổ chức: CÔNG TY CỔ PHẦN CHẾ BIẾN GỖ THUẬN AN
*Name of organization*: THUAN AN WOOD PROCESSING JOINT STOCK COMPANY
- Mã chứng khoán/Mã thành viên *Stock code/ Broker code*: GTA
- Địa chỉ; Đại lộ Bình Dương, khu phố Bình Giao, phường Thuận Giao, thành phố Hồ Chí Minh
Binh Duong Avenue, Binh Giao Quarter, Thuan Giao Ward, Ho Chi Minh city
- Điện thoại liên hệ/Tel.: 0386 284 953
- E-mail: nguyenhai@gothuanan.vn

2. Nội dung thông tin công bố/ *Contents of disclosure*:
- Điều lệ công ty cổ phần chế biến gỗ Thuận An đã được Đại hội đồng cổ đông thông qua ngày 22/5/2026 tại cuộc họp Đại hội đồng cổ đông thường niên năm 2026 của công ty.
- *This Charter of Thuan An Wood Processing Joint Stock Company was approved by the General Meeting of Shareholders on May 22, 2026 at the 2026 Annual General Meeting of Shareholders of the Company.*

Sau khi hoàn thành việc điều chỉnh Điều lệ vào ngày 17/08/2026, Công ty đã tiến hành công bố chính thức các văn bản này theo quy định.

*After completing the amendments to the Company's Charter and Internal Regulations on Corporate Governance on August 17, 2026, the Company officially disclosed these documents in accordance with regulations.*

3. Thông tin này đã được công bố trên trang thông tin điện tử của công ty vào ngày 17/8/2026 tại đường dẫn https://gothuanan.vn/category/quan-he-co-dong/thong-tin-co-dong
*This information was published on the company's website on Aug, 17, 2026, as in the link:* https://gothuanan.vn/category/quan-he-co-dong/thong-tin-co-dong

Chúng tôi xin cam kết các thông tin công bố trên đây là đúng sự thật và hoàn toàn chịu trách nhiệm trước pháp luật về nội dung các thông tin đã công bố/ *We hereby certify that the information provided is true and correct and we bear the full responsibility to the law.*

***Tài liệu đính kèm:***
- Điều lệ
- *Charter.*

**Đại diện tổ chức**
***Organization representative***

M.S.D.N: 3700403867
CÔNG TY CỔ PHẦN CHẾ BIẾN GỖ THUẬN AN
P. THUẬN GIAO - TP. HỒ CHÍ MINH

**Lê Thị Xuyến**

Signature Not Verified
Ký bởi: CÔNG TY CỔ PHẦN CHẾ BIẾN GỖ THUẬN AN
Ký ngày: 17/8/2026 09:52:05

VIETNAM RUBBER GROUP
**THUẬN AN WOOD PROCESSING JOINT STOCK**

No.: 15 /QD-HDQT.TAC

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

*Ho Chi Minh City, Date 17 Month 8 Year 2026*

# DECISION

**Re: Promulgation and Application of the Company's Charter**

**BOARD OF DIRECTORS OF THUAN AN WOOD PROCESSING JOINT STOCK COMPANY**

*Pursuant to Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;*

*Pursuant to the Charter on Organization and Operation of Thuan An Wood Processing Joint Stock Company;*

*Pursuant to the Annual General Meeting of Shareholders Resolution No. 01/2026/NQDHDC-TAC dated May 22, 2026 of Thuan An Wood Processing Joint Stock Company.*

## RESOLVES:

Article 1. Promulgate together with this Decision the "Charter of Thuan An Wood Processing Joint Stock Company".

Article 2. The Board of Directors, the Board of General Directors, and affiliated units of the Company are responsible for executing this Decision from the date of signing.

This Decision supersedes the previously issued Decision on the issuance of the Charter of Thuan An Wood Processing Joint Stock Company./.

**Recipients:**
- As Article 2 "for execution";
- Saved: Archives, General Planning Department.

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS**
**CHAIRMAN**

**TRINH XUAN TIEN**

VIETNAM RUBBER GROUP
THUAN AN WOOD PROCESSING JOINT STOCK COMPANY

# CHARTER
## THUAN AN WOOD PROCESSING JOINT STOCK COMPANY

*Ho Chi Minh City, Date 17 Month 8 Year 2026*

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## PREAMBLE

This Charter was approved pursuant to the Resolution of the 2026 Annual General Meeting of Shareholders dated May 22, 2026 of Thuan An Wood Processing Joint Stock Company.

## I. DEFINITION OF TERMS IN THE CHARTER

### Article 1. Definitions

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

a. **"Charter Capital"** means the capital contributed by all shareholders as specified in Article 5 of this Charter.

b. **"Law on Enterprises"** means the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly on June 17, 2020.

c. **"Establishment Date"** means the date on which the Company was granted the Business Registration Certificate.

d. **"Managers"** mean the Chief Executive Officer (General Director), Deputy General Director(s), Chief Accountant, and other managerial positions in the Company approved by the Board of Directors.

e. **"Related Persons"** mean any individuals or organizations defined in Clauses 22 and 23, Article 4 of the Law on Enterprises.

f. **"Term of Operation"** means the duration of operation of the Company as specified in Article 2 of this Charter, including any extension period (if any) approved by a resolution of the General Meeting of Shareholders of the Company.

g. **"Vietnam"** means the Socialist Republic of Vietnam.

h. **"Board"** means the Board of Directors of the Company.

i. **"Business Area"** means the territory of Vietnam and overseas.

j. **"Shareholder"** means an individual or organization holding at least one share of the joint stock company.

k. **"Company"** means Thuan An Wood Processing Joint Stock Company.

l. **"General Meeting of Shareholders"** means the General Meeting of Shareholders of Thuan An Wood Processing Joint Stock Company.

2. In this Charter, references to one or several provisions or other documents shall include any amendments or replacements thereof.

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

4. Words or terms defined in the Law on Enterprises (unless inconsistent with the subject or context) shall have the same meanings in this Charter.

## II. NAME, FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, AND TERM OF OPERATION OF THE COMPANY

### Article 2. Name, form, head office, branches, representative offices, and term of operation of the Company

1. The legal name of the Company is:

- Vietnamese name: **CÔNG TY CỔ PHẦN CHẾ BIẾN GỖ THUẬN AN**
- English name: **THUAN AN WOOD PROCESSING JOINT STOCK COMPANY**
- Transaction name: **TAC**

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

3. The registered head office of the Company is:

- **Address:** Binh Duong Boulevard, Binh Giao Quarter, Thuan Giao Ward, Ho Chi Minh City, Vietnam
- **Telephone:** (0274) 3718.025
- **Fax:** (0274) 3718.026
- **E-mail:** info@gothuanan.vn

- **Website:** www.gothuanan.vn

4. The Chairman of the Board of Directors and the Chief Executive Officer (General Director) are the legal representatives of the Company.

5. The Company may establish branches and representative offices in its business areas to implement the Company's operational objectives in alignment with Resolutions of the Board of Directors and to the extent permitted by law.

6. Unless prematurely terminated under Article 47 of this Charter, the Term of Operation of the Company shall commence from the Establishment Date and shall be indefinite.

## III. OBJECTIVES, SCOPE OF BUSINESS, AND OPERATIONS OF THE COMPANY

### Article 3. Operational objectives of the Company

1. The business sectors of the Company include:

- Manufacturing products from rubberwood and other types of wood.
- Trading and doing business in wooden products, related supplies, and equipment.
- Real estate business, land use rights owned, used, or leased by the Company.

2. Objectives of the Company: To continuously develop production, trading, and service activities in the wood processing industry in order to maximize achievable profits for the Company, improve working conditions, raise income and quality of life for the Company's employees, guarantee interests for shareholders, and simultaneously fulfill obligations to the State budget.

3. Other objectives as decided, modified, or supplemented by the General Meeting of Shareholders.

### Article 4. Scope of business and operations

1. The Company is permitted to plan and conduct all business activities in accordance with the provisions of its Business Registration Certificate and this Charter, in conformity with current laws, and to implement appropriate measures to achieve the Company's objectives.

2. The Company may conduct business in other sectors permitted by law and approved by the General Meeting of Shareholders.

## IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Dưới đây là bản dịch tiếng Anh chuẩn văn phong pháp lý cho đoạn nội dung tiếp theo:

*(Lưu ý: Các điều khoản dưới đây trong bản gốc tiếng Việt được ghi lại là "Điều 1", "Điều 2" thuộc Mục IV, dịch tương ứng thành Article 5 và Article 6 để giữ tính liên tục của bộ Điều lệ).*

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

1. The Charter Capital of the Company is **VND 104,000,000,000** (One hundred and four billion Vietnamese Dong). The total Charter Capital of the Company is divided into **10,400,000 shares** with a par value of **VND 10,000 per share**.

2. The Company may increase its Charter Capital upon approval by the General Meeting of Shareholders and in accordance with the provisions of law.

3. The shares of the Company on the date of approval of this Charter include ordinary shares, controlling shares (if any), special shares (if any), and preference shares (if any). The rights and obligations attaching to each class of shares are specified in Article 11.

4. The Company has the right to create and issue other classes of preference shares subject to the approval of the General Meeting of Shareholders and in accordance with the regulations of the State Securities Commission.

5. Ordinary shares must be offered on a priority basis to existing shareholders in proportion to their ownership ratio of ordinary shares in the Company, unless otherwise determined by the General Meeting of Shareholders. The Company must issue a notice regarding the share offering, which shall clearly state the number of offered shares and a reasonable subscription period (at least twenty working days) for shareholders to subscribe

for purchase. Any shares not fully subscribed for by shareholders shall be decided by the Board of Directors of the Company. The Board of Directors may distribute such shares to other targets on terms and in a manner deemed appropriate by the Board of Directors, provided that such shares shall not be offered under conditions more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders or where shares are sold through the Stock Exchange.

6. The Company may repurchase shares issued by the Company itself in accordance with the methods provided in this Charter and applicable laws. Shares repurchased by the Company shall be treasury shares, and the Board of Directors may offer them in manners consistent with the provisions of this Charter, the Law on Securities, and relevant guiding documents.

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

**Article 6. Share certificates**

1. Shareholders of the Company shall be issued share certificates corresponding to the number and class of shares they own.

