

Số/No: 14-26/CBTT-ĐT

TP.Hồ Chí Minh, ngày 22 tháng 1 năm 2026
Ho Chi Minh City, January 22nd 2026

CÔNG BỐ THÔNG TIN BẤT THƯỜNG
EXTRAORDINARY INFORMATION DISCLOSURE

Kính gửi: Ủy Ban Chứng Khoán Nhà Nước / *The State Securities Commission*
Sở Giao dịch Chứng khoán TP. Hồ Chí Minh/ *Hochiminh Stock Exchange*

- Tên tổ chức/ *Name of organization*: Công ty Cổ phần Chế biến Gỗ Đức Thành/ *Duc Thanh Wood Processing Joint Stock Company*
 - Mã chứng khoán/ *Stock code*: GDT
 - Địa chỉ/ *Address*: 221/4 Phan Huy Ích, phường An Hội Tây, TP.HCM/ *221/4 Phan Huy Ich, An Hoi Tay Ward, HCMC*
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- Nội dung thông tin công bố/ *Contents of disclosure*:

Điều lệ công ty ngày 05/01/2026 bằng tiếng Anh với vốn điều lệ của Công ty được cập nhật là 249.307.010.000 VND/ *Charter of the Company dated January 5th, 2026 in English with the updated charter capital of 249.307.010.000 VND.*

- Thông tin này được công bố trên trang điện tử công ty tại đường dẫn sau/ *This information is published on the company website in the link:*

<https://goducthanh.com/vn/download/thong-bao-cho-co-dong-5.html>

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

CÔNG TY CỔ PHẦN CHẾ BIẾN GỖ ĐỨC THÀNH
DUC THANH WOOD PROCESSING JSC.
PHÓ TỔNG GIÁM ĐỐC/ DEPUTY GENERAL DIRECTOR

Đính kèm/ *Attachment*:

- *Company charter dated January 5, 2026 in English*



NGUYỄN THỊ THANH HUYỀN



CÔNG TY CỔ PHẦN
GỖ ĐỨC THÀNH
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Articles of Association

Duc Thanh Wood Processing Joint Stock Company

Date: January 5, 2026



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INTRODUCTION

This Charter (together with the updated figures therein) was adopted pursuant to a valid resolution of the General Meeting of Shareholders of the Company officially held on May 18, 2024; and takes effect from July 17, 2024.

I. DEFINITIONS OF TERMS IN THE CHARTER

Article 1: Definitions These definitions, when appearing below in the Charter, shall be italicized and placed in quotation marks. Shareholders may refer to the detailed definitions herein.

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

1.2 Abbreviations:

- GMS : General Meeting of Shareholders
- BOD : Board of Directors
- SB : Supervisory Board
- GD : General Director
- EB : Executive Board
- R : Report
- M : Meeting
- LOE : Law on Enterprises
- POB : Production and Business
- VSD : Vietnam Securities Depository

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

1.3.1 “Charter capital” means the total par value of shares sold or registered for subscription upon the establishment of the joint stock company and as provided in Article 5 of this Charter.

1.3.2 “Voting capital” means share capital, whereby the holder has the right to vote on matters within the authority of the General Meeting of Shareholders.

1.3.3 “Law on Enterprises” means Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020.

1.3.4 “Law on Securities” means Law on Securities No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019.

1.3.5 “Executive Board” means the General Director, Deputy General Directors, Chief Accountant, and other managerial positions in the Company approved by the BOD.

1.3.6 “Enterprise manager” means a person managing the company, including the Chairman of the BOD, members of the BOD, the General Director, and individuals holding other managerial titles as provided in the Company Charter.

1.3.7 “Date of establishment” means the date the Company is first granted the Enterprise Registration Certificate (Business Registration Certificate or equivalent documents).

1.3.8 “Fiscal year” begins on January 1 and ends on December 31 of the same year.

1.3.9 “10% shareholder group” means a shareholder or group of shareholders holding at least 10% of the total ordinary shares for a continuous period of at least six months.

1.3.10 “Total asset value” means the total asset value of the Company in the latest audited financial statements.

1.3.11 “Related person” means an individual or organization having relationships in the following cases:

- a) An enterprise and its insiders; a public fund, public securities investment company and their insiders;
- b) An enterprise and organizations or individuals owning more than 10% of voting shares or contributed capital of such enterprise;
- c) Organizations or individuals in relation to other organizations or individuals that directly or indirectly control or are controlled by such organizations or individuals, or together are subject to common control;
- d) An individual and his/her biological parents, adoptive parents, parents-in-law, spouse, biological children, adopted children, sons-in-law, daughters-in-law, siblings, brothers-in-law, sisters-in-law;

- e) A securities investment fund management company and the securities investment funds, securities investment companies managed by such company;
 - f) Contractual relationship in which one organization or individual acts as representative of another;
 - g) Other organizations or individuals deemed related persons under the Law on Enterprises.
- 1.3.12** “Insider” means a person holding an important position in the Company’s governance and management apparatus. Insiders of the Company include the Chairman of the BOD, members of the BOD, the legal representative, General Director, Deputy General Directors, Chief Financial Officer, Chief Accountant, and equivalent managerial titles elected by the GMS or appointed by the BOD; Head and members of the Supervisory Board, members of the Internal Audit Committee; Company Secretary, Corporate Governance Officer, and persons authorized to disclose information.
- 1.3.13** “Shareholder” means an individual or organization owning at least one share of the joint stock company.
- 1.3.14** “Founding shareholder” means a shareholder owning at least one ordinary share and signing the list of founding shareholders of the joint stock company.
- 1.3.15** “Major shareholder” means a shareholder owning 5% or more of the voting shares of the Company.
- 1.3.16** “Stock Exchange” means the Vietnam Stock Exchange and its subsidiaries.
- 1.3.17** “Transaction with related parties” means a transaction, including but not limited to borrowing, sale or purchase of assets, sale or purchase of shares in the Company, guarantee or other financial obligations, agreed between the Company and any of the following: members of the BOD, members of the SB, GD, EB, shareholders or group of shareholders holding at least 10% of the total ordinary shares for a continuous period of at least six months, or any related person of the foregoing. Transactions shall include any commissions, similar payments or benefits received by any of the foregoing persons from the Company or third parties, arising directly or indirectly from or related to any transactions in which the Company participates.
- 1.3.18** “Independent member of the BOD” means persons who must satisfy the following conditions:
- a. Not currently working for the company, its parent company or subsidiaries; not having worked for the company, its parent company or subsidiaries for at least the preceding 3 years;
 - b. Not currently receiving salary or remuneration from the company, except allowances that BOD members are entitled to under regulations;
 - c. Not having a spouse, biological parents, adoptive parents, biological children, adopted children, siblings who are major shareholders of the company; or who are managers of the company or its subsidiaries;
 - d. Not directly or indirectly owning at least 1% of the total voting shares of the company;
 - e. Not having served as a member of the BOD or SB of the company for at least the preceding 5 consecutive years, except where appointed continuously for 2 terms.

Independent members of the BOD must notify the BOD when they no longer meet the standards and conditions stipulated in Article 1.3.17 herein and shall automatically cease to be independent members of the BOD from the date of non-compliance. The BOD must notify the case of an independent member no longer meeting the standards and conditions at the nearest GMS or convene a GMS to elect additional or replacement independent members of the BOD within 6 months from the date of receipt of the relevant independent member’s notice.

