

**SOCIALIST REPUBLIC OF VIET NAM**

Independence – Freedom - Happiness

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**CHARTER  
OF  
EVERPIA JSC**

**Hanoi, April 2021**

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## GENERAL PROVISIONS

This charter of Everpia Joint Stock Company has been passed through according to legal resolution of shareholder meeting to officially established enterprise on 8<sup>th</sup> Apr, 2007 modified and added on 20<sup>th</sup> April, 2018.

### I. DEFINITION OF TERMINOLOGY IN THE CHARTER

#### Article 1. Definition

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

- a. "Charter capital" means the total of nominal values of the sold or subscribed shares at establishment.
  - b. "Voting capital" means the stake or share that endows the holder the right to vote on the issues within the jurisdiction of the General Meeting of Shareholders
  - c. "Enterprise law" means the Enterprise Law No. 59/2020/QH14 has been approved by National Assembly on 17/06/2020.
  - d. "Law on securities" refers to the Law on securities no. 54/2019/QH14 has been approved by National Assembly on 26/11/2019 ;
  - e. "Date of Establish" means the date of receiving initial Enterprise Registration Certificate (or Business license or equivalent paper) of the Company.
  - f. "Managerial person" means the managerial personnel of the company, including Chairman of BOD, BOD members, Director or General Director and other managerial individuals as stated in the Company Charter.
  - g. "Related person" means any individual or organization stipulated in clause 23 Article 4 Enterprises Law, clause 46 Article 4 Law on Securities.
  - h. "Operation period" means the operating term of the Company as stipulated in Article 2 of this Charter and can be changed which are passed by a resolution of the General Shareholders' Meeting.
  - i. "Vietnam" means the Socialist Republic of Vietnam.
2. In this charter, any article or document to which is referred will include any amendments and supplements to or documents replacing such article or document.
3. Headings (chapters, articles of the Charter) are used herein for convenience only, do not affect the nature of content and structure of this Charter.
4. Words or term defined in the Enterprise Law (if they do not contradict the subject or context) will have the same meanings in this Charter.

### II. NAME, FORM, HEAD OFFICE, BRANCH, REP. OFFICE AND OPERATION PERIOD OF THE COMPANY

#### Article 2. Name, form, head office, branch, rep. office and operation period of the company

1. Company name:

- Name in Vietnamese: CÔNG TY CỔ PHẦN EVERPIA
- Name in English: EVERPIA JOINT STOCK COMPANY
- Trade name: EVERPIA JSC

2. Company is joint stock company with legal status corresponding with the current law of Vietnam.

3. The Company's registered head office is:

- Address: Noi Thuong residential area, Duong Xa commune, Gia Lam district, Ha Noi city
- Telephone: (84 - 24) 3.827 6490/1
- Fax: (84 - 24) 3.827 6492

4. General Director is company's legal representative

5. The Company may establish branches and representative office to achieve the Company objectives in accordance with Resolution of the Board of Directors and the extent permitted by the Law.

6. The operation period of the Company shall be termlessly valid from establish date unless it terminates before term as per Articles 49 or extending operation period as per Article 51 of this Charter.

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

#### **Article 3. Bussiness objectives of the company**

1. Bussiness scope of the company:

- Manufacturing non-woven, filter cloth, felt, blanket, bed cover, pillow, mattress, sleeping bag, kit-bag, handbag, underwear and other garment products.
- Import and Distribute (wholesale, retail, set up the primary retail system and franchise) machinery, equipments, materials and non-woven, filter cloth, felt, blanket, bed cover, pillow, mattress, sleeping bag, kit-bag, handbag, underwear and other garment products.
- Export non-woven, filter cloth, felt, blanket, bed cover, pillow, mattress, sleeping bag, kit-bag, handbag, underwear and other garment products.
- Advise and transfer technology in the field of manufacturing non-woven, filter cloth, felt, blanket, bed cover, pillow, mattress, sleeping bag, kit-bag, handbag, underwear and other garment products.
- Trading and Distributing (include wholesale, retail, set up the primary retail system and franchise): tools used for dinning table, kitchen, toilet, office, indoor decoration, home furnishing products and/or other items which has similar purposes. Furniture made of wood and other material.
- Knitting: produce towel and fabric for producing towel
- Carry out real estate trading in the following forms:
  - Rent buildings for subleases;
  - Build houses on the land which is leased by the State for lease; build houses or constructions other than houses on such land for sale, for lease, or for lease purchase;
  - Receive total or a part of real estate project from investors to build buildings on it for sales, for lease, or for lease purchase;
  - Build houses on land which is allocated by the State for sale, for lease, or for lease purchase;
- Carry out the specialized design activity – Interior Decoration
- Carry out Im-Exporting right, wholesale and retail (including distribution right) of following products:
  - Textile, woven products, ready-made items, clothing, and other household products;
  - Carpets, rugs, curtain, netting, wall and floor cover made by all kinds of materials;

- Luggage, handbags, purses, made by all kinds of materials;
- Perfumes, cosmetics, cleaning and polishing preparations;
- Electrical household appliances, lighting equipment, other rest household articles and decorations in specialized stores;
- Games, toys and other similar items.

2. Business objectives of the company: the company is established to mobilize and effectively use the capital in the registered businesses to gain the maximum profits, to increase dividend of shareholders, to create jobs for labors, contribution to the government budget and develop the company.

#### **Article 4. Business scope and operation**

1. The company is allowed to draw up plans and participate in all business activities in accordance with the law and regulations, as well as apply all measures which are useful or suitable to obtain the objectives of the Company
2. The Company may carry out business operations in other areas permitted by the Law and approved by the General Shareholders' Meeting.
3. The Company has right to freely engage in any business line that is not banned by law. In case due to the development of the market, the Company can actively adjust the scale and business scopes to grasp business opportunities, but must be approved by the General Meeting of Shareholders and registered to change according to the law.
4. The Company must maintain the fulfillment of conditions for conducting conditional business lines and business lines conditional to foreign investors prescribed by law throughout the course of business operation.

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

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

1. The Charter Capital of the company is VND 419,797,730,000 (*Four hundred nineteen billion seven hundred ninety seven million, seven hundred thirty thousand VND*)

Total charter capital of the company is divided into 41,979,773 shares with par value of VND 10,000/share.

2. The company can change charter capital where the General Shareholders' Meeting or Board of Directors approved and complying with the current law of Vietnam.
3. All the shares of the company on the date of approval of this charter are ordinary shares. The rights and obligations of these shares are stipulated in Article 11 and Article 12 of this charter.
4. The company is entitled to issue preference shares when it is approved by the General Meeting and complying with the current law of Vietnam.
5. Name, address, numbers of shares and other details of the Founding Shareholders as stipulated by the Enterprise Law will be mentioned in the Appendix I attached hereto. The Appendix is an inseparable part of this Charter.
6. New ordinary share scheduled to be issued shall be given priority to be offered for sale to Shareholders in the proportions corresponding to the respective percentage of ordinary shares of each Shareholders in the Company, unless otherwise stipulated by the General Shareholders' Meeting. The Company must give a notice of offering which specifies the number of shares to be offered for sale and a reasonable time-limit (minimum 20 working days) so that shareholders can order for purchase. Any share which is not ordered to be purchased in accordance with such

notice of offering will be under the control of the Board of Directors. The Board of Directors may allocate the shares to subjects in accordance with the conditions and in a manner that the Board of Directors deems appropriate, provided that the share may not be sold on conditions which are more favourable than the conditions offered to the Shareholders, unless otherwise approved by the shareholders or in the event that the shares are sold via the Stock Exchange.

7. The Company may purchase its own shares in any way permitted by the Enterprise Law and, if appropriate, to the extent of all right which the General Meeting of Shareholders have allowed as stipulated in this Charter and the Enterprise Law. Any share which is redeemed by the Company (treasury stock) may be offered for sale by the Board of Directors in a manner which is allowed by the General Shareholders' Meeting and is in accordance with the Law.

8. The Company may issue other types of shares as prescribed by law.

9. The Company can maximize its foreign investors' ownership ratio to 100% in accordance with law and regulation.

#### **Article 6. Share Certificate**

1. The company will issue share certificate to the shareholders according to the number of shares, class of share they own, except where otherwise stipulated by the clause 7, Article 6.

2. The share certificate is a type of securities that certify the holder's lawful rights and interests to part of the share capital of the issuer. A share certificate shall contain all information specified in Clause 1 Article 121 of the Law on Enterprises.

3. Within one month from the date of submitting all the document requesting to transfer ownership of shares as per company regulation or within two months after full payment of shares purchase according to the company shares issue project, the share certificate shall be issued to the shareholders. The shareholders are not subject to pay share certificate printing cost or any other fees.

4. In case shareholder transfer only some of named shares in the one named share certificate, that certificate will be rejected and issued new certificate for free.

5. In case named share certificate are damaged, erased, lost or ruined, the shareholder of that named share certificate may request to re-issue the new one provided but they have to submit sufficient evidence and pay related fee of issuing new certificate to the company.

6. Owners of bearer share certificates shall be independently responsible for preserving their share certificates. The Company will not bear responsibility in any case where these certificates are stolen or used for fraudulent purposes.

7. The company may issue name shares not in the form of certificate. The Board of Directors may issue official document to allow the named shares (with certificate or without) to be transferred without transferring document. The Board of Directors may also issue other regulations on certificate and transfer of share certificate according to the Law on enterprise, Law on stock, stock market and regulations of this charter

#### **Article 7. Other share certificate**

Except where otherwise stipulated in the Articles and conditions of issuing, bond certificate or other share certificate of the company (except offered for sales notice, temporary certificate and similar documentation), are issued with stamp and registered signature of legal representative of the company.

#### **Article 8. Share Transferring**

1. Except where otherwise stipulated in this charter or current law Articles, all the shares may be freely assigned. The shares posted in the securities transaction centres are assigned according to the regulations of the Law on stock, stock market and securities transaction centers.

2. The shares are not fully paid for cannot be assigned and earned related benefits such as the right to receive dividends, the right to receive shares issued to increase the share capital from shareholder's equity, the right to buy new shares offered for sale.