2. Share certificates must bear the seal of the Company and the signature of the legal representative of the Company in accordance with the provisions of the Law on Enterprises. A share certificate must clearly state the quantity and class of shares held by the shareholder, the full name of the holder (in the case of registered share certificates), and other information as required by the Law on Enterprises. Each registered share certificate shall represent only one class of shares.

1. Within fifteen (15) days from the date of submission of a complete application file for transfer of share ownership in accordance with the Company's regulations, or within two (2) months from the date of full payment of the share purchase price as specified in the share issuance plan of he Company, the owner of such shares shall be issued share certificates. The share owner shall not be required to pay the Company printing costs for share certificates or any fees whatsoever.

2. In the event that a registered share certificate is damaged, defaced, lost, stolen, or destroyed, the holder of such registered share certificate may request the issuance of a new share certificate, provided that evidence of share ownership is presented and all relevant expenses are paid to the Company.

**Article 7. Other securities certificates**

Bond certificates or other securities certificates of the Company (excluding offering letters, temporary certificates, and similar documents) shall be issued bearing the seal and specimen signature of the legal representative of the Company, unless otherwise provided by the terms and conditions of issuance.

**Article 8. Share transfer**

1. All shares are freely transferable, unless otherwise provided by this Charter and the law. Shares shall be transferred in accordance with the provisions of law on securities and the securities market.

2. Shares that have not been fully paid for shall not be transferred and shall not enjoy related benefits, such as the right to receive dividends, the right to receive bonus shares issued to increase share capital from equity, or the right to subscribe for new shares being offered.

**Article 9. Share forfeiture**

1. In the event a shareholder fails to pay in full and on time the amount payable for purchasing shares, the Board of Directors shall issue a notice and has the right to demand that such shareholder pay the unpaid amount together with interest thereon and any costs incurred by the Company due to non-payment as regulated.

2. The payment notice mentioned above must specify a new payment deadline (at least seven (07) days from the date of sending the notice), the place of payment, and state that in the event of failure to make payment as requested, the shares not fully paid for will be forfeited.

3. The Board of Directors has the right to forfeit shares that have not been fully paid on time if the requirements in the above notice are not complied with.

4. Forfeited shares shall be considered unsold shares in accordance with Clause 4, Article 112 of the Law on Enterprises. The Board of Directors may directly sell, re-allocate, or dispose of them to the person who previously owned the forfeited shares or to other entities under terms and in a manner deemed appropriate by the Board of Directors. In the event that all forfeited shares are not sold, the Company must register an adjustment to decrease its charter capital by the par value of the fully paid shares in accordance with Article 113 of the Law on Enterprises.

1. Shareholders holding forfeited shares shall forfeit shareholder status with respect to such shares, but must remain liable to pay all related amounts plus interest at the rate determined by the Board of Directors at the time of forfeiture from the date of forfeiture or surrender until the date of payment. The Board of Directors has full discretion to enforce payment of the total value of the shares at the time of forfeiture or may waive part or all of such amount.

2. A forfeiture notice shall be sent to the holder of forfeited shares prior to the time of forfeiture. The forfeiture shall remain valid even in the event of an error or negligence in sending the notice.

## V. ORGANIZATIONAL, MANAGEMENT, AND CONTROL STRUCTURE

### Article 10. Management structure

The organizational and management structure of the Company comprises:

a. The General Meeting of Shareholders;

b. The Board of Directors;

c. The Supervisory Board;

d. The Chief Executive Officer (General Director).

## VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

### Article 11. Rights of Shareholders of the Company

1. Holders of ordinary shares shall have the following rights:

a. To attend and speak at meetings of the General Meeting of Shareholders and exercise voting rights directly at the General Meeting of Shareholders, or through authorized representatives, or via remote voting.

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

c. To freely transfer fully paid-up shares in accordance with the provisions of this Charter and applicable laws;

d. To be prioritized in subscribing for newly offered shares in proportion to the ratio of ordinary shares owned by them;

e. To inspect information relating to shareholders in the list of shareholders eligible to participate in the General Meeting of Shareholders and request corrections of inaccurate information;

f. To review, look up, 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 the event of Company dissolution, to receive a share of the remaining assets corresponding to the number of contributed shares in the Company after the Company has paid off its creditors and shareholders of other classes in accordance with the provisions of law;

h. To request the Company to repurchase their shares in cases specified in the Law on Enterprises;

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

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

a. To review, look up, and extract minutes books, resolutions, and decisions of the Board of Directors, mid-year and annual financial statements, reports of the Supervisory Board, contracts/transactions subject to approval by the Board of Directors, and other documents, except for documents related to trade secrets and business secrets of the Company;

b. To request the Board of Directors to convene a meeting of the General Meeting of Shareholders in accordance with the provisions of the Law on Enterprises;

c. To request the Supervisory Board to inspect specific matters relating to the management and operational administration of the Company when deemed necessary. The request must be made in writing; and must specify the full name, permanent address, nationality, Citizen Identification Card number, ID card number, Passport number, or other legal personal identification of individual shareholders; name, permanent address, nationality, establishment decision number or business registration number of institutional shareholders; number of shares and share registration date of each shareholder, total number of shares of the group of shareholders and ownership ratio in the total shares of the Company; matters to be inspected, and the purpose of the inspection;

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

3. A shareholder or a group of shareholders holding 10% or more of the total ordinary shares shall have the right to nominate candidates for the Board of Directors and the Supervisory Board in accordance with the corresponding provisions of Article 24.3 and Article 35.2 of this Charter.

**Article 12. Obligations of Shareholders**

Shareholders shall have the following obligations:

1. To comply with the Charter and internal regulations of the Company; to execute decisions of the General Meeting of Shareholders and the Board of Directors;

2. To attend meetings of the General Meeting of Shareholders and exercise voting rights directly or through authorized representatives, attend and vote via online conferences, electronic voting or other electronic forms, or exercise other remote voting methods. A shareholder may authorize a member of the Board of Directors to represent them at the General Meeting of Shareholders;

3. To pay for the registered shares subscribed for in accordance with regulations;

4. To provide accurate addresses upon subscribing for shares;

5. To fulfill other obligations as prescribed by current laws;

6. To assume personal liability when acting in the name of the Company in any form to commit one of the following acts: a. Violating the law; b. Conducting business and other transactions for personal gain or to serve the interests of other organizations or individuals; c. Paying undue debts ahead of time in the face of potential financial risks to the Company; d. Maintaining confidentiality of information provided by the Company; using provided information solely to exercise and protect their lawful rights and interests; strictly prohibiting the distribution, copying, or sending of information provided by the Company to other organizations or individuals.

**Article 13. General Meeting of Shareholders**

1. The General Meeting of Shareholders is the highest decision-making authority of the Company. The Annual General Meeting of Shareholders shall be held once a year. The Annual General Meeting of Shareholders must be held within four (04) months from the end of the financial year. The Board of Directors may decide to extend the time limit for holding the Annual General Meeting of Shareholders in case of necessity, but not exceeding six (06) months from the end of the financial year.

2. The Board of Directors shall organize the convocation of the Annual General Meeting of Shareholders and select a suitable location. The Annual General Meeting of Shareholders shall decide matters prescribed by law and the Company Charter, particularly approving annual financial statements and the financial budget for the subsequent financial year. Independent auditors shall be invited to attend the meeting to advise on the approval of annual financial statements.

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

a. The Board of Directors deems it necessary in the interest of the Company;

b. The annual balance sheet, quarterly or semi-annual reports, or audit report for a financial year reflect that half of the Charter Capital has been lost;

c. The number of members of the Board of Directors is less than the minimum required by law or the number of Board members is reduced by more than one-third compared to the requirement under the Company Charter. In this case, the Board of Directors must convene a meeting of the General Meeting of Shareholders within sixty (60) days from the date the number of members is reduced by more than one-third;

d. A shareholder or group of shareholders specified in Article 11.2 of this Charter requests the convocation of the General Meeting of Shareholders by a written request. The request for convocation must clearly state the reasons and purpose of the meeting, bear the signatures of relevant shareholders (the written request may be executed in multiple counterparts to obtain all necessary signatures of relevant shareholders);

e. The Supervisory Board requests a meeting if it has reason to believe that members of the Board of Directors or senior management officers have committed serious breaches of their obligations under Article 165 of the Law on Enterprises or that the Board of Directors is acting or intending to act beyond its scope of authority;

f. Other cases in accordance with the provisions of law and the Company Charter.

4. Convocation of Extraordinary General Meetings of Shareholders:

a. The Board of Directors must convene a meeting of the General Meeting of Shareholders within thirty (30) days from the date the remaining number of Board members falls under Clause 3c of Article 13 or from the date of receipt of a request specified in Clauses 3d and 3e of Article 13 above.

b. In the event the Board of Directors fails to convene the General Meeting of Shareholders as mentioned above, within the subsequent thirty (30) days, the Supervisory Board shall replace the Board of Directors to convene the General Meeting of Shareholders in accordance with Clause 3, Article 140 of the Law on Enterprises.

c. In the event the Supervisory Board fails to convene the General Meeting of Shareholders as prescribed in Clause 4b of Article 13, within the subsequent thirty (30) days, the requesting shareholder or group of shareholders specified in Clause 3d of Article 13 shall have the right to replace the Board of Directors and Supervisory Board to convene the General Meeting of Shareholders in accordance with Clause 4, Article 140 of the Law on Enterprises. In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the business registration authority to supervise the convocation and conducting of the meeting if deemed necessary.

d. All expenses incurred for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. Such expenses shall not include expenses incurred by shareholders in attending the General Meeting of Shareholders, including accommodation and travel expenses.

Dưới đây là bản dịch tiếng Anh chuẩn văn phong pháp lý đối với đoạn văn bản bạn vừa cung cấp:

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

1. The Annual General Meeting of Shareholders shall have the right to discuss and approve: a. Annual audited financial statements;

b. Reports of the Supervisory Board on the status of the Company;

c. Reports of the Board of Directors;

d. Reports of the independent auditors;

e. Short-term and long-term development plans of the Company.