In this Charter, references to regulations or State documents such as the Law on Enterprises, model charters, etc. shall include their amendments or replacements.

II. INTRODUCTION TO THE COMPANY

Article 2: Name, logo, form, head office, branches, representative offices and duration of operation of the Company

2.1 Name and logo of the Company:

- Vietnamese name: Công ty Cổ phần Chế biến Gỗ Đức Thành
- English name: DucThanh Wood Processing Joint Stock Company
- Abbreviated name: Công ty CP Đức Thành



2.2 DucThanh Wood Joint Stock Company is a joint stock company with legal entity status, in accordance with the prevailing laws of Vietnam.

2.3 Registered office of the Company:

2.3.1 The head office, which is also the factory in Ho Chi Minh City, located at:

- Address : 221/4 Phan Huy Ich Street, Ward 14, Go Vap District, Ho Chi Minh City
- Telephone : 028 3589 4287
- Fax : 028 3589 4288
- Website : www.goducthanh.com – www.winwintoys.com
- Email : info@goducthanh.com

2.3.2 Tan Uyen Factory, Binh Duong Province:

- Address : Tan Hoi Quarter, Tan Hiep Ward, Tan Uyen City, Binh Duong Province
- Telephone : 0274 3631 491
- Fax : 0274 3631 490

2.4 The Company shall have one legal representative, being either:

- The Chairman of the Board of Directors; or
- The General Director.

When necessary, the BOD shall have the authority to decide on the addition or change of the legal representative. The powers and obligations of the legal representative are stipulated in Articles 12 and 13 of the Law on Enterprises.

2.5 The Company may establish branches and representative offices in business locations to carry out the Company's operational objectives, in accordance with decisions of the BOD and within the scope permitted by law.

2.6 Unless terminated pursuant to Clause 2, Article 52 herein, the duration of operation of the Company shall commence from the date of establishment and be indefinite.

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

Article 3: Objectives of the Company's operations

3.1 The Company is established for the purpose of conducting business for profit, engaging in the business activities specified in Article 3.2 below and other business activities from time to time, in accordance with the law.

3.2 The Company engages in business activities in the following fields:

No.	Business sector	Code
1	Organization of trade promotion and introduction (excluding fire/explosion effects; not using explosives, inflammables, chemicals as props or tools for performing arts, events, films)	8230
2	Sawing, planing, wood preservation – Details: Forest product processing	1610
3	Rubber tree planting – Details: Rubber cultivation	0125
4	Afforestation and forest care – Details: Cultivation of timber trees	0210
5	Wholesale of other household goods (Exercising export, import, and wholesale distribution rights for goods not prohibited or restricted under Vietnamese law or international treaties to which Vietnam is a party) (CPC 622)	4649
6	Wholesale of construction materials and installation equipment – Details: Import/export of construction materials (Exercising export, import, and wholesale distribution rights for goods not prohibited or restricted under Vietnamese law or international treaties to which Vietnam is a party) (CPC 622)	4663
7	Sale of motorcycles Details: Import/export of motorcycles	4541
8	Sale of motorcycle parts and accessories Details: Import/export of motorcycle parts	4543
9	Wholesale of automobiles and other motor vehicles – Details: Import/export of automobiles	4511
10	Other specialized wholesale not elsewhere classified (Exercising export, import, and wholesale distribution rights for goods not prohibited or restricted under Vietnamese law or international treaties to which Vietnam is a party) (CPC 622)	4669
11	Wholesale of metals and metal ores (Exercising export, import, and wholesale distribution rights for goods not prohibited or restricted under Vietnamese law or international treaties to which Vietnam is a party) (CPC 622)	4662
12	Manufacture of other wood products; manufacture of products from bamboo, rattan, straw, rush and plaiting materials – Details: Manufacture of household wooden furniture, broom handles, flagpoles, laminated boards, household wooden products. Manufacture of children’s wooden toys (excluding wood processing; not trading toys harmful to children’s character education, health, or affecting public order and social safety).	1629 (Main)
13	Real estate business, land use rights owned, used or leased –Implemented in accordance with Clause 3, Article 11 of the Law on Real Estate Business.	6810
14	Road freight transport	4933
15	The enterprise must comply with the provisions of law on land, construction, fire prevention and fighting, environmental protection, other current legal provisions, and business conditions applicable to conditional business sectors.	Not yet matched with the Vietnam economic sector classification system

Article 4: Scope of Business and Operations

4.1 The Company is permitted to plan and conduct all production and business activities in accordance with its Enterprise Registration Certificate and this Charter, in compliance with prevailing laws; it is authorized to organize, manage, and implement appropriate measures to achieve the objectives assigned by the General Meeting of Shareholders (GMS).

4.2 In addition to its principal business activities, the Company may engage in other business sectors permitted by law and approved by the GMS.

IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 5: Charter Capital, Shares, Founding Shareholders

5.1 The charter capital of the Company is VND 249,307,010,000 (Two hundred forty-nine billion, three hundred seven million, ten thousand dong). The total charter capital of the Company has been divided into 24,930,701 shares with a par value of VND 10,000 per share. The Company may increase its charter capital upon approval by the GMS and in accordance with applicable laws.

5.2 The shares of the Company as of the date of adoption of this Charter are ordinary shares. Shareholders holding these shares shall have the rights and obligations stipulated in Articles 11 and 12 of this Charter.

5.3 The Company may issue other types of preferred shares if approved by the GMS and in compliance with applicable laws.

5.4 When issuing additional shares, existing shareholders shall be given priority to purchase in proportion to their ownership of ordinary shares in the Company, unless otherwise decided by the GMS. The Company must notify shareholders of the offering, specifying the number of shares and the registration period (minimum twenty days) or another period as prescribed by law, for shareholders to register to purchase. Shares not fully subscribed by shareholders shall be decided upon by the BOD. The BOD may allocate such shares to other parties under conditions it deems appropriate, but not under more favorable conditions than those offered to existing shareholders, unless otherwise decided by the GMS or if shares are sold via the Stock Exchange by auction.

5.5 The Company may repurchase its issued shares in accordance with this Charter and prevailing laws. Repurchased shares shall be considered treasury shares. The BOD may resell treasury shares in accordance with this Charter, the Securities Law, and related regulations.

5.6 The Company may issue other types of securities if unanimously approved in writing by the GMS, in compliance with securities laws and regulations at the time of issuance.

5.7 Founding shareholders: Names, addresses, number of shares, and other details of founding shareholders as prescribed by the Law on Enterprises shall be set out in Appendix 1 attached hereto. This Appendix forms an integral part of this Charter.

Article 6: Share Certificates Register

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

6.2 Share certificates must bear the seal and signature of the Company's legal representative. They must specify the number and type of shares held, the full name of the holder, and other information as required by the Law on Enterprises.

6.3 Within 07 days from the date of submission of complete documents requesting transfer of share ownership, or within 40 days from the end of the issuance period under the Company's share issuance plan, the holder shall be issued a share certificate free of charge.

6.4 In case a share certificate is damaged or lost, the shareholder may request issuance of a new certificate and must pay all related costs (if any).

6.5 A person inheriting shares from a deceased or bankrupt shareholder shall become a shareholder of the Company provided that legal evidence is furnished in accordance with law and this Charter. However, such person shall only have the right to attend and vote at GMS meetings after officially registering as a shareholder and being issued a share certificate if the shares have not been deposited.

Article 7: Other Securities Certificates

Bond certificates or other securities certificates of the Company (excluding offering letters, temporary certificates, and similar documents) shall also be issued bearing the seal and signature of the Company's legal representative.