3. Board of Directors decides the time, method and selling price. The selling price is not lower than market price at the offering time or booked value at the nearest time, except these following cases:

- a. Shares with Initial Public Offering for those who are not the founding shareholders;
- b. Shares offering to all shareholders according to the proportion of their shares in the Company;
- c. Shares offering to brokers or custodians. In this case, detail depreciation rate must be approved by Board of Directors

#### **Article 9. Share withdrawing**

1. In case shareholders have not paid full amount in time for the purchased shares, the Board of Directors shall inform by notice requesting that shareholder to pay outstanding amount with the interest rate and other fees related to the late payment as per company regulation.

2. The payment request notice should indicate the new deadline of payment (minimum 07 days from the notice date), address of payment and inform shareholder that if he fails to pay as requested, the shares have not fully paid shall be withdrawn.

3. In case shareholders have not paid the outstanding amount, interest rates and all other related fees, the Board of Directors is entitled to withdraw that shares. The Board of Directors may accept hand-over of the withdrawn shares according to the clauses 4, 4 and 5 and other cases of this charter.

4. Withdrawn shares shall be considered authorized shares as prescribed in Clause 3 Article 112 of the Law on Enterprises. The Board of Directors may directly or authorize to other person to sell, re-distribute or settle to the old shareholder or other persons in the form and under conditions preferred by the Board of Directors.

5. The shareholder of the withdrawn shares shall lose the ownership of that shares, however he still has to pay the interest rate (not over 12% per year) and other related fees until the date of withdraw as per Board of Directors's decision from the withdraw date to the payment date. The Board of Directors is fully entitled to decide compulsory payment of full value of the shares at the withdrawn moment or remission some or all the amount

6. The official notice shall be sent to the shareholders before withdrawn date. The withdraw of share will still be valid even in case of fault or failure of sending notice.

### **V. ORGANIZATION STRUCTURE, MANAGEMENT AND INSPECTION.**

#### **Article 10. Organization structure and Management**

Organization structure and Management included:

- a. General Shareholder Meeting;
- b. Board of Directors;
- c. Board of Supervisors;
- d. General Director;

### **VI. SHAREHOLDERS AND SHAREHOLDER MEETING**

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

1. Shareholders means the individual or organization that holds at least a share of a joint stock company, and are deemed to be owner of the Company, having the rights and obligations



proportionally to the number of shares and class of shares they owned. Shareholders are responsible for the debt and other material responsibilities of the company within the capital amount they contributed to the company.

2. Ordinary shareholders shall have the following rights:

- a. Participate, comment in the GSM; exercise the right to vote directly or through authorized representatives or another method prescribed by the Company's Charter and the law. Each ordinary share has one vote;
- b. To receive dividends.
- c. To freely assign their full paid shares to other shareholders as stipulated in this charter and according to the current law.
- d. To be given priority in subscribing for new shares offered for sale in proportion to the number of ordinary shares each shareholder holds in the company;
- e. To sight, look up and make an extract of information in the list of shareholders with voting rights and to request amendment of incorrect information;
- f. To sight, look up and make an extract or copy of the charter of the company, the book of minutes of meetings of the General Shareholders' Meeting and resolutions of the General Shareholders' Meeting;
- g. Upon dissolution or bankruptcy of the company, to receive a part of the remaining assets in proportion to the number of shares contributed after the company pays the debt to creditors and other shareholders according to the current law.
- h. Request the Company to repurchase shares in the cases specified in Article 132 of the Law on Enterprises.
- i. Other rights stipulated in this charter of the company or the current law of Vietnam.

3. The shareholder or group of shareholders that holds at least 5% of the ordinary shares shall have the following rights:

- a. To request the convening of a General Shareholders Meeting in case that The Board of Directors seriously violates the shareholders' rights and obligations of executives, or issues decisions beyond the authority. Execution method follows the provisions clause 4 Article 155 Enterprises Law;
- b. To sight, receive a copy and look up the list of shareholders with attending the shareholder meeting and voting rights.
- c. To request the Board of Supervisors to inspect specific matters relevant to the company's administration where necessary. The request shall be made in writing and contain the full names, mailing addresses, nationalities, legal document numbers of shareholders that are individuals; names, EID numbers or legal document numbers, headquarters addresses of shareholders that are organizations; quantities of shares and time of shares registration of each shareholder, total quantity of shares of the group and their holdings in the company; the matter that needs investigating and the purposes of investigation;
- d. Examine, extract the minutes, resolutions and decisions of the Board of Directors, biannual and annual financial statements, reports of the Board of Supervisors, contracts and transactions subject to approval by the Board of Directors and other documents, except documents relevant to the Company's trade secrets
- e. Propose inclusion of the issues in the agenda of the GSM in accordance with clause 4 Article 17 this Charter.
- f. Other rights stipulated by the law and this charter.

4. The shareholder or group of shareholders that holds at least 10% of the ordinary shares is entitled to nominate candidates for the BOD and the BOS in accordance with Article 24 and Article 31 this Charter, and Internal Regulation of Corporate Governance.

**Article 12. Obligations of shareholders**

1. To comply with the charter and regulations of the company, to observe the resolutions of General Shareholders' Meeting and the Board of Directors.
2. To pay in full for the shares subscribed accordingly.
3. To provide with exact address upon subscribing the shares.
4. To perform other obligations as stipulated in the current Law
5. Shareholder must bear personal responsibility where he or she performs one of the following acts in any form in the name of the company:
  - a. To breach the law;
  - b. To conduct business and other transactions for the personal benefit of himself or herself or other organizations or individuals;
  - c. To pay premature debts where the company is likely to be in financial danger.
6. Participate in the General Shareholders Meeting and exercise their rights to vote in the following manners:
  - a. Participate and vote in person at the meeting;
  - b. Authorize other organizations and individuals to participate and vote at the meeting;
  - c. Participate and vote at online meeting; cast electronic votes or in other electronic forms;
  - d. Send votes by mail, fax or email;
  - e. Send votes using other means accepted by the law
7. Protect the confidential of information provided by the Company in accordance with the Company's Charter and the law; only use the provided information for exercising and protecting their lawful rights and interests; do not copy, send the information provided by the Company to any other organizations and individuals
8. Shareholders and group of related people have to send information about the shareholder as Company's requirement if shareholders and group of related people hold more than 5% of total company's outstanding shares

**Article 13. General Shareholders' Meeting**

1. The General Shareholders' Meeting (GSM) consists of all voting shareholders and is the highest decision-making body of the Company. The GSM shall be conducted annually and within 04 months from the ending date of the fiscal year. The Board of Directors may delay the date of conducting the annual GSM but still within 06 months from the ending date of the fiscal year.
2. The Board of Directors shall organize and choose the suitable place for the meeting. The annual GSM shall decide the issues prescribed by law and the Company's Charter and consider approving the audited annual financial statement. In case the audit report contains unqualified opinions, adverse opinions or disclaimer of opinion, the Company shall invite representative of the accredited audit organization that audited the Company's financial statement to participate in the annual GSM. The invited representative of the audit organization has the responsibility to participate in the annual GSM.
3. The Board of Directors must convene an Extraordinary General Shareholders Meeting in the following cases:
  - a. The Board of Directors considers it necessary to do so in the interests of the company;
  - b. The number of the remaining members of the Board of Directors is less than the number of members required by law;
  - c. Upon request in writing by a shareholder or group of shareholders stipulated in Article 11.3 of this charter. The writing official request must indicates the reason and objective of the meeting and contain signatures of all the related shareholders (the official notice may be made in several copies to collect signature of all the related shareholders).

- d. Upon request by the Board of Supervisors
- e. In other cases stipulated by law and the charter of the company.

4. To convene Special General Shareholders' Meeting:

a. The Board of Directors must convene the General Shareholders' Meeting within 60 days from the date of members of the Board of Directors or Board of Supervisors as stipulated in clause 3c Article 13 or receiving request stipulated in clause 3d and 3e Article 13.

b. Where the Board of Directors fails to convene the GSM as per clause 4a Article 13, then within following 30 days the Board of Supervisors must replace the Board of Directors in convening the GSM as stipulated in clause 3 Article 140 of the Law on enterprise.

c. Where the Board of Supervisors fails to convene the GSM as per clause 4b Article 13 then within following 30 days, the requesting shareholder, group of shareholders stipulated in clause 3d Article 13 are entitled to replace the Board of Directors and Board of Supervisors in convening the GSM in accordance with Article 140 of the Law on enterprise.

In such case, shareholders or group of shareholders convening the GSM may request the bussiness registration office to supervise the convening and conducting of the GSM if they considered it necessary.

d. All the fees related to convening and holding meeting shall be reimbursed by the company. These fees are not included the fees spent by the shareholders upon participation the meeting, and the cost of transportation and foods as well.

**Article 14. Rights and obligation of the General Shareholders' Meeting**

1. Annual General Shareholders' Meeting is entitlet to disscuss and approve the followings:
  - a. Annual audit financial statements;
  - b. Report of the Board of Supervisors;
  - c. Report of the Board of Directors;
  - d. Short-term and long-term development plan of the company.
  - e. Dividend to each type of shares
  - f. Other issues under its authority
2. General Shareholders have these following rights and duties:
  - a. Approval of company's development strategy;
  - b. Approval of annual financial statement
  - c. BOD's report on management and operating result of BOD and its members;
  - d. Supervision report of BOS on company's business performance, operating result of BOD, Director or General Director;
  - e. Self-assesment report on operating result of Board of Supervisors and its members;
  - f. Decision on class of shares, total shares of each class being for sales; Decision of dividend rate of each class to be paid annually;
  - g. Appointment, dissmis and replace the member of the Board of Directors and Board of Supervisors;
  - h. Decisions on investment or the sale of assets valued equal to or more than 35% percent of the total value of assets recorded in the most recent auditted financial statement of the company
  - i. Type of shares and total number of shares
  - j. Amendment and supplementation of the company charter;
  - k. Decide repurchase of over 10% of shares of each type unless otherwise provided by law;

- l. Approve the list of accredited audit organizations; decide whether to allow accredited audit organizations to inspect the Company's operation; dismiss accredited auditors where necessary
  - m. Look up and settle with violation of the Board of Directors or Board of Supervisors that may damage company interest or interest of the shareholders of the company;
  - n. Reorganization or dissolve (liquidation) of the company;
  - o. Company or branch of company sign contract with the objects mentioned in Clause 1 Article 167 Enterprises Law at the value equal or above 35% of total asset of the company or branch of company in the latest audit financial statement;
  - p. Budget or total remuneration, bonus and other benefit for BOD, BOS.
  - q. Approve the Internal regulation of corporate governance; Operation regulation of BOD and BOS
  - r. Transactions specified in Clause 4 Article 293 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 elaborating some Articles of the Law on Securities
  - s. Other issues prescribed by law and this Charter
3. Shareholders are not entitled to vote in the following cases:
- a. Regarding the contracts stipulated in Article 14.2 of this charter while the shareholders or related persons are one of the parts of that contracts
  - b. Regarding the purchase of shares of that shareholders or related person.