2. The Annual General Meeting of Shareholders and Extraordinary General Meeting of Shareholders shall pass decisions in writing on the following matters:

a. Approval of annual financial statements;

b. The annual dividend rate for each class of share in accordance with the Law on Enterprises and the rights attached to such class of share. This dividend rate shall not be higher than the rate proposed by the Board of Directors after consulting shareholders at the General Meeting of Shareholders;

c. The number of members of the Board of Directors;

d. Selection of the auditing firm;

e. Election, dismissal, removal, and replacement of members of the Board of Directors and the Supervisory Board;

f. Total remuneration of members of the Board of Directors and the Supervisory Board, and the Remuneration Report of the Board of Directors and the Supervisory Board;

g. Amendments and supplements to the Company Charter;

h. Classes of shares and the number of new shares to be issued for each class, and the transfer of shares by founding shareholders within the first three years from the date of establishment;

i. Division, separation, consolidation, merger, or conversion of the Company;

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

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

l. Decisions on transactions for the sale of assets of the Company or its branches, or purchase transactions with a value of 50% or more of the total asset value of the Company and its branches as recorded in the most recent audited financial statements;

m. The repurchase by the Company of more than 10% of each class of issued shares;

n. The Chief Executive Officer concurrently serving as the Chairman of the Board of Directors;

o. The entering into contracts by the Company or its branches with persons specified in Clause 1, Article 165 of the Law on Enterprises with a value equal to or greater than 20% of the total asset value of the Company and its branches as recorded in the most recent audited financial statements;

p. Other matters in accordance with the provisions of this Charter and other internal regulations of the Company.

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

a. Contracts specified in Article 14.2 of this Charter when such shareholder or a related person of such shareholder is a party to the contract;

b. The repurchase of shares of such shareholder or a related person of such shareholder, except where the share repurchase is executed in proportion to the shareholding ratio of all shareholders or executed through order matching or a public tender offer on the Stock Exchange.

4. All resolutions and matters included in the meeting agenda must be brought to discussion and voting at the General Meeting of Shareholders.

**Article 15. Authorized representatives**

1. Shareholders entitled to attend the General Meeting of Shareholders in accordance with the law may attend directly or authorize their representatives to attend. An authorized representative needs not be a shareholder. Where more than one authorized representative is appointed, the specific number of shares and number of votes represented by each representative must be specified.

2. The authorization of a representative to attend the General Meeting of Shareholders must be made in writing using the standard form or another form accepted by the Board of Directors, and must bear signatures in accordance with the following provisions:

a. Where an individual shareholder is the authorizer, it must bear the signature of such shareholder or their attorney-at-law and the authorized attendee;

b. Where the authorized representative of an institutional shareholder is the authorizer, it must bear the signature of such authorized representative, the legal representative of the shareholder, and the authorized attendee;

c. In other cases, it must bear the signature of the legal representative of the shareholder and the authorized attendee. The person authorized to attend the General Meeting of Shareholders must submit the authorization document prior to entering the meeting room.

3. Where an attorney-at-law signs the proxy appointment document on behalf of the authorizer, the appointment of the representative in this case shall only be deemed valid if such proxy appointment document is presented together with the power of attorney authorizing the attorney-at-law or a valid copy thereof (if not previously registered with the Company).

4. Except for the cases specified in Clause 3, Article 15, the voting ballot of the person authorized to attend the meeting within the scope of authorization shall remain valid in any of the following cases:

a. The authorizer has died, has restricted civil capacity, or has lost civil capacity;

b. The authorizer has revoked the proxy appointment;

c. The authorizer has revoked the authority of the person executing the authorization. This clause shall not apply if the Company receives notice of any of the above events forty-eight (48) hours prior to the opening hour of the General Meeting of Shareholders or before the meeting is reconvened.

**Article 16. Variation of rights**

1. Decisions of the General Meeting of Shareholders (in cases specified in Article 14.2 relating to the share capital of the Company being divided into different classes of shares) regarding the variation or cancellation of special rights attached to each class of share shall only be passed with the written consent of holders of at least 65% of the voting rights of issued shares of that class, or approved by resolution passed by holders of at least 65% of the voting rights of all shareholders present at a separate meeting of holders of that specific class of share.

2. The holding of such a separate meeting shall only be valid if there are at least two shareholders (or their authorized representatives) holding at least one-third of the nominal par value of the issued shares of that class. In the event of an insufficient quorum as stated above, the meeting shall be reconvened within thirty days thereafter, and holders of shares of that class present in person or by proxy (regardless of the number of attendees and number of shares) shall be deemed to constitute a required quorum. At such separate meetings, holders of shares of that class present in person or by proxy may demand a secret ballot, and each person upon a secret ballot shall have one vote for each share of that class owned.

3. The procedures for conducting such separate meetings shall be carried out similarly to the provisions in Article 18 and Article 20.

4. Unless otherwise provided by the terms of share issuance, special rights attached to classes of shares with preference regarding some or all matters relating to profit sharing or

assets of the Company shall not be varied when the Company issues additional shares of the same class.

**Article 17. Convocation, 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 under the cases specified in Article 13.4b or Article 13.4c.

2. The convenor of the General Meeting of Shareholders must perform the following duties:

a. The list of shareholders entitled to attend the General Meeting of Shareholders shall be compiled based on the Company's shareholder register. The list of shareholders entitled to attend the General Meeting of Shareholders shall be compiled no more than ten (10) days prior to the date of sending the meeting invitation;

b. Determine the time, location, and format of the meeting (whether physical or online);

c. Notify and send the notice of the General Meeting of Shareholders to all shareholders entitled to attend.

3. The notice of the General Meeting of Shareholders must be sent to all shareholders on the List of Shareholders entitled to attend at least twenty-one (21) days prior to the opening date. The meeting invitation must state the name, contact address, ownership registration number, time, location of the meeting, and other requirements for attendees. The meeting invitation shall be sent to all Shareholders via one of the following methods: direct delivery, postal delivery, fax, short message service (SMS), email, or other contact methods provided by the Shareholder; and simultaneously posted on the Company's website. The sending of meeting documents together with the meeting invitation may be replaced by posting them on the Company's website. The agenda of the General Meeting of Shareholders and documents relating to matters to be voted on at the meeting shall be sent to shareholders or posted on the Company's website. In cases where documents are not attached to the notice of the General Meeting of Shareholders, the meeting invitation must clearly specify the website address for shareholders to access. In case of holding an online meeting, the invitation must contain specific instructions on online access, and detailed instructions must also be posted on the Company's website.

4. A shareholder or group of shareholders referred to in Article 11.2 of this Charter shall have the right to propose items to be included in the agenda of the General Meeting of Shareholders. Proposals must be made in writing and sent to the Company at least three (3) working days prior to the opening date of the General Meeting of Shareholders. The proposal must include the full name of the shareholder, the number and class of shares held by such person, and the proposed contents to be included in the agenda.

5. The convenor of the General Meeting of Shareholders shall have the right to reject proposals relating to Clause 4 of Article 17 in the following cases:

a. The proposal is submitted out of time or is incomplete or incorrect in content;

b. At the time of proposal, the shareholder or group of shareholders does not hold at least 5% of ordinary shares;

c. The proposal does not contain necessary information;

d. The proposed matter does not fall within the scope of authority of the General Meeting of Shareholders for discussion and approval;

e. The determination of whether proposals are "unnecessary" or "not within the scope of authority of the General Meeting of Shareholders" must be agreed upon by the Board of Directors;

f. Other cases.

6. The Board of Directors must prepare draft resolutions for each matter included in the meeting agenda.

7. In the event that all shareholders representing 100% of the total voting shares attend directly or through authorized representatives at the General Meeting of Shareholders, decisions unanimously passed by the General Meeting of Shareholders shall be deemed valid even if the convocation of the General Meeting of Shareholders did not follow the proper procedures or the voted contents were not included in the agenda.

Dưới đây là bản dịch tiếng Anh chuẩn văn phong pháp lý cho các Điều (từ Điều 18 đến Điều 21) mà bạn vừa gửi:

**Article 18. Conditions for conducting the General Meeting of Shareholders and preparation of Minutes of the General Meeting of Shareholders**

1. The General Meeting of Shareholders shall be conducted when the number of attending shareholders represents more than 50% of the total voting shares.

2. In the event that the first meeting fails to satisfy the conditions specified in Clause 1 of this Article, a second meeting shall be convened within thirty (30) days from the intended date of the first meeting, unless otherwise provided by the Company Charter. The second meeting of the General Meeting of Shareholders shall be conducted when the number of attending shareholders represents at least 33% of the total voting shares; the specific ratio shall be prescribed by the Company Charter.

3. In the event that the second meeting cannot be conducted due to an insufficient quorum within sixty (60) minutes from the designated opening time of the meeting, a third meeting of the General Meeting of Shareholders may be convened within twenty (20) days from the intended date of the second meeting. In this case, the meeting shall be conducted regardless of the number of attending shareholders or authorized representatives, shall be deemed valid, and shall have the authority to decide on all matters that the first General Meeting of Shareholders could have approved.

4. Upon the proposal of the Chair, the General Meeting of Shareholders shall have the right to modify the meeting agenda attached to the meeting invitation in accordance with Clause 3, Article 17 of this Charter.

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

1. On the date of holding the General Meeting of Shareholders, the Company must carry out shareholder registration procedures and must continue registration until all attending shareholders entitled to attend have registered.

2. Upon shareholder registration, the Company shall issue each shareholder or authorized representative entitled to vote with a voting card specifying the registration number, full name of the shareholder, full name of the authorized representative, and the number of votes of such shareholder. When voting at the meeting, voting cards in favor of a resolution shall be collected first, voting cards against shall be collected thereafter, and finally, the total number of votes in favor or against shall be counted for determination. The total number of votes in favor, against, abstentions, or invalid votes for each matter shall be announced by the Chair immediately after the vote on such matter is taken. The General Meeting shall elect persons responsible for vote counting or supervising vote counting upon the proposal of the Chair. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders based on the proposal of the Chair, but shall not exceed the number prescribed by applicable law.

3. Shareholders attending the General Meeting of Shareholders late shall have the right to register immediately and thereafter participate and vote directly at the General Meeting. The Chair shall not be responsible for delaying the Meeting to allow late-arriving shareholders to register, and the validity of voting rounds conducted prior to the arrival of late-arriving shareholders shall not be affected.