Article 8: Transfer of Shares

8.1 All shares shall be freely transferable unless otherwise provided by this Charter and law. Listed shares on the Stock Exchange shall be transferred in accordance with securities laws and regulations.

8.2 Shares not fully paid for shall not be transferable and shall not entitle the holder to related rights such as dividends, rights to receive bonus shares from equity capital, rights to purchase newly offered shares, and other statutory rights, unless otherwise agreed.

Article 9: Redemption of Shares and Withdrawal of Rights to Purchase Shares

9.1 Redemption of Shares:

- **9.1.1** Shareholders may have their shares redeemed under circumstances stipulated in the share issuance regulations.
- **9.1.2** The Company must send a written notice specifying the time, place, and required documents to carry out redemption procedures and payment to the shareholder concerned.
- **9.1.3** Redeemed shares shall become treasury shares of the Company. The GMS may authorize the BOD to resell, distribute, reward, or donate such shares under conditions and methods deemed appropriate by the BOD.

9.2 Withdrawal of Rights to Purchase Shares:

- **9.2.1** If a shareholder fails to fully and timely pay for subscribed shares, the Company shall send a written notice specifying a new payment deadline (minimum seven days from the date of notice), payment location, penalties (if any), and clearly stating that failure to comply will result in withdrawal of rights to purchase unpaid shares.
- **9.2.2** If the requirements in the notice are not fulfilled, the BOD shall have the right to withdraw the rights to purchase unpaid shares.
- **9.2.3** Withdrawn rights to purchase shares shall be allocated by the BOD to any party under conditions and methods deemed appropriate.

9.3 Redemption notices shall be sent by "registered mail with return receipt" to the shareholder concerned prior to redemption, and shall be effective regardless of acknowledgment by the shareholder.

V. ORGANIZATIONAL STRUCTURE, MANAGEMENT AND SUPERVISION

Article 10: Organizational Management Structure

The Company's organizational management structure shall consist of:

- General Meeting of Shareholders (GMS)
- Board of Directors (BOD)
- Supervisory Board (SB)
- General Director
- Executive Board

VI. SHAREHOLDERS

Article 11: Rights of Shareholders **11.1** Ordinary shareholders shall have the following rights:

- **11.1.1** Attend and speak at GMS meetings and exercise voting rights directly or through authorized representatives or other forms as provided by the Company Charter and law. Each ordinary share carries one voting right.
- **11.1.2** Receive dividends at levels decided by the GMS.

- **11.1.3** Priority to purchase newly issued shares in proportion to their ownership of ordinary shares in the Company;
- **11.1.4** Freely transfer their shares to others, except as provided in Clause 3, Article 120, Clause 1, Article 127 of the Law on Enterprises and other relevant legal provisions;
- **11.1.5** Review, access and extract information on names and contact addresses in the list of shareholders entitled to vote, and request correction of inaccurate information relating to themselves;
- **11.1.6** Review, access, extract or copy the Company Charter, minutes of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;
- **11.1.7** Upon dissolution or bankruptcy of the Company, receive a portion of the remaining assets corresponding to their shareholding ratio in the Company;
- **11.1.8** Request the Company to repurchase shares in cases provided in Article 132 of the Law on Enterprises;
- **11.1.9** Be treated equally. Each share of the same class shall confer equal rights, obligations and benefits on its holder. In case the Company issues preferred shares, the rights and obligations attached thereto must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;
- **11.1.10** Have full access to periodic and extraordinary information disclosed by the Company in accordance with law;
- **11.1.11** Have their lawful rights and interests protected; request suspension or annulment of resolutions or decisions of the General Meeting of Shareholders or the BOD in accordance with the Law on Enterprises;
- **11.1.12** Other rights as provided by law and this Charter.

11.2 Shareholders or groups of shareholders holding 5% or more of the total ordinary shares shall have the following rights:

- **11.2.1** Request the BOD to convene the General Meeting of Shareholders in accordance with Clause 3, Article 115 and Article 140 of the Law on Enterprises;
- **11.2.2** Review, access and extract minutes, resolutions and decisions of the BOD, semi-annual and annual financial statements, reports of the Supervisory Board, contracts and transactions subject to approval by the BOD, and other documents, except those relating to the Company's trade secrets or business secrets;
- **11.2.3** Request the Supervisory Board to examine specific issues relating to the management and operation of the Company when deemed necessary. Such request must be in writing and include the following details: full name, contact address, nationality, legal identification number for individual shareholders; name, enterprise code or legal identification number, head office address for organizational shareholders; number of shares and time of share registration of each shareholder, total shares of the group and ownership ratio in the Company's total shares; the issue to be examined and the purpose of examination;
- **11.2.4** Propose matters to be included in the agenda of the General Meeting of Shareholders. Such proposal must be in writing and sent to the Company no later than 3 working days before the opening date. The proposal must specify the shareholder's name, number of each type of shares held, and the matter proposed for inclusion in the agenda;
- **11.2.5** Other rights as provided by law and this Charter.

11.3 Shareholders or groups of shareholders holding 10% or more of the total ordinary shares shall have the right to nominate persons to the BOD and the Supervisory Board. Nomination shall be carried out as follows:

- **11.3.1** Ordinary shareholders forming a group to nominate persons to the BOD and Supervisory Board must notify the grouping to other shareholders attending the meeting before the opening of the General Meeting of Shareholders;
- **11.3.2** Based on the number of members of the BOD and Supervisory Board, shareholders or groups of shareholders under this clause shall have the right to nominate one or more persons, as decided by the General Meeting of Shareholders, as candidates for the BOD and Supervisory Board. If the number of candidates nominated by shareholders or groups of shareholders is less than the number they are entitled to nominate under the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the BOD, Supervisory Board and other shareholders.

Article 12: Obligations of shareholders

Ordinary shareholders shall have the following obligations:

- **12.1** Fully and timely pay for the shares they have committed to purchase;
- **12.2** Not withdraw contributed capital in the form of ordinary shares from the Company in any form, except where the Company or another person repurchases such shares. In case a shareholder withdraws part or all of the contributed share capital contrary to this provision, such shareholder and persons with related interests in the Company shall be jointly liable for the Company's debts and other property obligations within the value of the withdrawn shares and for any damages incurred;

- **12.3** Comply with the Company Charter and internal management regulations of the Company;
- **12.4** Abide by resolutions and decisions of the General Meeting of Shareholders and the BOD;
- **12.5** Keep confidential information provided by the Company in accordance with the Company Charter and law; use such information only to exercise and protect their lawful rights and interests; strictly prohibited from disseminating, copying or otherwise providing such documents or information to other organizations or individuals;
- **12.6** Attend the General Meeting of Shareholders and exercise voting rights through the following forms:
 - **12.6.1** Attend and vote directly at the meeting;
 - **12.6.2** Authorize another individual or organization to attend and vote at the meeting;
 - **12.6.3** Attend and vote via online conference, electronic voting or other electronic forms;
 - **12.6.4** Send voting ballots to the meeting via mail, fax, or email;
- **12.7** Bear personal liability when acting on behalf of the Company in any form to perform any of the following acts:
 - **12.7.1** Violate the law;
 - **12.7.2** Conduct business or other transactions for self-interest or for the benefit of other organizations or individuals;
 - **12.7.3** Repay debts incurred by shareholders acting on behalf of the Company to borrow;
- **12.8** Fulfill other obligations as provided by current law.