#### **Article 15. Authorized representatives**

1. Shareholders and representatives of shareholders that are organizations may directly participate in the GSM or authorize one or some other organizations and individuals to participate the GSM, or participate in the GSM in one of the forms specified in Clause 3 Article 144 Enterprises Law.
2. The authorization of participants in the GSM shall be made in writing in a form in accordance with civil laws or following the Company's form, and specify the name of the authorizing shareholder, the authorized individual or organization, the quantity of shares authorized, authorization contents and scope, authorization period, signatures of the authorizing party and the authorized party. Authorized person attending the meeting should submit the authorized form before attending the meeting.
3. In case the lawyer sign the authorized form to appoint representative to attend the meeting, then proxy is valid only if there be the authorized letter for lawyer or the copy of such letter (if before that it has not been registered in the company).
4. Unless stipulated in clause 3 Article 15, the votes of authorized person to attend the meeting within its proxy power shall also be effected in the following cases:
  - a. The mandator is died, limit of civil capacity or lost civil capacity;
  - b. The mandator cancelled proxy;
  - c. The mandator cancelled proxy power of the authorized person.

This Article is not applicable if the company is informed by writing about one of the above mentioned situation before opening of the General Shareholders' Meeting or before reconvening the meeting.

#### **Article 16. Changing of rights**

1. The change or cancellation of special rights associated with a certain type of preference shares is effective when it is voted for by a number of shareholders that represent at least 65% of the votes. The GSM's resolution that contains adverse changes to the rights and obligations

of preference shareholders may only be ratified if it is voted for by a number of participating preference shareholders that hold at least 75% of preference shares of the same type, or approved by a number of preference shareholders that hold at least 75% of preference shares of the same type in case of consulting written opinions.

2. The organization of a meeting of the shareholders holding one class of preference shares to approve the above change of rights shall be valid if at least two (02) shareholders (or their authorized representatives) are present and hold at least one-third of the par value of the issued shares of such class. At the meeting of the persons holding preference shares mentioned above, the persons holding shares of such class who are present in person or via representatives may request a secret ballot. Each share of the same class shall have the equal voting rights at the meeting mentioned above.

3. The organization of such meeting is valid only when there are at least 02 shareholders (or their authorized representatives) and holding at least one-third (1/3) of the par value of the issued shares of such type. If there is no sufficient number of delegates as mentioned above, the meeting shall be held within thirty (30) days later and the shareholders of such type (regardless of the number of people and number of shares) who directly attend the meeting or through authorized representatives are regarded as sufficient delegates required. At the meeting of shareholders holding the aforementioned preferred shares, the shareholders of such type who directly attend the meeting or through a representative may request a secret ballot. Each share of the same type has equal voting rights at the aforementioned meetings.

4. Procedure of conducting of such special meeting is similar as stipulated in Articles 18 and 20.

5. Unless otherwise stipulated in the shares publish terms, in case company issue more shares, the special rights of preference shares regarding distribution of profit or company assets or any other related issues shall not be changed.

#### **Article 17. Convening of General Shareholders' Meeting, agenda and notice of the GSM**

1. The Board of Directors convenes the meeting, or it is convened in cases stipulated in 13.4b or 13.4c.

2. The convener's duties are as follows:

- a. Announce the information of closing the list of shareholders that have right to attend GSM at least 20 days in prior to the closing date.
- b. Compile the list of shareholders eligible to participate in and vote at the GSM. This list shall be compiled within 10 days before the day on which the invitation to the GSM is sent.
- c. Provide information and settle complaints relevant to the aforementioned list;
- d. Prepare the meeting agenda and contents;;
- e. Prepare documents for the meeting;
- f. Draft the resolution of the GSM according to the meeting agenda;
- g. Determine time and place of the meeting;
- h. Inform and send an invitation to the meeting to each shareholder entitled to attend the meeting.
- i. Perform other tasks for the general meeting.

3. Meeting Notice must be sent at least twenty one (21) days before holding General Shareholder meeting. The notice must have name, headquarter address, business code; shareholder's name, home address, meeting time and address and other requirements to attending person.

The notice must be send by guarantee method to their home address or address given by them; and posted on the websites of the Company, SSC and the Stock Exchange where the

Company's shares are listed or registered. In case shareholders working in the company, the meeting invitation may be given directly in sealed envelope in the office.

The agenda of the GSM and documents relevant to the issues to be voted on at the GSM shall be sent to the shareholders and/or posted on the Company's website. In case these documents are not enclosed with the invitations, the invitations must contain the URL for these documents for the access of shareholders.

4. Shareholders or group of shareholders mentioned in Clause 3 Article 11 this Charter are entitled to propose the issues to be included in meeting agenda. The propose must be raised in writing and sent to the company at least 5 days before the meeting date. The propose must include: shareholders' name, number and type of their holding shares, proposal content

5. The convener of General Meeting of shareholders is entitled to refuse the aforementioned proposal in the following cases:

- a) The propose is not sent on time;
- b) At the moment of proposal, shareholders or group of shareholders do not have enough at least 5% of total ordinary shares;
- c) Proposing issue is not allowed to be discussed and approved in GSM.
- d) Other cases prescribed by law and this Charter

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

#### **Article 18. Conditions to convene General Shareholders' Meeting**

1. The General Shareholders' Meeting shall be conducted where the number of attending shareholders represent at over 50% of total voting shares.

2. In case the necessary number of shareholders convened for the meeting is not sufficient within 60 minutes from the intended opening time, the GSM shall be re-convened within 60 days from the intended opening date of the first meeting. The second GSM shall be conducted where the number of attending shareholders or their authorized representatives represent at least 33% of the voting shares.

3. In case the second meeting cannot be convened due to insufficient of attending shareholders within 60 minutes from intended opening time, the third meeting can be re-convened within 20 days from the intended opening date of the second meeting, in this case the GSM shall be conducted without reference to the number of attending shareholders or their authorized representatives and such meeting entitled to approve all the issues might be approved by the first meeting.

4. GSM has the right to change the agenda enclosed with the invitation prescribed in Article 17 of this charter.

#### **Article 19. Procedures for conducting and voting at the General Shareholders' Meeting**

1. Prior to the opening date of the meeting, before opening, procedures shall be carried out for registration for attendance at the GSM until there is registration of sufficient number of shareholders with the right to attend the meeting.

2. Upon registration of attending shareholders, company shall provide to the shareholders or their legal representative voting card contained registration number, full name of shareholders and authorized representative and number of voting card of that shareholder. Voting shall be conducted by collecting yes votes cards first, thereafter collecting noes votes cards, and finally

checking the overall numbers of yes and noes votes, and abstentions. The chairman shall inform the result of voting count, the total of yes votes, noes votes and abstentions of each issue immediately after voting of that issue or at the end of the meeting. The GSM shall elect the persons who shall be responsible to check the votes or to supervise the checking of votes at the request of the chairman. The number of members of the vote-counting committee shall be decided by the GSM but must not exceed three (03) persons.

3. The attending shareholders are late have the right to register immediately after arriving and shall be entitled to vote. The chairman is not responsible to interrupt the meeting for registration of late-attendants and the effectiveness of the votes conducted before arrival of the late-attendants shall not be effected.

4. The Chairman of the Board of Directors shall act as chairman of all meetings which are convened by the Board of Directors. In a case where the Chairman is absent or is not able temporarily to work, the remaining members of the Board of Directors shall elect one of them to act as the Chairman of the meeting. In a case where there is no person who is able to act as chairman, the member of the Board of Directors with Chief of Board of Supervisors shall arrange for the GSM to elect the chairman of the meeting. In other cases, the convener of General Shareholders's Meeting will hold a meeting to elect a Chairman of the GSM. Chairman nominates one or some persons as secretary of the GSM.

5. Meeting agenda & contents must be approved by GSM in the opening session.

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

- a) The current location does not have adequate convenient seats for all participants;
- b) Communications equipment is not sufficient for discussion and voting by participating shareholders;
- c) The meeting is disrupted by one or some participants thus threatening the fairness and legitimacy of the meeting.

7. In a case where the chairman adjourns or postpones a GSM contrary to the provisions in clause 6 of this Article, the GSM shall elect another person from the attendees to replace the chairman in conducting the meeting until its completion, and the effectiveness of voting conducted at such meeting shall not be effected.

8. The Chairman of the GSM shall have the right to take the necessary measures to direct the conduct of the meeting in an appropriate and orderly manner, correctly in accordance with the agenda and timing as passed and so that it reflects the wishes of the majority of attendees.

9. The person who convenes the GSM or the chair has the rights to:

- a) Request all participants to undergo inspection or other lawful and reasonable security measures;
- b) Request a competent authority to maintain order during the meeting; expel those who refuse to comply with the chair's requests, disrupt the order, obstruct the progress of the meeting or refuse to undergo security measures..

10. After carefull consideration, the Board of Directors may take actions for the followings:

- a. To adjust the number of attendants at the main location of the meeting;
- b. To ensure safety for attendants of the meeting at the meeting location;
- c. To creat good conditions for the shareholders to attend (or continue to attend) the meeting.

The Board of Directors has full right to change the above said measures and apply all the measures if its nessecary. The measures may included issuing the gate-pass card or other options.