4. A shareholder shall be deemed to attend and vote at the General Meeting of Shareholders in the following cases:

a. Attending and voting in person at the meeting;

b. Authorizing another person to attend and vote at the meeting;

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

d. Submitting voting ballots to the meeting via post, fax, or email.

5. The Chairman of the Board of Directors shall act as Chair of the meetings convened by the Board of Directors. In the event that the Chairman is absent or temporarily incapacitated, the remaining members shall elect one of them as Chair of the meeting. In the event that no person is able to act as Chair, the highest-ranking member of the Board of Directors shall preside over the meeting for the General Meeting of Shareholders to elect a Chair from among the attendees, and the person receiving the highest number of votes shall act as Chair of the meeting. In other cases, the person who signed to convene the General Meeting of Shareholders shall preside over the meeting for the General Meeting of Shareholders to elect a Chair, and the person receiving the highest number of votes shall be appointed as Chair of the meeting.

6. Decisions of the Chair on order, procedures, or random events arising outside the agenda of the General Meeting of Shareholders shall be final and binding.

7. The Chair shall have the right to adjourn a General Meeting of Shareholders that has satisfied quorum requirements to another time or change the meeting location in the following cases:

a. The meeting location lacks sufficient comfortable seating for all attendees;

b. Communication facilities at the meeting location fail to ensure attending shareholders' participation, discussion, and voting;

c. Attendees obstruct or disrupt public order, creating a risk that the meeting cannot be conducted fairly and lawfully. The maximum adjournment period shall not exceed three (3) days from the intended opening date of the meeting.

8. The Chair of the meeting or the Secretary of the meeting may carry out actions they deem necessary to manage the General Meeting of Shareholders in a valid and orderly manner, or to ensure that the meeting reflects the wishes of the majority of attendees.

9. The Board of Directors may require shareholders or authorized representatives attending the General Meeting of Shareholders to undergo inspections or security measures that the Board of Directors considers appropriate. Where a shareholder or authorized representative refuses to comply with such inspection regulations or security measures, the Board of Directors, after careful consideration, may refuse admission to or eject such shareholder or representative from the Meeting.

10. The Board of Directors, after careful consideration, may take measures it deems appropriate to:

a. Arrange seating at the location of the General Meeting of Shareholders;

b. Ensure the safety of all persons present at such location;

c. Facilitate shareholders' attendance (or continued attendance) at the meeting. The Board of Directors shall have full discretion to modify the above measures and apply any measures it deems necessary. The measures applied may include issuing entry passes or utilizing other optional forms.

11. In cases where the above measures are applied at the General Meeting of Shareholders, the Board of Directors, when determining the meeting location, may:

a. Announce that the meeting will be held at the location stated in the notice and that the Chair of the meeting will be present there ("Main Meeting Location");

b. Arrange and organize for shareholders or authorized representatives who cannot attend under this Clause, or those who wish to participate at a location other than the Main Meeting Location, to attend the meeting simultaneously. The notice of meeting organization need not detail the organizational measures taken under this Clause.

12. In this Charter (unless the context otherwise requires), all shareholders shall be deemed to participate in the meeting at the Main Meeting Location. The Company must hold an Annual General Meeting of Shareholders at least once every year. The Annual General Meeting of Shareholders shall not be conducted by way of written consultation.

13. In the event that the Company applies modern technology to organize the General Meeting of Shareholders via online meetings, the Company shall be responsible for ensuring that shareholders attend and vote via electronic voting or other electronic forms in accordance with Article 144 of the Law on Enterprises and Clause 3, Article 273 of Government Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities.

**Article 20. Passing resolutions of the General Meeting of Shareholders**

1. Resolutions of the General Meeting of Shareholders on the following matters must be passed by voting at a meeting of the General Meeting of Shareholders:

a. Company development orientations;

b. Classes of shares and total number of shares of each class;

c. Decisions on investment or sale of assets with a value equal to or greater than 35% of the total asset value recorded in the most recent financial statements of the Company, or a smaller ratio or value as prescribed by the Company Charter;

d. Approval of annual financial statements; e. Reorganization or dissolution of the Company.

2. Resolutions on the following contents shall be passed if approved by shareholders representing at least 65% of the total votes of all attending shareholders:

a. Classes of shares and total number of shares of each class;

b. Changes in business lines and business sectors;

c. Changes in the management structure of the Company;

d. Investment projects or sales of assets with a value equal to or greater than 35% of the total asset value recorded in the most recent financial statements of the Company;

e. Reorganization or dissolution of the Company.

3. Other resolutions shall be passed when approved by shareholders representing more than 50% of the total votes of all attending shareholders.

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

The authority and procedures for obtaining written opinions of shareholders to pass resolutions of the General Meeting of Shareholders shall be executed in accordance with the following provisions:

1. In addition to the matters specified in Clause 1, Article 20 of this Charter, the Board of Directors shall have the right to obtain written opinions of shareholders to pass resolutions of the General Meeting of Shareholders at any time if deemed necessary for the interests of the Company;

2. The Board of Directors must prepare opinion collection forms, draft resolutions of the General Meeting of Shareholders, and explanatory documents for the draft resolutions. The opinion collection form together with the draft resolutions and explanatory documents must be sent by a guaranteed method to the registered address of each shareholder. The Board of Directors must ensure that documents are sent and disclosed to shareholders within a reasonable time for review and voting, and must send them at least fifteen (15) days prior to the deadline for receiving opinion collection forms;

3. The opinion collection form must contain the following principal items:

a. Name, head office address, number and date of issuance of the Business Registration Certificate, and place of business registration of the Company;

b. Purpose of obtaining opinions;

c. Full name, permanent address, nationality, Citizen Identification Card number, ID card number, Passport number, or other legal personal identification of individual shareholders; name, permanent address, nationality, establishment decision number or business registration number of institutional shareholders or their authorized representatives; number of shares of each class and number of votes of the shareholder;

d. Matters requiring opinions for passing a decision;

e. Voting options including in favor, against, and abstention;

f. Deadline for returning the completed opinion collection form 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 completed opinion collection form must bear the signature of an individual shareholder, an authorized representative, or the legal representative of an institutional shareholder. Opinion collection forms may be sent by fax or email. Opinion collection forms sent to the Company via fax or email must be kept confidential until the time of vote counting. Opinion collection forms returned to the Company must be enclosed in sealed envelopes, and no person shall have the right to open them prior to vote counting. Opinion collection forms returned to the Company after the deadline specified in the form, or opened in case of postal delivery, or disclosed in case of fax or email delivery, shall be invalid. Opinion collection forms that are not returned shall be deemed non-voting ballots.

5. The Board of Directors shall count the votes and prepare a vote counting minutes under the supervision of the Supervisory Board or a shareholder not holding a managerial position in the Company. The vote counting minutes must contain the following principal items:

a. Name, head office address, number and date of issuance of the Business Registration Certificate, and place of business registration;

b. Purpose and matters requiring opinions for passing a decision;

c. Number of shareholders with the total number of votes participating in voting, classifying valid and invalid votes, accompanied by an appendix listing shareholders participating in voting;

d. Total number of votes in favor, against, and abstentions for each matter;

e. Decisions passed;

f. Full name and signature of the Chairman of the Board of Directors, the legal representative of the Company, and the vote counting supervisor. Members of the Board of Directors and the vote counting supervisor shall be jointly responsible for the truthfulness and accuracy of the vote counting minutes; and jointly liable for damages arising from decisions passed due to untruthful or inaccurate vote counting.

6. The vote counting minutes must be published on the Company's website within twenty-four (24) hours and sent to shareholders within fifteen (15) days from the end date of vote counting;

7. Completed opinion collection forms, vote counting minutes, the full text of passed resolutions, and related documents attached to the opinion collection forms must be archived at the head office of the Company;

8. A decision of the General Meeting of Shareholders passed by way of written consultation must be approved by shareholders representing more than 50% of the total voting shares. Decisions passed by way of written consultation shall have the same legal validity as decisions passed at a meeting of the General Meeting of Shareholders.

Dưới đây là bản dịch tiếng Anh chuẩn văn phong pháp lý cho các Điều bạn đã cung cấp:

**Article 22. Minutes of the General Meeting of Shareholders**

The Chair of the General Meeting of Shareholders shall be responsible for organizing the archiving of all minutes of the General Meeting of Shareholders. Minutes of the General Meeting of Shareholders must be published on the Company's website within twenty-four (24) hours and sent to all shareholders within fifteen (15) days from the closing date of the

General Meeting of Shareholders. Minutes of the General Meeting of Shareholders shall be considered authentic evidence of the proceedings conducted at the General Meeting of Shareholders, unless an objection to the contents of the minutes is raised in accordance with prescribed procedures within ten (10) days from the date the minutes are sent. The minutes must be prepared in Vietnamese, bear the signatures of the Chair and the Secretary, and be prepared in accordance with the Law on Enterprises and this Charter. Records, minutes, signature books of attending shareholders, and authorization documents for attendance must be archived at the head office of the Company.

In the event that the Chair or the Secretary refuses to sign the meeting minutes, the minutes shall be effective if signed by all other attending members of the Board of Directors and containing all required contents under this Clause. The meeting minutes shall clearly state the refusal of the Chair or the Secretary to sign.

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

Within ninety (90) days from the date of receipt of the minutes of the General Meeting of Shareholders or the minutes of vote counting results of the General Meeting of Shareholders, shareholders, members of the Board of Directors, the General Director, and the Supervisory Board shall have the right to request a Court or Arbitration to consider and cancel a resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening the General Meeting of Shareholders were not executed in accordance with the provisions of applicable law and the Company Charter;
2. The order and procedures for issuing decisions and the contents of decisions violate the law or the Company Charter.

In the event that a resolution of the General Meeting of Shareholders is canceled pursuant to a decision of a Court or Arbitration, the convener of the canceled General Meeting of Shareholders may consider re-organizing the General Meeting of Shareholders within forty-five (45) days in accordance with the order and procedures provided in the Law on Enterprises and this Charter.