VII. GENERAL MEETING OF SHAREHOLDERS

Article 13: General Meeting of Shareholders (GMS)

13.1 The GMS consists of all shareholders entitled to vote and is the highest decision-making body of the Company. The GMS shall convene annually once a year within four (04) months from the end of the fiscal year. The BOD may decide to extend the annual GMS in necessary cases, but not exceeding six (06) months from the end of the fiscal year. In addition to the annual meeting, the GMS may convene extraordinary meetings as provided in Article 13.3. The venue of the GMS shall be determined as the place where the chairperson attends the meeting and must be within the territory of Vietnam.

13.2 The BOD shall convene the annual GMS and select an appropriate venue. The annual GMS shall decide on matters as prescribed by law and the Company Charter, particularly the approval of the audited annual financial statements. In case the audit report of the Company's annual financial statements contains material exceptions, adverse opinions or disclaimers, the Company must invite representatives of the approved auditing organization that audited the Company's financial statements to attend the annual GMS, and such representatives shall be responsible for attending the annual GMS of the Company.

13.3 The BOD must convene an extraordinary GMS in the following cases:

- **13.3.1** The BOD deems it necessary for the benefit of the Company;
- **13.3.2** When the annual balance sheet, semi-annual or quarterly reports, or the audit report of the fiscal year reflect that equity capital has been reduced by half (½) compared to the beginning of the period;
- **13.3.3** The number of members of the BOD or Supervisory Board remaining is less than the minimum number prescribed by law;
- **13.3.4** At the request of shareholders or groups of shareholders as provided in Clause 2, Article 115 of the Law on Enterprises; such request must be in writing, stating the reasons and purpose of the meeting, bearing sufficient signatures of the relevant shareholders, or compiled from multiple documents with sufficient signatures of the relevant shareholders;
- **13.3.5** At the request of the Supervisory Board;
- **13.3.6** Other cases as prescribed by law and this Charter.

13.4 Convening extraordinary GMS:

- **13.4.1** The BOD must convene the GMS within 30 days from the date the number of BOD members, independent BOD members or Supervisory Board members remains as provided in Article 13.3.3, or from receipt of requests as provided in Articles 13.3.4 and 13.3.5 herein;
- **13.4.2** If the BOD fails to convene the GMS as provided in Article 13.4.1, then within the following 30 days, the Supervisory Board shall convene the GMS in place of the BOD in accordance with Clause 3, Article 140 of the Law on Enterprises;
- **13.4.3** If the Supervisory Board fails to convene the GMS as provided in Article 13.4.2, shareholders or groups of shareholders as provided in Article 13.3.4 shall have the right to request the Company's representative to convene the GMS in accordance with the Law on Enterprises;

- **13.4.4** In such case, shareholders or groups of shareholders convening the GMS may request the Business Registration Authority to supervise the procedures for convening, conducting the meeting and adopting resolutions of the GMS. All costs of convening and conducting the GMS shall be reimbursed by the Company. These costs do not include expenses incurred by shareholders attending the GMS, including accommodation and travel expenses;
- **13.4.5** Procedures for organizing the GMS shall comply with Clause 5, Article 140 of the Law on Enterprises.

Article 14: Powers and duties of the GMS

14.1 The GMS shall have the following powers and duties:

- **14.1.1** Approve the Company's development orientation;
- **14.1.2** Decide the types of shares and total number of shares of each type to be offered; decide the annual dividend rate of each type of shares;
- **14.1.3** Elect, dismiss, or remove members of the BOD and Supervisory Board;
- **14.1.4** Decide on investment or sale of assets valued at 35% or more of the total asset value recorded in the Company's latest financial statements;
- **14.1.5** Decide on amendments and supplements to the Company Charter;
- **14.1.6** Approve the annual financial statements;
- **14.1.7** Decide on repurchase of more than 10% of the total shares sold of each type;
- **14.1.8** Review and handle violations by members of the BOD or Supervisory Board causing damage to the Company and its shareholders;
- **14.1.9** Decide on reorganization or dissolution of the Company;
- **14.1.10** Decide on the budget or total remuneration, allowances, bonuses and other benefits for the BOD and Supervisory Board;
- **14.1.11** Approve internal governance regulations; regulations on operation of the BOD and Supervisory Board;
- **14.1.12** Approve the list of approved auditing firms; decide on the approved auditing firm to audit the Company's operations; dismiss approved auditors when deemed necessary;
- **14.1.13** Other rights and duties as prescribed by law.

14.2 The GMS shall discuss and approve the following matters:

- **14.2.1** The Company's annual business plan;
- **14.2.2** Audited annual financial statements;
- **14.2.3** Report of the BOD on governance and performance of the BOD and each member;
- **14.2.4** Report of the Supervisory Board on the Company's business results, performance of the BOD and General Director;
- **14.2.5** Self-assessment report of the Supervisory Board and its members;
- **14.2.6** Dividend rate for each share of each type;
- **14.2.7** Number of members of the BOD and Supervisory Board;
- **14.2.8** Election, dismissal, removal of members of the BOD and Supervisory Board;
- **14.2.9** Decide on the budget or total remuneration, allowances, bonuses and other benefits for the BOD and Supervisory Board;
- **14.2.10** Approve the list of approved auditing firms; decide on the approved auditing firm to audit the Company's operations when deemed necessary;
- **14.2.11** Amendments and supplements to the Company Charter;
- **14.2.12** Types of shares and number of newly issued shares of each type, and transfer of founding shareholders' shares within the first 03 years from the date of establishment;
- **14.2.13** Division, separation, consolidation, merger or conversion of the Company;
- **14.2.14** Reorganization and dissolution (liquidation) of the Company and appointment of liquidators;
- **14.2.15** Investment or sale of assets valued at 35% or more of the total asset value recorded in the Company's latest financial statements;
- **14.2.16** Repurchase of more than 10% of the total shares sold of each type;
- **14.2.17** The Company entering into contracts or transactions with parties specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the Company's total assets recorded in the latest financial statements;
- **14.2.18** Approval of transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of certain provisions of the Law on Securities;
- **14.2.19** Approval of internal regulations on corporate governance, regulations on operation of the BOD and Supervisory Board;

- **14.2.20** Other matters as prescribed by law and this Charter.

14.3 All resolutions and matters included in the meeting agenda must be discussed and voted on at the GMS

Article 15: Convening, Agenda and Notice of the General Meeting of Shareholders (GMS)

15.1 The BOD shall convene the annual and extraordinary GMS. The BOD shall convene extraordinary GMS in cases provided in Article 13.3 of this Charter.

15.2 The convener of the GMS must perform the following tasks:

- **15.2.1** Prepare the list of shareholders eligible to attend and vote at the GMS. The list of shareholders entitled to attend the GMS shall be made no later than 10 days prior to the date of sending the notice of invitation to the GMS. The Company must disclose information on the preparation of the list of shareholders entitled to attend the GMS at least 20 days prior to the record date;
- **15.2.2** Prepare the agenda and contents of the meeting;
- **15.2.3** Prepare documents for the meeting;
- **15.2.4** Draft resolutions of the GMS according to the expected contents of the meeting;
- **15.2.5** Determine the time and venue of the meeting;
- **15.2.6** Notify and send the notice of the GMS to all shareholders entitled to attend;
- **15.2.7** Other tasks serving the meeting.