11. In case the above said measure take place for the GSM, upon determining the location for the meeting, the Board of Directors may:

- a. Inform about the meeting location in the announcement of the meeting and the chairman of the meeting will be attend in that location (“The main location of the meeting”);
- b. Arrange, organize for the shareholders or their legal representatives who cannot attend the meeting as per this Article or for those who attend the meeting in other location (not at the main location of the meeting) can attend the meeting as well;

The announcement of the meeting may not contain the details of the measures regulated by this Article.

12. Within this charter (except otherwise requests by situation), all the shareholders shall attend the meeting at the main location.

The GSM shall be conducted at least once per year. Annual meeting must not be conducted through collection shareholders’s opinion by writing.

### **Article 20. Passing of resolutions of General Shareholders’ Meeting**

1. Resolution included these following contents is approved when having at least 65% of the total voting shares amongst attending shareholders or at least 65% of total voting shares amongst voting right shareholders (in cases of obtaining written opinion)::

- Type of shares and number of shares to be offered for sales
- Changing business scope
- Changing company management structure
- Transaction of selling company’s asset with value equal or more than 35% of company total asset value as recorded on latest audited financial report
- Re-organizing and dissolving the company

2. Other resolutions shall be approved when over 50% of total voting shares amongst attending shareholders, except for the cases specified in Clause 3, clause 4 this Article và Article 16 this Charter.

3. Election of members of the BOD and BOS must be implemented through cumulative voting method; in which, each shareholder has total voting shares being equal to total holding shares multiples by number of nominated members of BOD or Board of Supervisors. Shareholder have right to vote for only one or more than one candidates by their all or part of shares. The selected one to be BOD’s member or BOS’s member is defined by the number of voting card, starting with the one who gets the highest votes until the needed quantity is reached. In case that there are 02 candidates having the same number of voting card for the last position in BOD or BOS, then it is necessary to re-vote amongst them.

4. Getting approval through written opinion form needs over 50% of total voting shares.

5. The GSM approves the issues within its authorization in the form of direct votes or through written opinions or other forms accepted by law and this Chapter

6. A resolution of the GSM that is voted for by 100% of the voting shares shall be lawful and effective even if the procedures for convening the meeting and ratifying the resolution are not conformable with the Law on Enterprises and the Company’s Charter.

### **Article 21. Authority and procedures for collecting written opinions in order to pass resolutions of the General Shareholders’ Meeting**

The authority and procedures for collecting written opinions in order to pass a resolution of the GSM shall be implemented in accordance with the following provisions:



1. The Board of Directors shall have the right to collect written opinions in order to pass a resolution of the GSM at any time if considered necessary in the interests of the company; including but not limited to the following issues:

- a) Amend, supplement the Company charter
- b) The Company's developing strategy
- c) Class of shares, total shares of each class
- d) Appointment, dismiss and replace the member of the Board of Directors and Board of Supervisors

2. The Board of Directors must prepare written opinion forms, a draft of the resolution of the GSM and other documents explaining the draft resolution. The written opinion form together with the draft resolution and documents explaining it must be sent by a mean which is guaranteed to reach the permanent address of each shareholder. Board of Directors should prepare, send, disclose all related document to all shareholders at the reasonable time for voting consideration and must be sent at least ten (10) days before the expiration date of questionnaire.

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

- a. Name, head office address, number, date of issuance of the business registration certificate; place of business registration of the company;
- b. Purpose of collecting written opinions;
- c. Full name, permanent address, nationality, and the number of people's identity card, of the passport or other lawful personal identification in respect of a shareholder being an individual; name, permanent address, nationality, number of establishment decision or number of business registration of a shareholder or authorized representative in respect of a shareholder being an organization; number of shares of each class and number of votes of the shareholder;
- d. Issue on which it is necessary to obtain opinions in order to pass a resolution;
- e. Voting options comprising agreement, non-agreement, or no opinion;
- f. Time-limit within which the completed written opinion form must be returned to the company;
- g. Full name and signature of the chairman of the Board of Directors or the legal representative of the company.

4. Any completed written opinion form must bear the signature or other valid confirmation of a shareholder being an individual, and of the authorized representative or of the legal representative of an institutional shareholder.

Shareholders can return the answered written opinion form to the company by post, fax or email or other method as regulation. Written opinion form which are returned to the company must be in a sealed envelope and no one shall be permitted to open the envelope prior to counting of the votes. Written opinion form sent by other method must be kept confidential until vote counting. Any completed written form which is returned to the company after the expiry of the time-limit stipulated in the written opinion form or any form which has been opened shall be invalid. Written forms that are not submitted shall be deemed to no vote.

5. The Board of Directors shall conduct counting of the votes and shall prepare vote counting minutes in the presence of the Board of Supervisors or of a shareholder who does not hold a management position in the company. The minutes of counting of votes shall contain the following basic information:

- a. Name, head office address, number, date of issuance of the business registration certificate; place of business registration of the company;
- b. Purpose of collection of written opinions and issues to obtain written opinions;

c. Number of shareholders with total numbers of votes who have participated in the vote, classifying the votes into valid/invalid and sending method , and including an appendix being a list of the shareholders who participated in the vote;

d. Total number of votes for, against and abstentions on each matter voted upon;

e. Resolution which have been passed and the respective “passed” voting ratio ;

f. Full name and signature of the Chairman of BOD or the legal representative of the company, the person who counted the votes and the person who supervised the vote counting.

The members of the Board of Directors, the person who counted the votes and the person who supervised the counting of votes shall be jointly liable for the truthfulness and accuracy of the minute of counting of votes, and shall be jointly liable for any damage arising from a resolution which is passed due to an untruthful or inaccurate counting of votes.

6. The minutes of votes counting must be disclosed on the Company website within twenty four (24) hours and sent to shareholders within fifteen (15) days since the date of votes counting.

7. Written opinion forms which were returned, the minutes of counting of votes, the full copy of the resolution which was passed and related documents sent with all of the written opinion forms must be archived at the head office of the company.

8. A resolution which is passed by the form of collecting written opinions of shareholders shall have the same validity as a resolution passed by the GSM.

#### **Article 22. Minutes of General Shareholders' Meeting**

The GSM minutes shall be completed and ratified before the meeting ends with the contents following Article 150 Enterprises Law.

In case the chair or secretary refuses to sign the meeting minutes, this minutes shall be effective if signed by all other members of the Board of Directors attending the meeting and fully contain the contents as prescribed in this clause. The meeting minutes clearly states that the chairman and secretary refused to sign the minutes of the meeting.

The chair and secretary or other persons who sign the minutes are joint responsible for its accuracy and truthfulness.

The Chairman of GSM shall be responsible for filing the meeting minutes, disclosing on the Company website within twenty four (24) hour and sending to all the shareholders within 15 days since meeting date. Instead of sending minutes, the company can upload to company website. The minutes of meeting is real evidence of the work process of the meeting unless it is objected by writing accordingly with the procedures within 10 days from the sending date. Minutes should be made in Vietnamese and signed by chairman and secretary of the meeting and must be prepared accordingly as stipulated in this charter and the Law of enterprise. The relevant documents, minutes, the appendix listing the shareholders registered to attend the meeting must be archived at the head office of the company.

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

Within ninety (90) days from the date the minutes or resolutions of the GSM are received or the minutes of the results of counting of votes being written opinions from the GSM are received, shareholders or a group of shareholders holding from 5% and above of the total ordinary shares shall have the right to request a court or an arbitrator to consider and cancel a resolution of the GSM in the following cases:

1. The order and procedures for convening the GSM violated seriously Enterprise law and the charter of the company, except the GSM's resolution is passed with 100% of total voting shares
2. Resolution's content violates the law or company charter.

3. In case GSM Resolution to be canceled by decision of the court or arbitrator, the person who convenes the cancel GSM within 30 days in the order and procedures regulated in the Enterprise Law and this Charter.

## **VII. BOARD OF DIRECTORS**

### **Article 24. Term of Office and Numbers of Members of the Board of Directors.**

1. The Board of Directors shall have at least three (05) members and not more than eleven (11) members. The term of office of the Board of Directors is five years; The term of office of members of the Board of Directors shall not exceed five years; members of the Board of Directors may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of Board of Directors of a company for up to 02 consecutive terms. In case the term of office of all members of the Board of Directors end at the same time, they shall remain members of the Board of Directors until new members are elected and take over the works.

Composition of the Board of Directors must ensure at least 1/3 is non-executive member.

Number of independent members shall meet the following conditions:

- a) At least 01 independent member if the Board of Directors has 03 – 05 members;
- b) At least 02 independent members if the Board of Directors has 06 – 08 members;
- c) At least 03 independent members if the Board of Directors has 09 – 11 members.

2. Nominating a person to BOD or Audited Committee according to clause 4 Article 11 this Charter can be implemented as follow: Common shareholders who group together to nominate person into BOD or Audited Committee shall inform BOD about the meeting as soon as it happens and inform other shareholders about the meeting at least 10 working days before the date of **GSM**.

Shareholders or group of shareholders owning from 10% to under 15% of common shares are entitled to nominate one (01) member; from 15% to 30% are entitled to nominate two (02) members; from 30% to 40% are entitled to nominate three (03) members; from 40% to 50% are entitled to nominate four (04) members; from 50% to 60% are entitled to nominate five (05) members; from 60% to 70% are entitled to nominate six (06) members; from 70% to 80% are entitled to nominate seven (07) members; from 80% to 90% are entitled to nominate eight (08) members

3. In case the necessary number of members of the Board of Directors is not enough after nominating and electing, the Board of Directors is entitled to nominate more members or elect according to the company regulation. The regulation on nomination or dismissal of members of the Board of Directors should be approved by the GSM and announced to all the shareholders before election.

4. When the candidates have been identified, the information related to them must be included in the documents used for the GSM and published at least 10 days before the opening day of the GSM on the website of the company

5. The members of the Board of Directors are removed in the following cases:

- a. That members are ineligible as per the law of enterprise or prohibited by law to be a member of the Board of Directors; or have been the member of BOD of over 05 other companies, unless otherwise provided by law.
- b. That member sent written resignation to the company head office;
- c. That member is absent 6 months constantly from the meeting of the Board of Directors, except in cases of force majeure;
- d. That member is dismissed as per decision of the GSM.