**II. BOARD OF DIRECTORS**

**Article 24. Composition and term of members of the Board of Directors**

1. The number of members of the Board of Directors shall be five (05) persons. The term of office of a member of the Board of Directors shall not exceed five (05) years; members of the Board of Directors may be re-elected for an unlimited number of terms. The number and criteria for independent members of the Board of Directors shall comply with the provisions of the Law on Enterprises and current Securities Law.
2. Members of the Board of Directors shall be nominated by founding shareholders in proportion to the shareholding percentage of each founding shareholder. Founding shareholders shall have the right to aggregate their shareholding percentages together to vote on the nomination of candidates for the Board of Directors.
3. Shareholders holding voting shares shall have the right to aggregate their respective voting rights together to nominate candidates for the Board of Directors. A shareholder or a group of shareholders holding 10% of the total voting shares may nominate one (01) candidate; from over 10% to under 30% may nominate up to two (02) candidates; from 30% to under 50% may nominate up to three (03) candidates; from 50% to under 65% may nominate up to four (04) candidates; and from 65% or more may nominate the full number of candidates for the Board of Directors.
4. Where the number of candidates for the Board of Directors through nomination and candidacy remains insufficient for the required number, the incumbent Board of Directors may nominate additional candidates or organize nominations under a mechanism prescribed by the Company. The nomination mechanism or method by which the incumbent Board of

Directors nominates candidates for the Board of Directors must be clearly announced and approved by the General Meeting of Shareholders prior to conducting nominations.

5. A member of the Board of Directors shall cease to hold status as a member of the Board of Directors in the following cases:

a. Such member is ineligible to be a member of the Board of Directors pursuant to the Law on Enterprises or is prohibited by law from being a member of the Board of Directors;

b. Such member submits a written resignation letter to the head office of the Company;

c. Such member suffers a mental disorder and other members of the Board of Directors have professional evidence proving that such person no longer has civil act capacity;

d. Such member fails to attend meetings of the Board of Directors continuously for six (6) months, during which time the Board of Directors has not granted leave of absence to such member and has resolved that such person's position is vacant;

e. Such member is removed from the Board of Directors pursuant to a resolution of the General Meeting of Shareholders.

6. The Board of Directors may appoint another person as a temporary member of the Board of Directors to fill a casual vacancy, and such new member must be approved at the immediately following General Meeting of Shareholders. Upon approval by the General Meeting of Shareholders, the appointment of such new member shall be deemed effective as of the date of appointment by the Board of Directors. The term of office of the new member shall be calculated from the effective date of appointment to the expiration date of the term of the Board of Directors. In the event that the new member is not approved by the General Meeting of Shareholders, all decisions of the Board of Directors up to the time of the General Meeting of Shareholders involving voting participation by the replacement member shall remain valid.

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

8. Members of the Board of Directors are not required to be shareholders of the Company.

**Article 25. Powers and duties of the Board of Directors**

1. Business operations and affairs of the Company must be managed or directed by the Board of Directors. The Board of Directors is the body with full authority to exercise all rights on behalf of the Company, except for powers belonging to the General Meeting of Shareholders.

2. The Board of Directors is responsible for supervising the Chief Executive Officer (General Director) and other managers.

3. The rights and obligations of the Board of Directors shall be prescribed by Law, the Charter, internal regulations of the Company, and resolutions of the General Meeting of Shareholders. Specifically, the Board of Directors shall have the following powers and duties:

a. Decide on annual business development plans and budgets;

b. Determine operational targets on the basis of strategic objectives approved by the General Meeting of Shareholders;

c. Appoint and dismiss company managers upon the proposal of the Chief Executive Officer and determine their compensation;

d. Decide on the organizational structure of the Company;

e. Resolve complaints of the Company against managers as well as decide to select representatives of the Company in legal proceedings related to resolving such complaints;

f. Propose classes of shares to be issued and the total number of shares to be issued by class;

g. Propose the issuance of bonds, convertible bonds, and warrants entitling holders to purchase shares at a predetermined price;

h. Decide on offering prices for bonds, shares, and convertible securities when authorized by the General Meeting of Shareholders;

i. Appoint, dismiss, or remove the Chief Executive Officer, managers, or representatives of the Company when the Board of Directors considers it to be in the best interest of the Company. Such removal shall not violate contractual rights of the removed persons (if any);

j. Report to the General Meeting of Shareholders on the appointment of the Chief Executive Officer by the Board of Directors;

k. Propose annual dividend rates and determine interim dividend rates; organize dividend payments;

l. Propose the reorganization or dissolution of the Company; m. Approve contracts for purchase, sale, borrowing, lending, and other contracts valued at equal to or greater than 50% of the total asset value recorded in the accounting books of the Company pursuant to a Resolution of the General Meeting of Shareholders.

4. The following matters must be approved by the Board of Directors:

a. Establishment of branches or representative offices of the Company;

b. Establishment of subsidiaries of the Company;

c. Within the scope provided in Clause 2, Article 109 of the Law on Enterprises and except for cases provided in Clause 3, Article 121 of the Law on Enterprises which require approval by the General Meeting of Shareholders, the Board of Directors shall from time to time decide on execution, amendment, and cancellation of major contracts of the Company (including contracts for purchase, sale, merger, acquisition, and joint ventures);

d. Appointment and dismissal of persons authorized by the Company as authorized commercial representatives and Legal Counsel of the Company;

e. Borrowing and execution of mortgages, security, guarantees, and indemnities of the Company;

f. Investments not included in the business plan and budget, or investments exceeding 10% of the annual business plan and budget value;

g. Purchase or sale of shares in other companies established in Vietnam or abroad;

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

i. Purchase or redemption by the company of not more than 10% of each class of shares;

j. Business matters or transactions that the Board decides require approval within its scope of authority and responsibility;

k. Decide on purchase or redemption prices for shares of the Company.

5. The Board of Directors must report to the General Meeting of Shareholders on its performance, specifically regarding the Board of Directors' supervision over the Chief Executive Officer and other managers during the financial year. If the Board of Directors fails to submit a report to the General Meeting of Shareholders, the annual financial statements of the Company shall be deemed invalid and not approved by the Board of Directors.

6. Unless otherwise provided by law and the Charter, the Board of Directors may delegate subordinate employees and managers to act on behalf of the Company, even when the matter requires judgment and reaching conclusions.

7. Members of the Board of Directors (excluding alternate authorized representatives) shall receive remuneration for their work in their capacity as members of the Board of Directors. The total amount of remuneration for the Board of Directors shall be decided by the General Meeting of Shareholders. Such remuneration shall be allocated among members of the Board of Directors as agreed within the Board of Directors or divided equally in the absence of agreement.

8. The total amount paid to each member of the Board of Directors, including remuneration, expenses, commissions, stock options, and other benefits enjoyed from the Company, subsidiaries, affiliated companies of the Company, and other companies in which the Board member serves as a representative of capital contribution, must be disclosed in detail in the Company's annual report.

9. A member of the Board of Directors holding an executive position (including the position of Chairman), or a member of the Board of Directors working on subcommittees of the Board of Directors, or performing other tasks which in the opinion of the Board of Directors are beyond the scope of ordinary duties of a member of the Board of Directors, may be paid additional remuneration in the form of a lump-sum payment per instance, salary, commission, percentage of profits, or in other forms as decided by the Board of Directors.

10. Members of the Board of Directors shall be entitled to reimbursement for all travel, accommodation, and other reasonable expenses incurred in performing their duties as members of the Board of Directors, including expenses arising from attending meetings of the Board of Directors, subcommittees of the Board of Directors, or the General Meeting of Shareholders.

**Article 26. Chairman of the Board of Directors**

1. The Board of Directors shall elect one of its members as Chairman. The Chairman of the Board of Directors of the company shall not concurrently hold the position of General Director of the company.

2. The Chairman of the Board of Directors shall be responsible for convening and presiding over the General Meeting of Shareholders and meetings of the Board of Directors, and shall have other rights and responsibilities prescribed in this Charter and the Law on Enterprises.

3. The Chairman of the Board of Directors shall be responsible for ensuring that the Board of Directors submits annual financial statements, company performance reports, audit reports, and inspection reports of the Board of Directors to shareholders at the General Meeting of Shareholders;

4. The Chairman of the Board of Directors may be removed pursuant to a decision of the Board of Directors. In the event that the Chairman of the Board of Directors resigns or is removed, the Board of Directors must elect a replacement within ten (10) days.

**Article 27. Meetings of the Board of Directors**

1. Where the Board of Directors elects a Chairman, the first meeting of the Board of Directors' term to elect the Chairman and pass other resolutions within its authority must be conducted within seven (07) working days from the completion date of the election of the Board of Directors for that term. This meeting shall be convened by the member who received the highest number of votes. In the event that more than one member receives the highest and equal number of votes, the members elected on a majority basis shall elect one among them to convene the meeting of the Board of Directors.

2. The Chairman of the Board of Directors must convene regular meetings of the Board of Directors, prepare the agenda, and determine the time and location of the meeting at least five (05) days prior to the expected date of the meeting. The Chairman may convene a meeting whenever deemed necessary, but must meet at least once (01) per quarter.

3. The Chairman of the Board of Directors shall convene extraordinary meetings when deemed necessary in the interests of the Company. In addition, the Chairman of the Board of Directors must convene a meeting of the Board of Directors without delay without a legitimate reason, upon a written request stating the purpose of the meeting and issues to be discussed submitted by any of the following subjects:

a. The Chief Executive Officer (General Director) or at least five (05) managers under the management of the Board of Directors;

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

c. The Supervisory Board.

4. Meetings of the Board of Directors specified in Clause 3 of Article 27 must be conducted within seven (07) days after the proposal for the meeting is submitted. In the event that the Chairman of the Board of Directors fails to accept the request to convene a meeting as proposed, the Chairman shall be liable for damages caused to the Company; persons requesting the meeting mentioned in Clause 3 of Article 27 may themselves convene the meeting of the Board of Directors.

5. Where requested by the independent auditor, the Chairman of the Board of Directors must convene a meeting of the Board of Directors to discuss the audit report and the status of the Company.

6. **Location of Meetings:** Meetings of the Board of Directors shall be conducted at the registered address of the Company or other addresses in Vietnam or abroad as decided by the Chairman of the Board of Directors and agreed upon by the Board of Directors.