15.3 The notice of invitation to the GMS shall be sent to all shareholders by means ensuring delivery to the shareholders' contact addresses, and simultaneously published on the Company's website, the State Securities Commission, and the Stock Exchange where the Company's shares are listed or registered for trading. The convener must send the notice of invitation to all shareholders in the list of shareholders entitled to attend the GMS no later than 21 days prior to the opening date of the meeting (counted from the date the notice is duly sent or dispatched). The agenda of the GMS and documents relating to matters to be voted on at the meeting shall be sent to shareholders and/or published on the Company's website. If documents are not enclosed with the notice of invitation, the notice must specify the link to the full set of meeting documents for shareholders to access, including:

- **15.3.1** Agenda and documents used at the meeting;
- **15.3.2** List and detailed information of candidates in case of election of members of the BOD and Supervisory Board;
- **15.3.3** Voting ballots;
- **15.3.4** Draft resolutions for each matter in the agenda.

15.4 Shareholders or groups of shareholders as provided in Article 11.2 shall have the right to propose matters to be included in the agenda of the GMS. Such proposal must be in writing and sent to the Company no later than 03 working days prior to the opening date of the meeting. The proposal must specify the shareholder's name, number of each type of shares held, and the matter proposed for inclusion in the agenda.

15.5 The convener of the GMS shall have the right to refuse proposals under Article 15.4 if falling into one of the following cases:

- **15.5.1** The proposal is not submitted in accordance with Clause 4 of this Article;
- **15.5.2** At the time of proposal, the shareholder or group of shareholders does not hold at least 5% of ordinary shares as provided in Article 11.2;
- **15.5.3** The proposed matter is not within the authority of the GMS;
- **15.5.4** Other cases as provided by law and this Charter.

15.6 The convener of the GMS must accept and include proposals under Article 15.4 in the expected agenda and contents of the meeting, except in cases provided in Article 15.5; proposals shall be officially added to the agenda and contents of the meeting if approved by the GMS.

Article 16: Authorization to attend the GMS

16.1 Shareholders, or authorized representatives of organizational shareholders, may directly attend the meeting or authorize one or several other individuals or organizations to attend, or attend through one of the forms provided in Clause 3, Article 144 of the Law on Enterprises.

16.2 Authorization for individuals or organizations to represent shareholders at the GMS under Article 16.1 must be made in writing. The authorization document shall be made in accordance with civil law and must specify the name of the authorizing shareholder, name of the authorized individual or organization, number of shares authorized, contents of authorization, scope of authorization, duration of authorization, and signatures of both the authorizing and authorized parties. The authorized person attending the GMS must submit the authorization document upon registration. In case of re-authorization, the attendee must additionally present the original authorization document of the shareholder or authorized representative of the organizational shareholder (if not previously registered with the Company).

16.3 Voting ballots of the authorized person attending the GMS within the scope of authorization shall remain valid except in the following cases where they shall be invalid:

- **16.3.1** The authorizing shareholder has died, is restricted in civil act capacity, or has lost civil act capacity;
- **16.3.2** The authorizing shareholder has revoked the authorization;
- **16.3.3** The authorizing shareholder has revoked the authority of the authorized person.

16.4 Organizational shareholders of the Company holding at least 10% of the total ordinary shares may authorize up to 3 representatives and must specify the contributed capital portion and number of shares authorized to each representative.

16.5 Authorization of representatives must comply with legal provisions.

Article 17: Conditions for conducting the GMS

17.1 The GMS shall be conducted when shareholders attending represent more than 50% of the total voting shares.

17.2 If the first meeting does not meet the conditions under Clause 1 of this Article, the second notice of invitation shall be sent within 30 days from the scheduled date of the first meeting. The second GMS shall be conducted when shareholders attending represent at least 33% of the total voting shares.

17.3 If the second meeting does not meet the conditions under Clause 2 of this Article, the third notice of invitation shall be sent within 20 days from the scheduled date of the second meeting. The third GMS shall be conducted regardless of the total voting shares represented by attending shareholders.

Article 18: Procedures for conducting meetings and voting at the General Meeting of Shareholders (GMS)

18.1 Prior to the opening of the meeting, the Company must carry out shareholder registration procedures and continue registration until all shareholders entitled to attend have registered, in the following order:

- **18.1.1** When registering shareholders, the Company shall issue each shareholder or authorized representative entitled to vote a voting card, stating the registration number, full name of the shareholder, full name of the authorized representative, and the number of votes of that shareholder. The GMS shall discuss and vote on each matter in the agenda. Voting shall be conducted by approval, disapproval, and abstention. At the meeting, approval cards shall be collected first, disapproval cards collected thereafter, and finally the total number of approval or disapproval votes shall be counted to decide. The vote-counting results shall be announced by the chairperson immediately before the closing of the meeting. The GMS shall elect persons responsible for vote counting or supervising vote counting upon the chairperson's proposal. The number of members of the vote-counting committee shall be decided by the GMS based on the chairperson's proposal.
- **18.1.2** Shareholders, authorized representatives of organizational shareholders, or authorized persons arriving after the meeting has commenced may register immediately and thereafter have the right to participate and vote at the GMS upon registration. The chairperson is not responsible for suspending the meeting to allow late shareholders to register, and the validity of matters already voted upon shall remain unchanged.

18.2 Election of chairperson, secretary, and vote-counting committee shall be as follows:

- **18.2.1** The Chairman of the BOD shall act as chairperson or authorize another BOD member to act as chairperson of the GMS convened by the BOD. If the Chairman is absent or temporarily unable to perform duties, the remaining BOD members shall elect one among them as chairperson by majority vote. If no chairperson is elected, the Head of the Supervisory Board shall preside for the GMS to elect a chairperson from among attendees, and the person with the highest votes shall act as chairperson.

- **18.2.2** Except as provided in Article 18.2.1, the person signing the convening notice of the GMS shall preside for the GMS to elect a chairperson, and the person with the highest votes shall act as chairperson.
- **18.2.3** The chairperson shall appoint one or several persons as secretary of the meeting.
- **18.2.4** The GMS shall elect one or several persons to the vote-counting committee upon the chairperson's proposal.

18.3 The agenda and contents of the meeting must be approved by the GMS at the opening session. The agenda must clearly and specifically allocate time for each matter.

18.4 The chairperson of the GMS shall have the right to take necessary and reasonable measures to conduct the meeting in an orderly manner, in accordance with the approved agenda, and reflecting the wishes of the majority of attendees.

- **18.4.1** Arrange seating at the meeting venue;
- **18.4.2** Ensure safety for all attendees at the venue;
- **18.4.3** Facilitate shareholder participation (or continued participation) in the meeting. The convener of the GMS shall have full authority to modify such measures and apply all necessary measures. Measures may include issuing entry passes or using other appropriate methods.

18.5 The GMS shall discuss and vote on each matter in the agenda. Voting shall be conducted by approval, disapproval, and abstention. The vote-counting results shall be announced by the chairperson immediately before closing the meeting.

18.6 Shareholders or authorized persons arriving after the meeting has commenced may still register and have the right to participate and vote immediately upon registration; in such case, the validity of matters already voted upon shall remain unchanged.

18.7 The convener or chairperson of the GMS shall have the following rights:

- **18.7.1** Require attendees to undergo inspection or other lawful and reasonable security measures;
- **18.7.2** Request competent authorities to maintain order at the meeting; expel persons who do not comply with the chairperson's authority, deliberately disrupt order, obstruct the normal progress of the meeting, or fail to comply with security inspection requirements.