- e. When deemed necessary, BOD may vote to suspend the membership of a member between them. The decision of pending has a term up to one year.
6. The Board of Directors is entitled to nominate another member to replace the vacancy and that nomination should be approved by the next GSM. After passing approval by the GSM, the nomination shall be valid from the nominating date by the Board of Directors. The working term of this new BOD member is calculated since the effective date of the appointment to the end of the BOD term. In case of new member is not approved by the General Shareholders Meeting, all decisions of the BOD with attention of this replacing member up to GSM in which shareholders vote for BOD members still be regarded as valid.
7. Appointment of members of the Board of Directors must be announced accordingly to the law on stock and stock market.
8. A member of the BOD need not necessarily also be a shareholder of the company.

#### **Article 25. Rights and duties of the Board of Directors**

1. The Board of Directors shall manage all the business activities and operation of the company. The BOD is the body managing the company and shall have full authority to exercise the rights on behalf of the company except the issues under GSM authority.
2. The rights and obligations of the Board of Directors stipulated by the law, charter, company regulations and decision of the General meeting. The Board of Directors's rights and obligations are as follows:
- a. To make decisions on medium term development strategies, and plans, and on annual business plans of the company;
  - b. To propose the offering shares (by class/quantity);
  - c. To make decision on selling new shares which are offered for sales of each class; decision on mobilizing more capital under other method;
  - d. To make decisions on the price of shares, bonds of the company offered for sale;
  - e. To make decision on re-purchasing company shares as prescribed at clause 1 and 2 Article 133 Enterprises Law ;
  - f. Decide the investment plan and investment projects within its jurisdictions and limitations prescribed by law
  - g. To pass the contract of sales, borrowing, lending, investment plan, investment project, borrowing or carrying out the mortgage, secured, guarantee, compensation and other contracts with the value equal or more than 35% of total asset recorded in consolidated financial statement. This is not applied to transaction or contract under authority of GSM prescribed at Point d, Clause 2 Article 138, Clause 1 and 3 Article 167 of Law on Enterprise
  - h. The purchase of shares, contributed capital at other companies established in Vietnam or abroad.;
  - i. Suggest types of shares issued and the total number of issued shares in each type;
  - j. Suggest the issuance of convertible bonds and warrant-linked bonds;
  - k. To make decision on market developing solution, PR or technology;
  - l. To appoint, dismiss or replace BOD Chairman; appoint or dismiss, and to sign contracts or to terminate contracts with the director or the general director and other key managers as prescribed in Company charter; decision on salary and other benefit of those; send an authorized representative joining Board of members or General shareholders' meeting in another company, decision on their remuneration and other benefit;
  - m. To supervise Director or General Director and other managers on daily business operating activity;

- n. To make decision on company organization structure, internal management regulation of the company; establishment of branches and representative offices; and contributing capital, buying shares of another company; change of business scope of branches after the GSM approval for changing business scope of head quarter.
- o. Determine the internal regulations on corporate governance & Operation regulation of BOD and get the approval of the GSM; issue the operation regulation of Audit Committee under BOD, Information disclosure regulation (if any).
- p. Review the agenda, documents for General shareholders' meeting, convening the meeting, or collecting written opinions of shareholders;
- q. Recommend the dividend rate; determining the time and procedures for paying dividends or dealing with losses incurred in the course of business;
- r. Propose the re-organization, dissolution and bankruptcy of the Company;
- s. BOD's member are entitled to request the General Director or Deputy Director, and managers in the company to provide information about the financial status and performance of the company and teams in the company. Managers are required to provide information in Clause 1 of this article would provide documents when this request was approved by the BOD.
- t. Other rights and obligations stipulated by the law and this Charter.
3. The Board of Directors should report to the GSM about their activities in accordance with Article 280 Decree 155/2020/NĐ-CP dated 31st Dec. 2020 guiding Law on Securities.
4. Unless otherwise stipulated by law or this charter, the BOD is entitled to authorize to their subordinates or other managers to be company representatives in handling company business.
5. Members of the Board of Directors are entitled to remunerations and bonuses. Remunerations are calculated according to the number of working days necessary for completion of their tasks and the daily rate. The Board of Directors shall estimate the remuneration of each member under unanimity rule. The total remunerations and bonuses for the Board of Directors shall be decided by the annual GSM.
6. Remunerations of each member of the Board of Directors shall be recorded as the Company's operating costs in accordance with regulations of law on corporate income tax, presented in a separate section of the Company's annual financial statement and reported at the annual GSM.
7. The members of management are in the directing position (included chairman or vice chairman), or members working in, or the members carrying out other works that are outside the scope of Board of Directors work, are entitled to have remuneration in the form of additional package payment per each work, salary, commission, profit percentage or other form as per the Board of Directors's consideration.
8. Members of the Board of Directors shall be entitled to reimbursement of meals, accommodation, travel and other reasonable expenses they have spent in order to fulfill delegated obligations, included all the fee related to travel for meeting of the Board of Directors or General Shareholders' Meeting.

#### **Article 26. Chairman, Vice Chairman of the Board of Directors**

1. The President and Vice President of the BOD shall be elected among the members of the Board of Directors by the BOD, and dismissed by the BOD. Unless otherwise decided by the General Shareholders' Meeting or by law, the Chairman shall not be a General director of the company at the same time.
2. The Chairman of the Board of Directors is responsible to convene and chair the General Shareholders' Meeting and other meetings of the Board of Directors, concurrently has other rights and responsibilities as stipulated in this Charter and the Enterprise Law.

3. The Chairman of the Board of Directors is responsible to ensure that the Board of Directors is sending all the annual financial statements, company operation reports, audit reports and checking report of the Board of Directors to all the shareholders at General Shareholders' Meeting.;
4. The Chairman of the Board of Directors may be dismissed under decision of the Board of Directors. In this case, the Chairperson continues to undertake Board of Directors's member
5. In case both of chairman and vice chairman are resigned or dismissed, the the Board of Directors shall elect one of the members to replaced within 10 days.
6. In case the President of the Board of Directors is not present or is not able to perform his duties, he/she shall authorize another member in writing to perform the rights and obligations of the President of the Board of Directors in accordance with the Company's Charter. In case no one is authorized or the President of the Board of Directors is dead, missing, held in police custody, imprisoned, detained in a mandatory rehabilitation center or correctional institution, has fled the residence, has limited capacity or is incapacitated, has difficulties controlling his/her behaviors, is prohibited by the Court from holding certain positions or doing certain works, the remaining members shall elect one of them to hold the position of President of the Board of Directors under the majority rule until a new decision is issued by the Board of Directors

#### **Article 27. Meeting of the Board of Directors**

1. If the Board of Directors elects the Chairman, then the initial meeting of the term of the Board of Directors in order to elect the Chairman and to pass other resolutions within its authority must be conducted within a time-limit of seven (07) working days from the date of completion of the election of the Board of Directors for that term. This meeting shall be convened by the member who gaints the highest number of votes. If two or more members gain the same highest number of votes, the elected members shall elect by a majority vote a person amongst them to convene the meeting.
2. Regular meetings: the Chairman of the Board of Directors must convene meetings of the Board of Directors, prepare agenda, time, location at least seven (07) days before intent opening date of the meeting. The Chairman may convene meetings at any time considered necessary, but there should be at least one meeting per quarter.
3. Extraordinary meetings: The Chairman of the Board of Management shall convene an extraordinary meeting when it is deemed necessary in the interests of the Company. In addition, the Chairman of the Board of Management must convene a meeting of the Board of Management which shall not be delayed without a legitimate reason, when any of the following entities makes a written request stating the purpose of the meeting and the matters to be discussed:
  - a. The executive Director (General Director) or at least five managers;
  - b. At least two (2) members of the Board of Directors;
  - c. The Board of Supervisors or independent BOD member.
4. The meetings stipulated in clause 3 Article 27 should be held within 07 working days from the day on which the request is received. In case the Chairman of the Board of Directors fails to convene the meeting he must be responsible for any loss that may cause for the company; the personnel requested meetings as in clause 3 Article 28 may themselves convene meeting of the Board of Directors.
5. Should there be any request of independent auditor, the Chairman of the Board of Directors must convene a meeting of the Board of Directors to discuss about auditing reports and company situation.

6. Meeting location: Meetings of the Board of Directors shall be held at the addresses registered by the company or other locations in Vietnam or abroad as per decision of the chairman of the Board of Directors and approved by the Board of Directors.

7. Notice of invitation and agenda of the meeting: the notice of invitation must be sent a notice of invitation to attend the meeting at the least three (03) days prior to the date of meeting, the members of the Board of Directors may refuse the notice of invitation in writing and that refusal may have retroactive effect. The notice of invitation should be made in Vietnamese and English, and must specify the time and location of the meeting, the agenda and issues to be discussed and resolutions. The notice must enclose documents to be used at the meetings, the issues to be discussed and voting forms for the members cannot be attend the meeting.

The notice of invitation shall be sent by post, fax, email or other means, but they must ensure arrival at the address of each member of the Board of Directors as registered with the company.

8. A meeting of Board of Directors shall be held and all the resulting resolutions/decisions shall be put through when the meeting is attended by at least three fourths of the members. The BOD members are considered attending the meeting in the following cases:

- a) Participate and vote in person at the meeting;
- b) Authorizes another person to participate in the meeting and vote;
- c) Participate and vote at online meeting; cast electronic votes or in other electronic forms;
- d) Send votes by mail, fax or email;
- e) Sends his/her votes using other means accepted by the BOD.

The BOD members shall participate in all meetings of the Board of Directors, and may authorize another person to attend the BOD meeting if approved by majority of BOD members.

If the number of attending members is not sufficient, the second meeting shall be convened within 07 days from the initial meeting date. In this case, the meeting shall be held if it is attended by at least half of Board of Directors's members.