7. **Notice and Agenda:** Notice of a meeting of the Board of Directors must be sent to members of the Board of Directors at least five (05) days prior to holding the meeting. Board members may waive receipt of notice in writing, and such waiver may have retroactive effect. Notice of a Board meeting must be prepared in writing in Vietnamese and fully state the agenda, time, and location of the meeting, accompanied by necessary documents regarding issues to be discussed and voted upon at the Board meeting, as well as voting ballots for Board members who cannot attend. Notice of invitation shall be sent by post, fax, email, or other means, provided that it is guaranteed to reach the registered address of each member of the Board of Directors as recorded with the Company.

8. The first convened meeting of the Board of Directors may only proceed to pass decisions when at least three-fourths (3/4) of the total number of members of the Board of Directors are present in person or through an authorized representative. Where the required quorum of members attending the meeting is not met, the meeting must be re-convened within seven (07) days from the intended date of the first meeting. The re-convened meeting shall be conducted if more than half (1/2) of the total members of the Board of Directors attend.

9. **Voting:**

a. Except as provided in Clause 9b, Article 27, each member of the Board of Directors or person directly authorized attending in a personal capacity at a meeting of the Board of Directors shall have one (01) vote;

b. A member of the Board of Directors shall not be entitled to vote on contracts, transactions, or proposals in which such member or a related person to such member has an interest, where such interest conflicts or may conflict with the interests of the Company. A Board member shall not be counted toward the minimum quorum required to hold a meeting of the Board of Directors regarding decisions on which such member has no right to vote;

c. Pursuant to Clause 9d, Article 27, when an issue arises during a meeting of the Board of Directors relating to the degree of interest of a Board member or relating to the voting rights of any member, and such issues are not resolved by voluntary waiver of voting rights by such Board member, such arising issues shall be referred to the Chair of the meeting. The Chair's decision regarding all other Board members shall be final, unless the nature or scope of the interest of the relevant Board member has not been adequately disclosed;

d. A member of the Board of Directors who derives benefit from a contract specified in Article 33.4a and Article 33.4b of this Charter shall be deemed to have a material interest in such Contract.

10. **Disclosure of Interests:** A member of the Board of Directors who directly or indirectly derives benefit from a contract or transaction that has been executed or is intended to be executed with the Company, and knows that they have an interest therein, must

disclose the nature and contents of such interest at the meeting where the Board of Directors first considers the execution of such contract or transaction. Alternatively, such member may disclose such interest at the first meeting of the Board of Directors held after such member becomes aware that they have or will have an interest in the relevant transaction or contract.

11. **Majority Voting:** The Board of Directors shall pass resolutions and decisions by complying with the affirmative vote of the majority of attending members of the Board of Directors (over 50%). In the event of a tie between affirmative and negative votes, the Chairman shall have the casting vote.

12. **Meetings via Telephone or Other Formats:** A meeting of the Board of Directors may be conducted by way of proceedings among members of the Board of Directors where all or some members are at different locations, provided that each participating member is able to:

a. Hear each other participating member of the Board of Directors speak during the meeting;

b. Speak to all other attending members simultaneously. Communication among members may be conducted directly via telephone or through other telecommunication means (including the use of means existing at the time of passing this Charter or adopted thereafter) or a combination of all such methods. Under this Charter, a member of the Board of Directors participating in such a meeting shall be deemed "present" at such meeting. The location of a meeting held under this provision shall be the location where the largest group of Board members gathers, or if there is no such group, the location where the Chair of the meeting is present shall be deemed the location of the meeting. Decisions passed in a duly convened and conducted telephone meeting shall take effect immediately upon the closing of the meeting, but must be confirmed by signatures on the minutes by all members of the Board of Directors attending such meeting.

13. In cases where one or several matters within the authority of the Board of Directors must be passed without convening and holding a meeting in the customary manner, the Chairman of the Board of Directors may collect written opinions from members. Resolutions passed by collecting written opinions shall be approved on the basis of the affirmative vote of a majority of Board members entitled to vote. Such resolution shall have the same effect and validity as a resolution passed by members of the Board of Directors at a meeting convened and held in the customary manner.

14. The Chairman of the Board of Directors is responsible for delivering meeting minutes of the Board of Directors to members, and such minutes shall serve as authentic evidence of the proceedings conducted at such meetings, unless an objection to the content of the minutes is raised within ten (10) days from the date of delivery. Minutes of Board meetings shall be prepared in Vietnamese and signed by all attending Board members, or prepared in multiple counterparts with each counterpart bearing the signature of at least one (01) attending member of the Board of Directors.

15. **Subcommittees of the Board of Directors:** The Board of Directors may establish and delegate authority to act to subcommittees thereunder. Members of a subcommittee may comprise one or more members of the Board of Directors and one or more external members as decided by the Board of Directors. In exercising delegated powers, subcommittees must comply with regulations set forth by the Board of Directors. Such regulations may govern or permit the admission of non-Board members to such subcommittees and grant such persons voting rights as subcommittee members, provided that (a) the number of external members remains less than half of the total members of the subcommittee, and (b) resolutions of subcommittees shall only take effect when a majority of members attending and voting at the subcommittee meeting are members of the Board of Directors.

16. **Legal Validity of Actions:** Actions taken to execute decisions of the Board of Directors, or of a subcommittee under the Board of Directors, or of a person acting in the capacity of a subcommittee member shall be deemed legally valid, even in cases where errors may exist in the election or appointment of members of the subcommittee or the Board of Directors.

## II. CHIEF EXECUTIVE OFFICER, OTHER MANAGERS, AND COMPANY SECRETARY

### Article 28. Management Structure

The Company shall issue a management system under which the executive executive operational structure shall be responsible to and under the leadership of the Board of Directors. The Company shall have one Chief Executive Officer (General Director), several Deputy Chief Executive Officers (Deputy General Directors), and a Chief Accountant appointed by the Board of Directors. The Chief Executive Officer and Deputy Chief Executive Officers may concurrently serve as members of the Board of Directors, and shall be appointed or dismissed by the Board of Directors pursuant to a duly passed resolution.

### Article 29. Managers

1. Upon the proposal of the Chief Executive Officer and approval by the Board of Directors, the Company may employ the necessary number and types of managers suitable for the corporate management structure and practices proposed from time to time by the Board of Directors. Managers must exercise necessary diligence to ensure that the operations and organization of the Company achieve set objectives.

2. The salary, remuneration, benefits, and other terms of the employment contract for the Chief Executive Officer shall be decided by the Board of Directors, and contracts with other managers shall be decided by the Board of Directors after consulting with the Chief Executive Officer.

3. The General Director must satisfy the criteria and qualifications under Article 162 of the Law on Enterprises.

### Article 30. Appointment, Dismissal, Duties, and Powers of the Chief Executive Officer

1. **Appointment:** The Board of Directors shall appoint a member of the Board or another person as Chief Executive Officer and execute a contract prescribing salary, remuneration, benefits, and other terms relating to employment. Information regarding salary, allowances, and benefits of the Chief Executive Officer must be reported at the Annual General Meeting of Shareholders and stated in the Company's annual report.

2. The term of office of the Chief Executive Officer shall be five (05) years and may be re-appointed. The appointment may terminate pursuant to provisions in the employment contract. The Chief Executive Officer must not be a person prohibited by law from holding this position.

3. **Powers and Duties:** The Chief Executive Officer shall have the following powers and responsibilities:

a. Execute resolutions of the Board of Directors and the General Meeting of Shareholders, as well as business and investment plans of the Company approved by the Board of Directors and the General Meeting of Shareholders;

b. Decide on all matters not requiring a resolution of the Board of Directors, including signing financial and commercial contracts on behalf of the Company, and organizing and directing the day-to-day business operations of the Company in accordance with best management practices;

c. Recommend the number and types of managers required by the Company for appointment or dismissal by the Board of Directors when necessary to implement good management operations and structures proposed by the Board of Directors, and advise the

Board of Directors on deciding salary, remuneration, benefits, and other employment contract terms for managers;

d. Consult with the Board of Directors to decide on the number of employees, salary, allowances, benefits, appointment, dismissal, and other terms relating to their employment contracts;

e. On December 20th of each year, the Chief Executive Officer must submit to the Board of Directors for approval a detailed business plan for the next financial year on the basis of meeting appropriate budget requirements and the five-year financial plan;

f. Execute the annual business plan approved by the General Meeting of Shareholders and the Board of Directors;

g. Propose measures to improve the operations and management of the Company;

h. Prepare long-term, annual, and monthly budget estimates of the Company (hereinafter referred to as budget estimates) serving long-term, annual, and monthly management activities of the Company according to the business plan. The annual budget estimate (including projected Balance Sheet, Income Statement, and Cash Flow Statement) for each financial year must be submitted to the Board of Directors for approval and must include information specified in internal regulations of the Company;

i. Perform all other activities prescribed by this Charter, internal regulations of the Company, resolutions of the Board of Directors, the employment contract of the Chief Executive Officer, and applicable law.

4. The Chief Executive Officer shall be accountable to the Board of Directors and the General Meeting of Shareholders for the performance of assigned duties and powers, and must report to these bodies upon request.

5. The Board of Directors may dismiss the Chief Executive Officer when a majority of attending Board members with voting rights vote in favor, and appoint a replacement Chief Executive Officer.

**Article 31. Company Secretary**

The Board of Directors shall appoint one (or more) persons as Company Secretary for a term and under terms decided by the Board of Directors. The Board of Directors may dismiss the Company Secretary when necessary, provided that it does not violate current labor laws. The Board of Directors may also appoint one or more Assistant Company Secretaries from time to time. The roles and duties of the Company Secretary include:

a. Organize meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders upon the order of the Chairman of the Board of Directors or the Supervisory Board;

b. Prepare minutes of meetings;

c. Advise on meeting procedures;

d. Provide financial information, copies of Board meeting minutes, and other information to members of the Board of Directors and the Supervisory Board.

The Company Secretary is responsible for maintaining confidentiality of information in accordance with provisions of law and the Company Charter.

## IX. DUTIES OF MEMBERS OF THE BOARD OF DIRECTORS, CHIEF EXECUTIVE OFFICER, AND MANAGERS

**Article 32. Duty of Care of Members of the Board of Directors, Chief Executive Officer, and Managers**

Entrusted members of the Board of Directors, Chief Executive Officer, and managers shall have the duty to perform their duties, including duties as members of subcommittees of the Board of Directors, in good faith and in a manner they believe to be in the best interest of the Company, and with a degree of care that an ordinarily prudent person would exercise in a similar position and under similar circumstances.