18.8 The chairperson shall have the right to postpone the GMS, already having sufficient registered attendees, for a maximum of 03 working days from the scheduled opening date, and may only postpone or change the venue in the following cases:

- **18.8.1** The venue does not have sufficient convenient seating for all attendees;
- **18.8.2** Communication facilities at the venue do not ensure shareholders' participation, discussion, and voting;
- **18.8.3** Attendees obstruct or disrupt order, creating risk that the meeting cannot be conducted fairly and lawfully.

18.9 If the chairperson postpones or suspends the GMS contrary to Article 18.8, the GMS shall elect another attendee to replace the chairperson to preside until the end of the meeting; all resolutions adopted at such meeting shall be valid.

18.10 If the Company applies modern technology to organize the GMS via online meeting, the Company shall be responsible for ensuring shareholders' participation and voting by electronic ballots or other electronic forms in accordance with Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of certain provisions of the Law on Securities.

Article 19: Conditions for resolutions of the GMS to be adopted

19.1 Resolutions on the following matters shall be adopted if approved by shareholders representing at least 65% of the total voting shares of all attending shareholders, except as provided in Clauses 3, 4 and 6, Article 148 of the Law on Enterprises:

- **19.1.1** Types of shares and total number of shares of each type;
- **19.1.2** Changes in business lines and sectors;
- **19.1.3** Changes in organizational management structure of the Company;

- **19.1.4** Investment projects or sale of assets valued at 35% or more of the total asset value recorded in the Company's latest financial statements, unless the Company Charter provides for a different ratio or value;
- **19.1.5** Reorganization or dissolution of the Company.

19.2 Other resolutions shall be adopted if approved by shareholders representing more than 60% of the total voting shares of all attending shareholders, except as provided in Article 19.1 and Clauses 3, 4 and 6, Article 148 of the Law on Enterprises.

19.3 Resolutions of the GMS adopted by 100% of voting shares shall be lawful and effective even if the procedures for convening and adopting such resolutions violate provisions of the Law on Enterprises and the Company Charter

Article 20: Authority and procedures for collecting written opinions of the GMS

The authority and procedures for collecting shareholders' written opinions to adopt resolutions of the GMS shall be implemented as follows:

20.1 The BOD shall have the right to collect written opinions of the GMS at any time, if deemed necessary for the benefit of the Company, including the following cases:

- **20.1.1** Amendments and supplements to the Company Charter;
- **20.1.2** Approval of the Company's development orientation;
- **20.1.3** Decision on types of shares and total number of shares of each type to be offered;
- **20.1.4** Election, dismissal, removal of members of the BOD and Supervisory Board;
- **20.1.5** Approval of annual financial statements;
- **20.1.6** Changes in business lines and sectors;
- **20.1.7** Changes in organizational management structure of the Company;
- **20.1.8** Investment projects or sale of assets valued at 35% or more of the total asset value;
- **20.1.9** Other matters within the authority of the GMS.

20.2 The BOD must prepare ballots, draft resolutions of the GMS, explanatory documents for the draft resolutions, and send them to all shareholders entitled to vote no later than 10 days prior to the deadline for returning the ballots. Requirements and methods of sending ballots and accompanying documents shall comply with Article 20.3 herein.

20.3 Ballots must contain the following principal contents:

- **20.3.1** Name, head office address, enterprise code;
- **20.3.2** Purpose of collecting opinions;
- **20.3.3** Full name, contact address, nationality, legal identification number for individual shareholders; name, enterprise code or legal identification number, head office address for organizational shareholders; or full name, contact address, nationality, legal identification number for individuals representing organizational shareholders; number of shares of each type and number of voting rights of shareholders;
- **20.3.4** Matters requiring opinions for decision;
- **20.3.5** Voting options including approval, disapproval, and abstention for each matter;
- **20.3.6** Deadline for returning completed ballots to the Company;
- **20.3.7** Full name and signature of the Chairman of the BOD.

20.4 Shareholders may send completed ballots to the Company by mail, fax, or email as follows:

- **20.4.1** In case of mail, ballots must bear the signature of the individual shareholder, authorized representative, or legal representative of the organizational shareholder. Ballots sent to the Company must be enclosed in sealed envelopes and no one shall open them before vote counting;
- **20.4.2** In case of fax or email, ballots sent to the Company must be kept confidential until vote counting;
- **20.4.3** All ballots sent to the Company after the deadline specified in the ballot contents, or opened in case of mail, or disclosed in case of fax or email, shall be invalid. Ballots not returned shall be deemed non-participation in voting.

20.5 Under the chairmanship of the BOD, the vote-counting committee shall organize vote counting and prepare minutes under the witness of representatives of the Supervisory Board or shareholders not holding managerial positions in the Company. The vote-counting minutes must contain the following principal contents:

- **20.5.1** Name, head office address, enterprise code;

- **20.5.2** Purpose and matters requiring opinions for resolution;
- **20.5.3** Number of shareholders with total voting rights participating, distinguishing valid and invalid votes, methods of ballot submission, together with annexes showing total votes of approval, disapproval, and abstention for each matter;
- **20.5.4** Matters adopted and corresponding voting ratios;
- **20.5.5** Full name and signature of the Chairman of the BOD, vote counters, and vote-counting supervisors;
- **20.5.6** Members of the BOD, vote counters, and vote-counting supervisors shall be jointly responsible for the truthfulness and accuracy of the vote-counting minutes; jointly liable for damages arising from resolutions adopted due to dishonest or inaccurate vote counting.

20.6 The vote-counting minutes and resolutions must be sent to shareholders within 15 days from the date of completion of vote counting. Sending of minutes and resolutions may be replaced by posting on the Company's website within 24 hours from the completion of vote counting.

20.7 Completed ballots, vote-counting minutes, full text of adopted resolutions, and documents attached to ballots must be kept at the Company's head office.

20.8 Resolutions adopted by collecting shareholders' written opinions shall be valid if approved by shareholders representing more than 60% of the total voting shares of all shareholders entitled to vote, and shall have the same validity as resolutions adopted at the GMS.

Article 21: Minutes and resolutions of the GMS

21.1 The GMS must be recorded in minutes and may be audio-recorded or recorded and stored in other electronic forms. Minutes must be prepared in Vietnamese, and may also be prepared in foreign languages, and must contain the following principal contents:

- **21.1.1** Name, head office address, enterprise code;
- **21.1.2** Time and venue of the GMS;
- **21.1.3** Agenda and contents of the meeting;
- **21.1.4** Full name of the chairperson and secretary;
- **21.1.5** Summary of the meeting proceedings and opinions expressed at the GMS on each matter in the agenda;
- **21.1.6** Number of shareholders and total voting rights of attending shareholders, annex of registered shareholders, representatives of shareholders attending with corresponding shares and votes;
- **21.1.7** Total votes for each matter, specifying voting methods, total valid and invalid votes, approvals, disapprovals, and abstentions; corresponding ratios on total voting rights of attending shareholders;
- **21.1.8** Matters adopted and corresponding voting ratios;
- **21.1.9** Full name and signature of the chairperson and secretary. If the chairperson or secretary refuses to sign the minutes, the minutes shall remain valid if signed by all other attending BOD members and containing all required contents. The minutes must state the refusal of the chairperson or secretary to sign.

21.2 The minutes of the GMS must be completed and approved before the end of the meeting. The chairperson and secretary of the meeting or other signatories of the minutes shall be jointly responsible for the truthfulness and accuracy of the contents.