9. Voting:

- a. Unless stipulated in Article 27, each member of the BOD or authorized person attending the meeting of the BOD shall have one vote form;
- b. The members of the BOD are not entitled to vote on contracts, transactions or proposals related to benefit of that members or relevant to that members and that benefit against company benefit. The member has no right for voting shall not be calculated to the minimum number necessary for convening the meeting of the BOD;
- c. According to clause 9d Article 27, where in the meeting raising a problem relating to benefit of members of the BOD or the voting right of a member and that problems cannot be solved by renouncing of voting right on voluntary basic of that member, then that problems shall be forwarded to the chairman of the meeting and his decision on that problem shall be the final decision for all other members of the BOD, except the cases where the nature or scope of benefit of that related member of the BOD are not informed properly;
- d. The members of the BOD having benefit from contract stipulated in Article 36.4a and 36.4b of this charter shall be considered as they have valuable benefit in that contract.

10. Public benefit: the members of the BOD having direct or indirect benefit from contract or transactions been signed or intending to sign with the company and knowing that he will have that benefit, must declare the content of that at the meeting of the BOD to discuss about that contract or transaction or that member can put on public that issue at the first meeting of the BOD after knowing that he will have benefit in related contract or transaction.

11. Minority vote: A resolution of the BOD shall only be passed when it is approved by the majority of the attending members (over 50%); in the case of a tied vote, the final decision shall be made in favor of the vote of the chairman of the BOD

12. Meeting on the phones or other forms: a meeting of the BOD may be held in agenda form between members of the BOD that are in different location provided that all the members or some members can be attend;

- a. Listening to each member of the BOD opinion at the meeting;
- b. If willing, that member may raise his opinion at the same time with other members.

Discussion between members may made by phones or other means of communication (that means may be during the time of appoval of this charter or later) or combined all of the forms. According to this charter, the members of the BOD of that kind shall be considered as attendant of the meeting. The location of the meeting shall be there where the biggest number of members of the BOD is gathered, if there is no place like that, meeting location shall be considered the place that chairman is present.

The resolutions passing through a meeting on the phones organized properly shall be valid immediately after ending the meeting and should be signed by all the members of the BOD attending the meeting.

13. Written resolution: written resolution must contain signatures of all the following members of the BOD:

- a. The member having right to vote for resolution at the meeting of the BOD;
- b. The number of attending members is not less than minimum number necessary for conducting the meeting of the BOD.

Resolution of that kind shall be valid and effect as the resolution approved by the BOD at the regular meeting organized in normal way. Resolution may be approved by using many copies of the same document if each copy contains signature at least of one member.

14. Minutes of the meeting of the BOD: the Chairman of the BOD shall forward minutes of the meeting to the members and that minutes of meeting shall be considered as evidence of the works implemented in the meetings unless there is objection on the content of the meeting within 10 days from sending date. The minutes of meeting shall be made in Vietnamese and contain signatures of all the members of the BOD attending the meeting.

15. The Board of Directors Department: the Board of Directors may set up and authorize to its departments for action. The members of department may be one or more members of the Board of Directors and many other outside members as per decision of the Board of Directors. When implement authorized duties, the the Board of Directors departments must obey the regulations stipulated by the Board of Directors. These regulations may be adjusted or allow to admit to the the Board of Directors departments other personnel that are not members of the Board of Directors and allow that personnels to vote as members of db department but (a) to ensure that outside members should be less than a half of the Board of Directors department members and (b) resolutions of departments shall be valid where there is majority of attending members and voting at the meeting are the Board of Directors members.

16. Legal validity of the action. Actions emplementing the decisions of the Board of Directors or its departments or members of the Board of Directors departments members are legally valid even where there was a mistake in the appoinment, voting of department members.

## **VIII. GENERAL DIRECTOR AND OTHER MANAGERS**

### **Article 28. Organization of management**

The company shall establish a managing system according to that it shall be responsible and acting under the management of the Board of Directors. The company shall have a general



director and/or some deputy general directors and one chief of accountant (if any) appointed by the Board of Directors. The general director and deputy general directors may concurrently be members of the Board of Directors, and are appointed or dismissed by the Board of Directors through decision approved by legal way.

#### **Article 29. Appointment, dismissal, rights and obligation of General Director**

1. Appointment: The Board of Directors shall appoint one of the members of the Board of Directors or hire a General Director.
2. Office term: Unless otherwise regulation by the Board of Directors, working term of General Director shall be five (05) years and may be reappointed. Appointment may be invalid according to the terms stipulated in the labor contract.
3. Rights and obligation: the General Director has the following rights and obligations:
  - a. To implement resolutions of the Board of Directors and the General Shareholders' Meeting, company business and investment plans approved by the Board of Directors and the General Shareholders' Meeting;
  - b. To decide all the issues without resolutions of the Board of Directors, including on behalf of the company to sign all financial and trading contracts, organize and manage the daily business operation of the company under the best management practices.
  - c. To propose organizational structure, internal rules and regulations of the company;
  - d. To appoint, dismiss, discharge the company's management, except for the positions within the competence of Board of Directors;
  - e. To decide the salaries and other benefits of the company's employees, including the managers appointed by General Director;
  - f. To hire employees;
  - g. To suggest plans for dividend payments or loss settlement;
  - h. Other rights and obligation regulated by law, company charter and other regulations.
4. Report to the Board of Directors and shareholders: The General Director shall be responsible before the Board of Directors and the General Shareholders' Meeting about performance of his rights and obligations and report to them upon request.
5. Dismissal: the Board of Directors may dismiss the General Director where there is yes vote of two third of members of the Board of Directors (in this case excluded vote of the General Director) and appoint another General Director for replacement. The General Director has been dismissed may object the dismissal at the nearest following General Shareholders' Meeting.
6. Remuneration: General Director is paid salary and bonus. The remuneration shall comply with the general structure of the whole company. If the salary and bonus if the year increase exceeding the rate applicable for all company's employees, Board of Directors will approve these salary and bonus.

#### **Article 30. Persons in charge of corporate governance and Company secretary**

1. The Board of Directors shall appoint one (or more) personnels to be The person in charge of Corporate Governance and/or concurrently as Company secretary with office term and tasks pursuant to decision of the Board of Directors. The Board of Directors may remove the persons in charge of Corporate governance and Company secretary if necessary, but not in contravention of the effective laws on labor. The Board of Directors may appoint an assistant manager in charge of corporate governance and Company secretary from time to time.

2. Persons in charge of corporate governance shall be knowledgeable about law, not work for the independent audit firm performing audits of the company's financial statements
3. Roles and duties of Persons in charge of corporate governance and company secretary are the followings:
  - a. Advise the board of directors on the organization of convening the general meeting of shareholders in compliance with regulations and law and the related work between the company and shareholders;
  - b. Prepare meetings of the board of directors, Board of Supervisors and general meeting of shareholders at the request of the board of directors or the Board of Supervisors;
  - c. Advise on the procedures of meetings;
  - d. Participate in the meetings;
  - e. Advise on procedures for resolutions of the board of directors in accordance with regulations of law;
  - f. Provide financial information, copies of meeting minutes of the board of directors and other information for members of the board of directors and Board of Supervisors
  - g. Monitor and report to the board of directors on the operation of publishing information of the company
  - h. Be contact person with other stakeholders
  - i. Ensure the security of information in accordance with regulations of law and the company's charter;
  - j. Other rights and obligations in accordance with regulations of law and the company's charter.

## **IX BOARD OF SUPERVISORS**

### **Article 31. Members of the Board of Supervisors**

1. Board of Supervisors (BOS) shall have three (3) members appointed by GSM. BOS members have a term of office of up to 05 years without term limit. BOS members must satisfy the standards and conditions required by law, and not work in the accounting and finance departments of the company, or be a member or employee of the independent audit firm auditing the financial statements of the company over the last 3 years. The members of the BOS must not be related persons of the members of the Board of Directors, of the executive Director (General Director) and other managers of the Company. More than half of the BOS shall have permanent residences in Vietnam.

The members of the Board of Supervisors shall elect one of them to be the Chief Supervisor.

2. The Chief Supervisor shall have a bachelor's degree or higher in economics, finance, accounting, audit, law, business administration or another major that is relevant to the enterprise's operation. The Chief Supervisor shall be elected by the BOS among its members under the majority rule. The rights and duties of the Chief Supervisor are as follows:

- a. To convene meetings of the Board of Supervisors;
- b. To request the company to provide information for reporting to the members of the BOS;
- c. To prepare and sign the report of the Board of Supervisors after seeking opinion of the Board of Directors to submit to the the General Shareholders' Meeting.

3. The shareholders are entitled to merge their shares to have right for nominating Supervisors. Shareholders or group of shareholders owning from 10% to under 20% of ordinary shares are entitled to nominate one (01) member; from 20% to under 50% are entitled to nominate two (02) members; from 50% and above are entitled to nominate three (03) members.

4. In case the number of candidates for Board of Supervisors is not enough by (self) nomination, the incumbent Board of Supervisors may nominate additional candidate or organize nomination in procedures which regulated in the Company's Internal regulations on corporate governance. The regulations for nominating Board of Supervisors's candidates must be clearly published and must be approved by the General Shareholder Meeting before holding the nomination.

5. The members of the Board of Supervisors are out of member capacity in the following cases:
- a. That member is prohibited to be a member of the Board of Supervisors by law; or not meet qualification and conditions to be BOS member decided by law.
  - b. That member sent written resignation notice to the company head office;
  - c. That member has mental problem and other member of the Board of Supervisor has evidence to prove that he/she has not full capacity for civil acts;
  - d. That member is absent 6 months constantly from the meeting of the Board of Supervisors without approval and the Board of Supervisors decided that position to be vacant for that time.
  - e. That member of the Board of Supervisors is dismissed as per decision of the General meeting.