**Article 33. Duty of Loyalty and Avoidance of Conflicts of Interest**

1. Members of the Board of Directors, Chief Executive Officer, and managers shall not be permitted to use business opportunities that could bring benefit to the Company for personal purposes; nor shall they use information obtained by virtue of their positions for personal gain or to serve the interests of any other organization or individual.

2. Members of the Board of Directors, members of the Supervisory Board, Chief Executive Officer, and other managers have the duty to perform their duties, including duties as members of subcommittees of the Board of Directors, in good faith in the best interest of the Company and with the degree of care that a prudent person must exercise in a similar position and under similar circumstances.

3. The Company shall not be permitted to grant loans, guarantees, or credit to members of the Board of Directors, Chief Executive Officer, managers, and their families, or to legal entities in which such persons have financial interests, unless otherwise decided by the General Meeting of Shareholders.

4. A contract or transaction between the Company and one or more members of the Board of Directors, Chief Executive Officer, managers, or their related persons, or a company, partnership, association, or organization in which one or more members of the Board of Directors, managers, or their related persons are members or have related financial interests, shall not be invalidated solely due to such relationships, or because such member of the Board of Directors or manager is present at or participates in the relevant meeting or in the Board of Directors or subcommittee that authorized the execution of the contract or transaction, or because their votes were counted for such purpose, provided that:

a. For contracts with a value of less than 20% of the total asset value recorded in the most recent financial statement, material facts regarding the contract or transaction as well as relationships and interests of the manager or member of the Board of Directors have been reported to the Board of Directors or the relevant subcommittee. Concurrently, the Board of Directors or such subcommittee has authorized the execution of such contract or transaction in good faith by an affirmative vote of a majority of non-interested Board members; or

b. For contracts with a value greater than 20% of the total asset value recorded in the most recent financial statement, material facts regarding such contract or transaction as well as relationships and interests of the manager or member of the Board of Directors have been disclosed to non-interested shareholders entitled to vote on the matter, and such shareholders have voted in favor of such contract or transaction in good faith;

c. Such contract or transaction is deemed fair and reasonable in all respects regarding shareholders of the Company by an independent advisory organization at the time such transaction or contract is authorized, passed, or approved by the Board of Directors, a subcommittee thereunder, or shareholders.

Members of the Board of Directors, Chief Executive Officer, managers, or their related persons shall not be permitted to purchase, sell, or otherwise trade shares of the Company or its subsidiaries at a time when they possess material non-public information that will undoubtedly affect the price of such shares and other shareholders are unaware of such information.

**Article 34. Liability for Damages and Indemnification**

1. **Liability for Damages:** Members of the Board of Directors, the General Director, and managers who breach the duty to act in good faith or fail to fulfill their obligations with care, diligence, and professional competence shall be liable for damages caused by their breaching acts.

2. **Indemnification:** The Company shall indemnification any person who was, is, or is threatened to be made a party to any claim, suit, or proceeding, whether civil or administrative (other than a suit by or in the right of the Company), by reason of the fact that such person is or was a member of the Board of Directors, manager, employee, or

authorized representative of the Company (or a subsidiary of the Company), or is or was serving at the request of the Company (or a subsidiary of the Company) as a member of the Board of Directors, manager, employee, or authorized representative of another company, partnership, joint venture, trust, or other legal entity. Expenses indemnified shall include: incurred costs (including attorneys' fees), judgment amounts, fines, and amounts actually or reasonably incurred in settling such matters within the scope permitted by law, provided that such person acted in good faith, with care, diligence, and professional competence in a manner such person believed to be in or not opposed to the best interest of the Company, in compliance with law, and without any finding or determination that such person breached their responsibilities. The Company shall have the right to purchase insurance for such persons to cover the aforementioned indemnification liabilities.

## X. SUPERVISORY BOARD

### Article 35. Members of the Supervisory Board

1. The Supervisory Board of the Company shall consist of three (03) members, who must satisfy the criteria and qualifications prescribed in Article 168 of the Law on Enterprises.

The Supervisors shall elect one among them to serve as Head of the Supervisory Board on a majority basis. More than half of the members of the Supervisory Board must be permanently residing in Vietnam. The Head of the Supervisory Board must hold a university degree or higher in one of the majors in economics, finance, accounting, auditing, law, or business administration, and must work on a full-time basis at the Company. The Head of the Supervisory Board shall have the following powers and responsibilities:

a. Convene meetings of the Supervisory Board;

b. Request the Board of Directors, Chief Executive Officer, and other managers to provide relevant information to report to the Supervisory Board;

c. Prepare and sign reports of the Supervisory Board after consulting with the Board of Directors to submit to the General Meeting of Shareholders.

2. Shareholders shall have the right to aggregate their voting rights together to nominate candidates for the Supervisory Board. A shareholder or group of shareholders holding from 10% to under 30% of the total voting shares may nominate one (01) candidate; from 30% to under 50% may nominate up to two (02) candidates; and from 50% or more may nominate the full number of candidates for the Supervisory Board.

3. Where the number of candidates for the Supervisory Board through nomination and candidacy remains insufficient for the required number, the incumbent Supervisory Board may nominate additional candidates or organize nominations under a mechanism prescribed by the Company in the Internal Regulations on Corporate Governance. The mechanism by which the incumbent Supervisory Board nominates candidates for the Supervisory Board must be clearly announced and approved by the General Meeting of Shareholders prior to conducting nominations.

4. Members of the Supervisory Board shall be appointed by the General Meeting of Shareholders. The term of office of the Supervisory Board shall not exceed five (05) years; members of the Supervisory Board may be re-elected for an unlimited number of terms. The criteria and qualifications for Supervisors shall comply with Article 169 of the Law on Enterprises.

5. A member of the Supervisory Board shall cease to hold status as a member of the Supervisory Board in the following cases:

a. Such member is prohibited by law from being a member of the Supervisory Board;

b. Such member submits a written resignation notice to the head office of the Company;

c. Such member suffers a mental disorder and other members of the Supervisory Board have professional evidence proving that such person no longer has civil act capacity;

d. Such member fails to attend meetings of the Supervisory Board continuously for six (06) consecutive months, during which time the Supervisory Board has not granted leave of absence to such member and has resolved that such person's position is vacant;

e. Such member is removed from office as a member of the Supervisory Board pursuant to a resolution of the General Meeting of Shareholders.

**Article 36. Supervisory Board**

1. The Company must have a Supervisory Board, and the Supervisory Board shall have powers and responsibilities as prescribed in Article 170 of the Law on Enterprises and this Charter, primarily including the following powers and responsibilities:

a. Recommend the selection of an independent audit firm, audit fees, and all matters relating to the withdrawal or removal of the independent audit firm when deemed necessary;

b. Discuss with the independent auditor the nature and scope of audit prior to commencing audit work;

c. Request independent professional advice or legal counsel and ensure the participation of external experts with appropriate expertise and professional qualifications in the Company's work if deemed necessary;

d. Review annual, semi-annual, and quarterly financial statements prior to submitting them to the Board of Directors;

e. Discuss difficult matters and unresolved findings resulting from interim or final audit results, as well as any matters that the independent auditor wishes to discuss;

f. Review the management letter of the independent auditor and feedback from the Company's management;

g. Review Company reports on internal control systems prior to approval by the Board of Directors;

h. Review results of internal investigations and management's feedback responses.

2. Members of the Board of Directors, Chief Executive Officer, and managers must provide all information and documents relating to the operations of the Company upon request by the Supervisory Board. The Company Secretary must ensure that all copies of financial information and other information provided to members of the Board of Directors, as well as copies of Board meeting minutes, are provided to members of the Supervisory Board at the same time they are provided to the Board of Directors.

3. The Supervisory Board may issue regulations governing meetings of the Supervisory Board and its operational methods. The Supervisory Board must meet at least twice (02) a year, and the minimum attendance quorum for meetings shall be two (02) members.

4. The total amount of remuneration for members of the Supervisory Board per year shall be decided by the General Meeting of Shareholders. Members of the Supervisory Board shall also be reimbursed for travel, accommodation, and other reasonably incurred expenses when participating in meetings of the Supervisory Board or relating to business activities of the Company.

Dưới đây là bản dịch tiếng Anh chuẩn văn phong pháp lý cho các Điều tiếp theo mà bạn đã cung cấp:

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

**Article 37. Right to Inspect Books and Records**

1. Shareholders or groups of shareholders referred to in Article 24.2 and Article 35.2 of this Charter shall have the right, directly or through a lawyer or authorized representative, to submit a written request to inspect during working hours and at the principal place of business of the Company, the list of shareholders, minutes of the General Meeting of Shareholders, and to make copies or extracts of such records. An inspection request submitted by a representing lawyer or other authorized representative of a shareholder must be accompanied by a power of attorney from the shareholder whom such person represents

or a notarized copy of such power of attorney. Shareholders shall be held responsible for maintaining the confidentiality of the Company's information to which they have access.

2. Members of the Board of Directors, members of the Supervisory Board, the Chief Executive Officer, and managers shall have the right to inspect the register of shareholders of the Company, the list of shareholders, and other books and records of the Company for purposes relating to their positions, provided that such information is kept confidential.

3. The Company must archive this Charter and any amendments or supplements hereto, the Certificate of Business Registration, internal regulations, documents proving ownership of assets, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Supervisory Board, annual financial statements, accounting books, and any other documents prescribed by law at its head office or another location, provided that shareholders and the business registration authority are notified of the location where such documents are archived.

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

## XII. EMPLOYEES AND TRADE UNION

### Article 38. Employees and Trade Union

The Chief Executive Officer must formulate plans for approval by the Board of Directors on matters relating to recruitment, labor, termination of employment, wages, social insurance, welfare, rewards, and discipline regarding managers and employees, as well as relationships of the Company with trade union organizations recognized in accordance with best standards, management practices, and policies, practices and policies prescribed in this Charter, internal regulations of the Company, and applicable laws.