21.3 Minutes prepared in both Vietnamese and foreign languages shall have equal legal validity. In case of discrepancies between the Vietnamese and foreign language versions, the Vietnamese version shall prevail.

21.4 Resolutions, minutes of the GMS, annex of registered shareholders with signatures, authorization documents for attendance, all documents attached to the minutes (if any), and documents attached to the notice of invitation must be disclosed in accordance with laws on information disclosure in the securities market and must be kept at the Company's head office.

Article 22: Request for annulment of resolutions of the GMS

Within 90 days from receipt of the resolution or minutes of the GMS or vote-counting minutes of collecting written opinions of the GMS, shareholders or groups of shareholders as provided in Clause 2, Article 115 of the Law on Enterprises shall have the right to request the Court or Arbitration to review and annul the resolution or part thereof in the following cases:

- **22.1** The procedures for convening and adopting resolutions of the GMS seriously violate provisions of the Law on Enterprises and the Company Charter, except as provided in Article 19.3 of this Charter;

- **22.2** The contents of the resolution violate the law or this Charter.

VIII. BOARD OF DIRECTORS

Article 23: Composition, number and term of the BOD

23.1 The number of members of the BOD shall be 7.

23.2 The term of office of BOD members shall not exceed 05 years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent BOD member of a company for no more than 02 consecutive terms. In case all BOD members simultaneously end their term, such members shall continue as BOD members until new members are elected to replace and assume duties.

23.3 The structure of the BOD of a public company must ensure that at least one-third of the total members are non-executive members. The Company shall minimize the number of BOD members concurrently holding executive positions in the Company to ensure the independence of the BOD.

23.4 The total number of independent BOD members must comply with the following provisions:

- **23.4.1** At least 01 independent member if the company has 03 to 05 BOD members;
- **23.4.2** At least 02 independent members if the company has 06 to 08 BOD members;
- **23.4.3** At least 03 independent members if the company has 09 to 11 BOD members.

23.5 A BOD member shall cease to be a member in case of dismissal, removal, or replacement by the GMS in accordance with Article 160 of the Law on Enterprises.

23.6 Appointment of BOD members must be disclosed in accordance with laws on information disclosure in the securities market.

23.7 BOD members are not required to be shareholders of the Company.

23.8 Nomination of BOD candidates prior to the GMS:

- **23.8.1** If candidates for the BOD have been identified, the Company must disclose information relating to such candidates at least 10 days prior to the opening of the GMS on the Company's website so that shareholders may review such candidates before voting. BOD candidates must provide a written commitment on the truthfulness and accuracy of disclosed personal information and must commit to performing duties honestly, prudently, and in the best interests of the Company if elected. Information disclosed regarding BOD candidates shall include:
 - **23.8.2** Full name, date of birth;
 - **23.8.3** Professional qualifications;
 - **23.8.4** Employment history;
 - **23.8.5** Other managerial positions (including BOD positions in other companies);
 - **23.8.6** Interests related to the Company and its related parties;
 - **23.8.7** Other information (if any) as provided in the Company Charter;
 - **23.8.8** Public companies must disclose information on companies where the candidate currently holds BOD membership, other managerial positions, and interests related to such companies (if any).
 - **23.8.9** Shareholders or groups of shareholders holding at least 10% of ordinary shares shall have the right to nominate BOD candidates in accordance with the Law on Enterprises and Article 11.3 of this Charter.
 - **23.8.10** Due to the requirement of background checks and review of candidates' qualifications under current laws and BOD requirements, the Company shall not accept nominations or self-nominations at the GMS, as this has been announced prior to the meeting.

23.9 If the number of BOD candidates nominated and self-nominated is still insufficient as required under Clause 5, Article 115 of the Law on Enterprises or Article 11.3 of this Charter, the incumbent BOD shall introduce additional candidates or organize nominations in accordance with the Company Charter, internal corporate governance regulations, and BOD operating regulations. The introduction of additional candidates by the incumbent BOD must be clearly disclosed prior to the GMS voting for BOD members in accordance with law.

23.10 BOD members must meet the standards and conditions provided in Clauses 1 and 2, Article 155 of the Law on Enterprises.

Article 24: Powers and duties of the BOD

24.1 The BOD is the Company's management body, having full authority to act on behalf of the Company to decide and exercise the Company's rights and obligations, except for rights and obligations within the authority of the GMS.

24.2 The rights and obligations of the BOD are prescribed by law, the Company Charter, and the GMS. Specifically, the BOD shall have the following powers and duties:

- **24.2.1** Decide the Company's strategy, medium-term development plan, and annual business plan;
- **24.2.2** Propose types of shares and total number of shares of each type to be offered;
- **24.2.3** Decide on sale of unsold shares within the authorized number of shares of each type; decide on raising additional capital by other means;
- **24.2.4** Decide on the selling price of the Company's shares and bonds;
- **24.2.5** Decide on repurchase of shares in accordance with Clauses 1 and 2, Article 133 of the Law on Enterprises;
- **24.2.6** Decide on investment plans and projects within authority and limits prescribed by law;
- **24.2.7** Decide on solutions for market development, marketing, and technology;
- **24.2.8** Approve contracts of sale, purchase, borrowing, lending, and other contracts or transactions valued below 35% of the total asset value recorded in the Company's latest financial statements;
- **24.2.9** Elect, dismiss, remove the Chairman of the BOD; appoint, dismiss, sign and terminate contracts with the General Director and other key managers as provided in the Company Charter; decide on salaries, remuneration, bonuses and other benefits of such managers; appoint authorized representatives to participate in Members' Councils or GMS of other companies; decide on remuneration and other benefits of such representatives;
- **24.2.10** Supervise and direct the General Director and other managers in daily business operations of the Company;
- **24.2.11** Decide on organizational structure, internal management regulations of the Company; decide on establishment of subsidiaries, branches, representative offices, and capital contribution or share purchase in other enterprises;
- **24.2.12** Approve agenda and documents for the GMS, convene the GMS or collect written opinions for GMS resolutions;
- **24.2.13** Submit audited annual financial statements to the GMS;
- **24.2.14** Propose dividend rates; decide on timing and procedures for dividend payment or handling of losses incurred during business operations;
- **24.2.15** Propose reorganization or dissolution of the Company; request bankruptcy of the Company;
- **24.2.16** Decide on issuance of BOD operating regulations, internal corporate governance regulations after approval by the GMS; decide on issuance of operating regulations of the Audit Committee under the BOD, and regulations on information disclosure of the Company;
- **24.2.17** Other rights and obligations as provided by the Law on Enterprises, the Law on Securities, other legal provisions, and the Company Charter.

24.3 The BOD must report to the GMS on its performance results in accordance with Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of certain provisions of the Law on Securities.

Article 25: Remuneration, bonuses and other benefits of BOD members

25.1 The Company shall have the right to pay allowances and bonuses to BOD members based on business results and efficiency.

25.2 BOD members shall be entitled to work remuneration and bonuses. Work remuneration shall be calculated based on the number of working days required to complete the duties of BOD members and the daily remuneration rate. The BOD shall estimate remuneration for each member by unanimous principle. The total remuneration and bonuses of the BOD shall be decided by the GMS at the annual meeting.

25.3 Remuneration of each BOD member shall be included in the Company's business expenses in accordance with laws on corporate income tax, presented as a separate item in the Company's annual financial statements, and must be reported to the GMS at the annual meeting.