### **Article 32. Board of Supervisors**

1. The company must have the Board of Supervisors and it shall have the rights and obligations as stipulated in Article 170 of the Enterprises Law and this charter, and the followings:

- a. To recommend on selecting independent auditing company, auditing expenses and all other issues related to resignation or dismissal of the independent auditing company;
- b. To discuss with independent auditor on the auditing nature and scope before starting audit;
- c. To seek professional independent consulting or legal consulting and to ensure that outside experts shall have suitable knowledge the General Director and experience to work for the company where it is necessary;
- d. To check quarter, half-year and annual financial statements of the company before submitting to the Board of Directors.
- e. To discuss on the outstanding issues or difficulties found from auditing result in middle of end of year and all the other issues that auditors willing to discuss;
- f. To carry out correspondences of independent auditors and feedback from management of the company;
- g. To carry out company reports on internal auditing system before approving off the Board of Directors;
- h. To carry out the results of internal auditing and feedback from the company management.
- i. Carry out an inspection at the request of the shareholder or group of shareholders defined in Clause 3, Article 11 this Charter within 07 working days from the day on which the request is received. Within 15 days from the end of the inspection, the Board of Supervisors shall report the issues that need inspecting to Board of Directors and the shareholder or group of shareholders that made the request. The inspection must not obstruct normal operation of the Board of Directors or interrupt the company's business operation.
- j. Formulate the Operation regulation of the Board of Supervisors and submit to the GSM for approval.

2. The members of the Board of Directors, the General Director, Director or managers must provide all the information and documentation related to the company operation upon request of

the members of the Board of Supervisors or the Board of Supervisors. The person in charge of corporate governance shall ensure that all copies of the resolutions, meeting minutes of the General meeting of shareholders and the Board of Directors, financial information and other information provided to the shareholders and members of the Board of Directors must be provided to the BOS at the same time and forms they are provided to the shareholders and members of the Board of Directors.

3. After seeking opinion of the Board of Directors, the Board of Supervisors may issue regulation on the Board of Supervisors meetings and operation rules of the Board of Supervisors. The Board of Supervisors must have meetings at least twice per year and minimum number attending the meeting must be two (02) persons.

4. Members of the Board of Supervisors shall receive salaries, remunerations, bonuses and other benefits under the decision of the GSM. The GSM shall decide the salaries, remunerations, bonuses and other benefits and annual budget of the Board of Supervisors. Members of the Board of Supervisors shall be reimbursed for expenses for meals, accommodation, travel and other reasonable expenses for participation the meetings of the Board of Supervisors or doing some work related to business of the company.

#### **X. OBLIGATIONS OF THE MEMBERS OF BOARD OF DIRECTORS, BOARD OF SUPERVISORS, GENERAL DIRECTOR AND MANAGERS**

##### **Article 33. Obligation to be cautious of the members of the Board of Directors, Board of Supervisors, General Director and Managers**

The members of the Board of Directors, the Board of Supervisors, the General Director and managers are responsible to fulfill their duties, included duties of the members of the Board of Directors departments honestly and in the most cautious manner that the people in their position must do to bring the highest benefit for the company.

##### **Article 34. Obligation to be honest and avoiding conflict of interest**

1. Members of the Board of Directors, BOS, Directors (General Directors) and other executives must publish the related interests as prescribed in the Law on enterprises and other relevant law.

2. The members of the BOD, BOS, the General Director and managers must not use company business opportunity for personal purpose; they must not use information that they got due to their position for his/her personal benefit or for other organization or other person.

3. The members of BOD, BOS, Director (General Director), other executives and the persons related to the abovementioned members shall not use the information of the company that is not permitted for publication or disclosure to other people to carry out relevant transactions

4. The members of the BOD, the BOS, the General Director and managers are responsible to inform all the interests that they may get from other enterprises, transactions or other persons where it may against company interest. The above mentioned personnel may use that business opportunities where the members of the BOD having no interest to investigate that issues.

5. The Company must not provide its shareholders that are individuals and the related persons that are individuals with loans or guarantee, unless otherwise stated by law.

6. Unless otherwise decided by the law, the Company must not provide its shareholders' related persons that are organizations with loans or guarantee, unless the public company and its shareholders' related persons are subsidiaries in the same company or companies operating under a group of companies including parent companies- subsidiaries, economic groups; the transaction must be approved by the general assembly of shareholders or the BOD in accordance with Clause 9,10 of this article .

7. Unless otherwise provided by the GSM, the company shall not provide loans or guarantees to the BOD members, BOS members, the General Director, other executives and the persons related to the abovementioned members or legal entity who has financial interests, unless the Company and organizations related to its shareholders are companies in the same group or companies operating in a group of companies including parent companies-subsiidiaries, economic groups, and the relevant law specifies otherwise.

8. Unless otherwise decided by the general meeting of shareholders, the Company must not make the transactions that has the total value of 35% or more of the total value of assets recorded in the latest financial statement with (i) Members of the BOD, BOS, directors (general directors), other enterprise managers and their related persons; (ii) Shareholders, authorized representatives of shareholders owning more than 10% of the common shares of the company and their related persons; (iii) Enterprises related to the subjects specified in Clause 2 Article 164 of the Law on enterprises.

9. The BOD may approve the contracts and transactions specified in Clause 9 of this Article which are valued at less than 35% of the total asset value inscribed in the most recent financial statement.

10. Contracts or transaction between the company and one or more members of the BOD, the BOS, the General Director, managers or other persons related to the company, partner, associations, organizations that one or more members of the BOD, the General Director, managers or other persons related to their financial interest shall not be invalid because of the above mentioned relationship, or because of that member of the BOD or manager attend or participated the related meeting or the BOD or the BOD departments have allowed to process the contract or transaction, or because their votes for being accepted for that purpose if:

a. Regarding contract with value under 35% of total assets recorded in the most recent financial statement, the important issues of contract or transaction and relationships and interests of the members of the BOD BOS or General Director have reported to the BOD or related the BOD department. At the same time, the BOD or the BOD department have allowed to process the contracts or transactions honestly based on most of yes votes of the related members of the BOD; or

b. Regarding the contracts with value above 35% of total assets recorded in the most recent financial statement, the important issues of contract or transaction and relationships and interests of the members of the BOD, BOS or General Director have informed to the shareholders having related interests and that shareholders have already given yes vote for that transaction;

c. The contract or transaction have been considered reasonable in all aspects related to company shareholders by independent consulting organization or that contract has been allowed, approved by the BOD or the BOD department or shareholders for processing.

The members of the BOD, the BOS, the General Director, managers or other persons related to them are not entitled to purchase, sell or taking any related action with the shares of the company or daughter companies at the moment they got some information that may effect the price of the shares and other shareholders did not know about that information.

11. Members of the BOD, members of the BOS, the General Director and other managers shall send written notices to the BOD and the BOS of the transactions between the Company, subsidiary companies, companies that over 50% of charter capital of which is held by the Company with them or with their related persons as prescribed by law. The Company shall disclose information about the transactions that are approved by the GSM or the BOD in accordance with regulations of the Law on Securities on information disclosure

**Article 35. Responsibilities for loss and compensation**

1. Responsibility for loss. The members of the Board of Directors, the Board of Supervisors, the General Director and managers fail to perform their duties honestly and fail to fulfill their duties with all cautious, hard work spirit and professional ability shall be responsible for any loss that may cause for the company.
2. Compensation. The company will compensate to the persons have been, are in the process or having risk to become relevant party of claim, lawsuits that have been, is in the process or may be processed, no matter that is civil or administration lawsuit (excluded the claims processed or raised by the company) if that person have been or is the member of the Board of Directors, manager, staff or representative of the company (or daughter company) authorized, or that person have done or doing that upon company's request (or daughter company's request) as a member of the Board of Directors, the Board of Supervisors, manager, staff or authorized representative of the company, partner, joint venture or other authorized enterprise. Compensation fees shall include: related expenses (included hiring lawyer fee), decision making fee, penalties, other related expenses that may arise or considered reasonable for solving that problems within limitation allowed by law, provided that the person has acted honestly, cautiously, carefully with highest professional manner that he believed that it could bring highest benefit for the company, accordingly to the law and no evidence showing that person failed to fulfill his duties. The company may buy insurance for the above personnel to invoice compensation responsibility as mentioned above.

**XI. RIGHTS TO ACCESS THE COMPANY'S DOCUMENTATION AND RECORDS****Article 36. Right to access documentation and records of the company**

1. Ordinary shareholders have the rights to access the Company's documents and records in accordance with Article 11 this Charter.
2. In case the authorized representatives of the aforementioned shareholder or group of shareholders request access to documents and records, the request shall be enclosed with the authorization letter (or its notarized copy) issued by the shareholder or group of shareholders.
3. The members of the Board of Directors, members of the Board of Supervisors, director or the General Director and managers are entitled to check the company registered book of shareholders, list of shareholders and other documentation or records of the company for the purposes related to their position provided that they can ensure security of that information.
4. The company must file this charter and its amendment and adjustment, Business license, regulations, documentation proved ownership of company assets, minutes of the General Shareholders' Meeting and the Board of Directors, reports of the Board of Supervisors, annual financial statements, accounting books and any other documents stipulated by law at the head office or other place provided that the shareholders and business registered authority are informed about that location.
5. The shareholders shall be provided free one copy of this charter. In case there is website of the company, then this charter must be posted on that.

**XII. EMPLOYEES AND TRADE UNION****Article 37. Employees and Trade Union**

The General Director must prepare and seeking approval from the Board of Directors the plans of recruitment, labor, dismissal, salary, social insurance, rewards and discipline action applied to the company managers, employees; relationship between company and the trade union as per

general rules; the best management policy, general rules and regulation of this charter; company regulation and stipulations of the current law.