## XIII. PROFIT DISTRIBUTION

### Article 39. Profit Distribution

1. The General Meeting of Shareholders shall decide the dividend payment rate and the form of annual dividend payment from the retained profits of the Company.

2. Pursuant to the provisions of the Law on Enterprises, the Board of Directors may decide to pay interim dividends if it considers that such payment is consistent with the profitability of the Company.

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

4. The Board of Directors may recommend that the General Meeting of Shareholders approve the payment of dividends in whole or in part by specific assets (such as fully paid shares or bonds issued by another company), and the Board of Directors shall be the executive body carrying out such resolution.

5. In the event that dividends or other payments relating to a class of shares are paid in cash, the Company must make payment in Vietnamese Dong and may pay by check or payment order sent by post to the registered address of the beneficiary shareholder, and any risks arising therefrom (from the registered address of the shareholder) shall be borne by such shareholder. In addition, dividend payments or other cash payments relating to a class of shares may be made by bank transfer where the Company has been provided with detailed bank account information of the shareholder permitting the Company to make a direct transfer to the shareholder's bank account. Where the Company has made a bank transfer in accordance with the detailed bank account information provided by the shareholder but such shareholder fails to receive the funds, the Company shall not be liable for the funds transferred to the beneficiary shareholder. Dividend payments for shares listed on a Stock Exchange / Securities Trading Center may be conducted through a Securities Company or the Securities Depository Center.

6. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall pass a resolution fixing a specific record date to close the list of shareholders. Based on such date, persons registered as shareholders or holders of other securities shall be

entitled to receive dividends, interest, profit distributions, share issuances, notices, or other documents.

7. Profits shall be distributed in accordance with applicable regulations, with a maximum of 30% allocated to the investment and development fund.

## XIV. BANK ACCOUNTS, FINANCIAL YEAR, AND ACCOUNTING SYSTEM

### Article 40. Bank Accounts

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

2. Subject to prior approval from competent authorities, where necessary, the Company may open bank accounts abroad in accordance with provisions of law.

3. The Company shall conduct all payments and accounting transactions through Vietnamese Dong or foreign currency accounts at the banks where the Company opens accounts.

### Article 41. Financial Year

The financial year of the Company shall begin on the first day of January each year and end on the 31st day of December of the same year. The first financial year shall begin on the date of issuance of the Certificate of Business Registration (or business license for conditional business lines) and end on the 31st day of December immediately following the date of issuance of such Certificate of Business Registration (or business license).

### Article 42. Accounting System

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

2. The Company shall maintain accounting books in Vietnamese. The Company shall archive accounting records according to the types of business activities in which the Company engages. Such records must be accurate, up-to-date, systematic, and sufficient to prove and explain the transactions of the Company.

3. The Company shall use Vietnamese Dong (or a freely convertible foreign currency if approved by competent state authorities) as the accounting currency unit.

Dưới đây là bản dịch tiếng Anh chuẩn văn phong pháp lý cho phần cuối cùng của Điều lệ:

## XV. ANNUAL REPORT, INFORMATION DISCLOSURE OBLIGATIONS, AND PUBLIC ANNOUNCEMENTS

### Article 43. Annual, Semi-annual, and Quarterly Reports

1. The Company must prepare annual financial statements in accordance with provisions of law as well as regulations of the State Securities Commission, and such financial statements must be audited pursuant to Article 45 of this Charter. Within ninety (90) days from the end of each financial year, the Company must submit the annual financial statements approved by the General Meeting of Shareholders to the competent tax authority, the State Securities Commission, the Stock Exchange, and the business registration authority.

2. Annual financial statements must include an income statement truthfully and objectively reflecting the profit and loss position of the Company during the financial year, a balance sheet truthfully and objectively reflecting the operational status of the Company up to the reporting date, a cash flow statement, and notes to the financial statements.

3. The Company must prepare semi-annual and quarterly reports in accordance with regulations of the State Securities Commission and submit them to the State Securities Commission and the Stock Exchange.

4. Audited financial statements (including the auditor's opinion), as well as semi-annual and quarterly reports of the Company, must be published on the Company's website.

5. Interested organizations and individuals shall have the right to inspect or make copies of the audited annual financial statements, semi-annual, and quarterly reports during the

Company's business hours at the head office of the Company, subject to payment of a reasonable copying fee.

**Article 44. Information Disclosure and Public Announcements**

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

## XVI. COMPANY AUDITING

**Article 45. Auditing**

1. The Annual General Meeting of Shareholders shall appoint an independent audit firm or approve a list of independent audit firms and authorize the Board of Directors to decide on selecting one of these entities to conduct audit activities of the Company for the next financial year based on terms and conditions agreed upon with the Board of Directors. The Company must prepare and send annual financial statements to the independent audit firm after the end of the financial year.

2. The independent audit firm shall audit, verify, and report on the annual financial statements detailing the revenue and expenditures of the Company, prepare an audit report, and submit such report to the Board of Directors within two (02) months from the end of the financial year. Employees of the independent audit firm performing the audit for the Company must be approved by the State Securities Commission.

3. A copy of the audit report must be attached to each copy of the annual accounting report of the Company.

4. Auditors performing the audit of the Company shall be permitted to attend meetings of the General Meeting of Shareholders, entitled to receive notices and other information relating to the General Meeting of Shareholders to which shareholders are entitled, and entitled to express opinions at the meeting on matters relating to the audit.

## XVII. SEAL

**Article 46. Seal**

1. The Board of Directors shall decide to approve the official seal of the Company, and the seal shall be engraved in accordance with the provisions of law.

2. The Board of Directors and the Chief Executive Officer shall use and manage the seal in accordance with provisions of applicable law.

## XVIII. TERMINATION OF OPERATIONS AND LIQUIDATION

**Article 47. Termination of Operations**

1. The Company may be dissolved or terminate its operations in the following cases:

a. Upon the expiration of the operational duration of the Company, including after any extensions;

b. The Court declares the Company bankrupt in accordance with provisions of applicable law;

c. Early dissolution pursuant to a decision of the General Meeting of Shareholders;

d. When shareholders holding at least 75% of the total voting rights present directly or represented by proxy at the General Meeting of Shareholders vote to dissolve or terminate operations of the Company;

e. Other cases prescribed by law.

2. Early dissolution of the Company (including any extended duration) shall be decided by the General Meeting of Shareholders and executed by the Board of Directors. Such dissolution decision must be notified to or approved by competent authorities (if mandatory) as required by law.

**Article 48. Extension of Operational Duration**

1. The Board of Directors shall convene a meeting of the General Meeting of Shareholders at least seven (07) months prior to the expiration of the operational duration so that shareholders may vote on extending the operational duration of the Company for an additional period as proposed by the Board of Directors.

2. The operational duration shall be extended when approved by 65% or more of the total votes of voting shareholders present directly or represented by authorized proxies at the General Meeting of Shareholders.

**Article 49. Liquidation**

1. At least six (06) months prior to the expiration of the operational duration of the Company or following a decision to dissolve the Company, the Board of Directors must establish a Liquidation Committee consisting of three (03) members. Two (02) members shall be appointed by the General Meeting of Shareholders, and one (01) member shall be appointed by the Board of Directors from an independent audit firm. The Liquidation Committee shall prepare its operational regulations. Members of the Liquidation Committee may be selected from among Company employees or independent experts. All expenses relating to liquidation shall be prioritized for payment by the Company prior to other debts of the Company.

2. The Liquidation Committee shall be responsible for reporting to the business registration authority the date of establishment and date of commencement of activities. From that moment, the Liquidation Committee shall act on behalf of the Company in all matters relating to the liquidation of the Company before Courts and administrative authorities.

3. Proceeds from liquidation shall be disbursed in the following order of priority:

a. Liquidation expenses;

b. Wages and insurance expenses for employees;

c. Taxes and tax-like obligations payable by the Company to the State;

d. Loans (if any);

e. Other debts of the Company;

f. The remaining balance after settling all debts specified in items (a) through (e) above shall be distributed to shareholders. Preference shares shall be prioritized for payment first.

**XIX. RESOLUTION OF INTERNAL DISPUTES**

**Article 50. Resolution of Internal Disputes**

1. In the event that a dispute or claim arises relating to the operations of the Company or rights of shareholders under this Charter, or under any rights or obligations prescribed by the Law on Enterprises, other laws, or administrative regulations, between:

a. Shareholders and the Company; or

b. Shareholders and the Board of Directors, Supervisory Board, Chief Executive Officer, or senior managers;

The relevant parties shall attempt to resolve such dispute through negotiation and conciliation. Except for disputes involving the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the dispute resolution and request each party to present factual elements relating to the dispute within fifteen (15) working days from the date the dispute arises. In cases where the dispute involves the Board of Directors or the Chairman of the Board of Directors, any party may request the appointment of an independent expert to act as an arbitrator for the dispute resolution process.

2. Where a conciliation decision is not reached within six (06) weeks from the commencement of the conciliation process, or if the mediator's decision is not accepted by the parties, any party may refer the dispute to Economic Arbitration or an Economic Court.

3. Each party shall bear its own expenses incurred in connection with negotiation and conciliation procedures. Court costs shall be determined by the Court as to which party shall bear them.

**XX. AMENDMENT AND SUPPLEMENTATION OF THE CHARTER**

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

2. In the event that legal provisions relating to the operations of the Company are not covered in this Charter, or where new legal provisions differ from provisions contained in this Charter, such legal provisions shall automatically apply and govern the operations of the Company.

**XXI. EFFECTIVE DATE**

**Article 51. Effective Date**

1. This Charter consists of 21 sections and 51 articles, unanimously passed by the General Meeting of Shareholders on May 22, 2026 at Thuan An Wood Processing Joint Stock Company, approving the full validity of this Charter.

2. The Charter is executed in ten (10) counterparts of equal legal value, which shall be archived at the head office of the Company.

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

4. Copies or extracts of the Company's Charter shall be valid when bearing the signature of the Chairman of the Board of Directors or at least one-half (1/2) of the total members of the Board of Directors.

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS**
**CHAIRMAN**

M.S.D.N: 37004036... C.T.C.P
CÔNG TY CỔ PHẦN CHẾ BIẾN GỖ THUẬN AN
P. THUẬN GIAO - TP. HỒ CHÍ MINH

**TRINH XUAN TIEN**