### **XIII. BENEFIT DEVISION**

#### **Article 38. Dividends**

1. According to decision of the General Shareholders' Meeting and stipulation of the current law, dividend shall be announced and pay from the net profit of the company and must not be exceed the rates proposed by the Board of Directors after reference the General Shareholders' Meeting.
2. Pursuant to the law on enterprises, the Board of Directors may decide to pay dividends at the middle of term if considered the payment is conformable with profitable ability of the company.
3. The company shall pay interest to dividend amount or amount related to the payment of a class of shares.
4. The Board of Directors may request the General Shareholders' Meeting to approve the payment of total or part of dividend by other assets (such as full paid shares or bonds of other company) and the Board of Directors shall implement this decision.
5. In case dividend or other payment related to shares are paid by cash, the company shall pay in Vietnam Dong or by cheque or money order posted to the permanent address of shareholders and if the company has made a payment to the address as informed by a shareholder, the shareholder shall be responsible for any loss arising from such transfer. Moreover, dividend and other cash payment related to shares may be transferred by bank where the company has sufficient bank details of a shareholder to directly transfer [dividends] to such shareholder's bank account. If the company has made a bank transfer based on the exact banking details as informed by a shareholder, the company shall not be responsible for any damage arising from such transfer. Dividend payment of shares posted in the stock exchange market/stock market centers may be made through stock brokers or stock exchange centers.
6. In case the General Shareholders' Meeting approved, the Board of Directors may decide to infrom ordinary shareholders shall receive dividend by ordinary shares instead of cash. The additional shares paid for dividend shall be noted as full paid shares where the value of shares received from dividend equal to cash amount of dividend.
7. Pursuant to law on enterprise, the Board of Directors may pass resolution stipulated one day to be a closing date of company business. Based on that date, registered shareholders or other shares owners are entitled to receive dividend, interest, benefit devision, shares, notice or other documentation. The closing date may be the same day or the day before implementing of that rights. This shall not effect benefits of two parties in stock transaction or related stock.

#### **Article 39. Issues relevant to benefit devision**

Issues related to benefit devision are implemented pursuant to stipulations of current law.

### **XIV. BANK ACCOUNT, RESERVED FUND, FINANCIAL YEAR AND ACCOUNTING SYSTEM**

#### **Article 40. Bank account**

1. The company shall open an account in one of the Vietnamese banks or foreign banks operating in VN.
2. Upon approval of authority and if its necessary, the company may open a bank account abroad accordingly to the current law.

3. The company shall carry out all the payment and financial transactions through Vietnam Dong accounts or foreign currency accounts at the banks where company has opened bankd accounts.

#### **Article 41. Fiscal Year**

Fiscal year starts from the first day of January and ends on 31<sup>st</sup> of December of the same year. The first fiscal year starts from the date of receiving Investment License (which is also the Business License) which was on 09<sup>th</sup> Apr, 2003, ends on 31<sup>st</sup> of December 2003.

#### **Article 42. Accounting system**

1. The company shall apply Accounting system of Vietnam (VAS) or other accounting system approved by Financial Ministry of Vietnam.
2. The company shall make accounting books and documentation in Vietnamese. The company shall keep data of accounting files as per business types of the company. These files must be exact, updated, systematised and sufficient to prove and account for the transactions of the company.
3. The company shall use Vietnam Dong for accounting transactions.

### **XV. ANNUAL REPORT, OBLIGATION TO PROVIDE WITH INFORMATION AND PUBLIC DISCLOSURE OF INFORMATION**

#### **Article 43. Quarter, Monthly and Annual report**

1. The company must prepare annual financial statements as stipulated by law and State Securities Committee and be audited as prescribed by law and this Charter. Within the time as regulated, the Company must submit annual financial statement to the Tax authority, State Securities Committee, Stock exchange department/center, other authorities and disclose information as required by law.
2. Annual financial statements must include reports on business and production activities reflected honestly and objectively about losses and profits of the company within fiscal year; honest, objective accounting balance sheets of the company up to the date of statement; reports on cash flow and interpret of financial report. In case the company is a mother company, beside annual financial statement it must include general accounting balance sheet of company and its daughter companies at the end of each fiscal year.
3. The company must prepare quarter and half year financial statements as stipulated by Government Stock Committee and submit to Government Stock Committee, Stock exchange department/ Stock exchange center and other authorities as required by law.
4. The audited financial statements (includes opinion of Auditor), half-year and quarterly financial reports must be disclosed on the Company's website, and SSC, HOSE's means of media
5. All the organizations, individuals are interested are entitled to check or make copy of the audited quarter, half year and annual financial statements in working time of the company at the head office and pay reasonable photocopy fee.
6. The reports and documents for ASM must be sent to the Board of Supervisors for verification as prescribed in Article 175 Enterprises Law.
7. The reports and documents shall be prepared by Board of Directors; the verification reports of the Board of Supervisors and audit reports shall be available at the company's headquarter and branches at least 10 days before the opening date of the GSM.



**Article 44. Annual Report**

The Company must make and publish Annual Report in accordance to the law of securities and securities market.

**Article 45. Provide with information and public disclosure of information**

All the annual financial statements and other supplement documentation must be public disclosed as stipulated by the Government Stock committee and submit to tax office, business registration authority according to the law on enterprises.

**XVI. COMPANY AUDIT****Article 46. Audit**

1. The annual the General Shareholders' Meeting shall elect an independent auditing company operating legally in Vietnam and approved by the Government Stock Committee to carry out auditing work of the company for the following fiscal year as per Articles and argreement of the Board of Directors. For the first fiscal year, the Board of Directors shall elect a auditing company to carry out auditing work after receiving business registration license.
2. Audit reports shall be enclosed with the Company's annual financial statements.
3. The auditors carrying out auditing work of the company shall be entitled to participate the General Shareholders' Meeting and receive notice and information relevant the General Shareholders' Meeting that shareholders are entitled to receive; they are entitled to speak at the the General Shareholders' Meeting about the issues related to auditing work.

**XVII. COMPANY STAMP****Article 47. Stamp**

1. The enterprise's seals can be physical or digital as prescribed by e-transaction laws.
2. The Board of Directors shall make decision and approval on company official company stamp and the stamp shall be made as stipulated by law.
3. The Board of Directors, the General Director shall use and manage the stamp according to stipulation of the current law.

**XVIII. COMPANY CLOSE AND LIQUIDATION****Article 48. Termination of activity**

1. The company may be closed or dissolved in the following case:
  - a. Upon termination of company activities, even after extending operation term;
  - b. Upon court's decision on bankruptcy of the company as per stipulation of the current law;
  - c. Dissolving before term as per decision of the General Shareholders' Meeting.
  - d. Other cases as stipulated by curren law.
2. Decision on dissolving of the company before term (included extending term) shall be made by the General Shareholders' Meeting, the Board of Directors shall implement that. The decision of that must be announced and approved by authority (if it required) according to the law.

**Article 49. Disagreement between the Board of Directors and shareholders**

Unless otherwise stipulated by this charter, the shareholders owned 50% of current voting shares are entitled to send their request of dissolval to the court on the following basis:

1. The members of the Board of Directors are disagreed in manangement of the company business and it caused unsufficient of necessary votes for the Board of Directors to operate.

2. Disagreement between shareholders and it caused insufficient of necessary votes for electing the members of the Board of Directors.
3. There is internal disagreement and two or more factions are split and the company dissolution shall bring more benefit for all the shareholders.

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

1. The Board of Directors shall convene the General Shareholders' Meeting at least 07 months before expiry of company operation term for the shareholders to vote on extension of the company operation as per recommendation of the Board of Directors.
2. The company operation term shall be extended where there is 65% yes of total votes of attending shareholders or their legal representatives at the General Shareholders' Meeting.

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

1. At least 06 months before expiry of the company operation terms or after taking decision of company dissolving, the Board of Directors must establish Liquidation section of three (03) members. Two members shall be elected by the General Shareholders' Meeting and one member shall be elected by the Board of Directors from an independent auditing company. The liquidation section shall prepare their own operation rules. The members of liquidation section may be selected among company staffs or independent experts. All the expenses related to liquidation shall be given priority to be paid before payment of other debts of the company.
2. The liquidation section must inform to registration authority about establish date and working date of the section. From that date, the liquidation section shall solve all the issues related to the company liquidation on behalf of the company with the court and other administration bodies.
3. The money collected from liquidation shall be paid as per the following order:
  - a. Liquidation expenses;
  - b. Salary and insurance for the employees;
  - c. Tax and other payment related to tax that company must pay to the Government;
  - d. Loans (if any);
  - e. Other debts of the company.
  - f. The balance after payment of all the amounts from clause (a) to (e) shall be divided to the shareholders. The preference shares shall be paid with priority.

### **XIX. SOLVING OF INTERNAL DISPUTES**

#### **Article 52. Solving of internal disputes**

1. If there is disputes or claims related to company operation or benefits of the shareholders stipulated by this charter or any rights and obligations stipulated by the law on enterprises or other stipulation of current law or administration stipulation, between:
  - a. Shareholders and the company; or
  - b. Shareholders and the Board of Directors, the Board of Supervisors, the General Director or other CEO.

The disputed parties shall solve the problem through negotiation and conciliation. Unless the dispute related to the Board of Directors or chairman of the Board of Directors, the chairman of the Board of Directors shall preside to solve the dispute and shall require each party to provide the real factors related to dispute within 10 working days from the raising date of dispute. If the dispute related to the Board of Directors or the chairman of the Board of Directors, any party

may request the Board of Supervisors to elect one independent expert to be an arbitrate for solving the dispute.

2. If the dispute cannot be solved by conciliation within 06 weeks from the start date of solving dispute or the decision of conciliation intermediary is not accepted by the parties, any party may bring the dispute to the economic arbitrate or economic court for solving.
3. The parties shall bear the expenses related to negotiation and conciliation themselves. The lost party shall bear the court fee.

## XX. AMENDMENT AND ADJUSTMENT OF THE CHARTER

### Article 53. Amendment and adjustment of the charter

1. The amendment and adjustment of the charter shall be considered and approved by the General Shareholders' Meeting.
2. If there are some regulations of the law related to company operation are not mentioned in this charter or there is new regulation that is different of the article of this charter then that regulations of law shall be applied and adjust the company activities.

## XXI. EFFECTIVE DATE

### Article 54. Effective date

1. This charter contains XXI chapters and 55 articles, and it is approved by the General Shareholders' Meeting of Everpia JSC on April 08<sup>th</sup>, 2007 in Hanoi, modified and amended on April 23<sup>rd</sup>, 2021 with all the effectiveness of all the textes of this charter.
2. This charter is an official and the only of the company.
3. All the copies of whole or part of this charter shall be valid if that contains signature of the chairman of the Board of Directors or at least ½ of total members of the Board of Directors.

### Article 55. Signatures of founding shareholders or legal representatives of the company.

Legal Representative  
General Director



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