25.4 BOD members holding executive positions or working in BOD committees or performing tasks beyond the ordinary duties of a BOD member may be paid additional remuneration in the form of lump-sum payments, salaries, commissions, profit percentages, or other forms as decided by the BOD.

25.5 BOD members shall be entitled to reimbursement of all travel, accommodation, and other reasonable expenses incurred in performing their duties as BOD members, including expenses incurred in attending GMS, BOD meetings, or BOD committee meetings.

25.6 BOD members may be provided with liability insurance by the Company upon approval of the GMS. Such insurance shall not cover liabilities of BOD members relating to violations of law and the Company Charter.

Article 26: Chairman of the Board of Directors

26.1 The Chairman of the BOD shall be elected, dismissed, or removed by the BOD from among its members. The Chairman of the BOD shall not concurrently hold the position of General Director.

26.2 The Chairman of the BOD shall have the following rights and duties:

- **26.2.1** Establish programs and plans of activities of the BOD;
- **26.2.2** Prepare agenda, contents, and documents for meetings; convene, preside over, and chair BOD meetings;
- **26.2.3** Organize the adoption of resolutions and decisions of the BOD;
- **26.2.4** Supervise the implementation of resolutions and decisions of the BOD;
- **26.2.5** Chair the General Meeting of Shareholders;
- **26.2.6** Other rights and duties as provided by the Law on Enterprises.

26.3 In case the Chairman of the BOD resigns or is dismissed or removed, the BOD must elect a replacement within 15 days from the date of receipt of the resignation or dismissal/removal.

26.4 In case the Chairman of the BOD is absent or unable to perform his/her duties, he/she must authorize in writing another member to exercise the rights and duties of the Chairman. If no authorization is made, or if the Chairman dies, is missing, detained, serving a prison sentence, serving administrative measures at compulsory rehabilitation or compulsory education establishments, absconds from residence, is restricted or loses civil act capacity, has cognitive or behavioral difficulties, or is prohibited by court from holding positions, practicing professions or performing certain jobs, the remaining members shall elect one among them as Chairman of the BOD by majority vote.

Article 27: Meetings of the BOD and forms of meetings

The Chairman of the BOD shall be elected at the first meeting of the BOD within 07 working days from the date of completion of the BOD election. This meeting shall be convened and presided over by the member with the highest number or highest percentage of votes. If more than one member has the same highest number or percentage of votes, members shall elect by majority one among them to convene the BOD meeting.

27.1 Members must fully attend BOD meetings. A member may authorize another person to attend and vote if approved by the majority of BOD members.

27.2 The BOD must meet at least once per quarter and may hold extraordinary meetings.

27.3 The Chairman of the BOD shall convene extraordinary meetings of the BOD in the following cases:

- **27.3.1** At the request of the Supervisory Board or an independent BOD member;
- **27.3.2** At the request of the General Director or at least 05 other managers;
- **27.3.3** At the request of at least 02 BOD members.

27.4 Requests under Clause 3 of this Article must be made in writing, stating the purpose, matters to be discussed, and decisions within the authority of the BOD.

27.5 The Chairman of the BOD must convene a BOD meeting within 07 working days from receipt of requests under Clause 3 of this Article. If the Chairman fails to convene the meeting without justifiable reason, he/she shall be liable for damages to the Company; the requesting party shall have the right to convene the BOD meeting in place of the Chairman.

27.6 The Chairman of the BOD or the convener must send the notice of meeting no later than 03 working days prior to the meeting date. The notice must specify the time and venue, agenda, matters for discussion and decision. The notice must be accompanied by documents to be used at the meeting and voting ballots of members. The notice of meeting may be sent by invitation letter, telephone, fax, electronic means, or other methods provided in the Company Charter and must be delivered to the registered contact address of each BOD member.

27.7 The Chairman of the BOD or the convener shall send the notice of meeting and accompanying documents to Supervisory Board members as to BOD members. Supervisory Board members shall have the right to attend BOD meetings, to discuss but not to vote.

27.8 A BOD meeting shall be conducted when at least 3/4 of total members attend. If the meeting convened under this clause does not have sufficient members, it shall be reconvened within 07 days from the scheduled date of the first meeting. In such case, the meeting shall be conducted if more than half of BOD members attend.

27.9 A BOD member shall be deemed to attend and vote at the meeting in the following cases:

- **27.9.1** Attend and vote directly at the meeting;
- **27.9.2** Authorize another person to attend and vote in accordance with Clause 11 of this Article;
- **27.9.3** Attend and vote via online conference, electronic voting or other electronic forms;
- **27.9.4** Send voting ballots to the meeting by mail, fax, or email;
- **27.9.5** Send voting ballots by other means.

27.10 In case voting ballots are sent to the meeting by mail, they must be enclosed in sealed envelopes and delivered to the Chairman of the BOD no later than 01 hour before opening. Ballots shall only be opened in the presence of all attendees.

27.11 Members must fully attend BOD meetings. A member may authorize another person to attend and vote if approved by the majority of BOD members.

27.12 Resolutions and decisions of the BOD shall be adopted if approved by the majority of attending members; in case of equal votes, the final decision shall belong to the side with the Chairman's opinion.

27.13 BOD meetings must be recorded in minutes in Vietnamese in accordance with the Law on Enterprises, signed by BOD members, serving as evidence of matters conducted and adopted at the meeting. The secretary shall be responsible for storing meeting minutes and related documents, and sending minutes to all BOD members.

27.14 In addition to meeting minutes, a resolution of the BOD meeting must be prepared, fully stating the contents of decisions from the minutes. Such resolution requires only the signature of the Chairman of the BOD.

Article 28: Committees under the BOD

28.1 The BOD may establish subordinate committees responsible for development policy, personnel, remuneration, internal audit, and risk management. The number of committee members shall be decided by the BOD, with a minimum of 03 persons including BOD members and external members. Independent/non-executive BOD members should constitute the majority of the committee, and one of them shall be appointed as Committee Chairman by the BOD. Committee activities must comply with BOD regulations. Committee resolutions shall be valid only when approved by the majority of attending members at committee meetings.

28.2 Implementation of decisions of the BOD or its subordinate committees must comply with prevailing laws, the Company Charter, and internal corporate governance regulations.

IX. GENERAL DIRECTOR, EXECUTIVE BOARD AND COMPANY SECRETARY

Article 29: Organizational management structure The organizational management chart of the Company shall be proposed by the General Director and approved by the BOD. The Company must ensure that the management apparatus is accountable to the BOD and subject to the supervision and direction of the BOD in the Company's daily business operations. The Company shall have a General Director, Deputy General Directors, Chief Accountant, and other

managerial positions appointed by the BOD. Appointment, dismissal, and removal of such positions must be approved by resolutions or decisions of the BOD.

Article 30: Executives of the Company

30.1 Executives of the Company include the General Director, Deputy General Directors, Chief Accountant, and other executives as provided in the Company Charter.

30.2 At the proposal of the General Director and with the approval of the BOD, the Company may recruit other executives with appropriate number and qualifications consistent with the Company's structure and management regulations prescribed by the BOD. Executives must be responsible for supporting the Company in achieving its operational and organizational objectives.

30.3 The General Director shall be paid salary and bonuses. Salary and bonuses of the General Director shall be decided by the BOD.

30.4 Salaries, remuneration, benefits, and regimes of the Chief Accountant and Executive Board shall be decided by the General Director after consultation with the BOD.

30.5 Salaries of executives shall be included in the Company's business expenses in accordance with laws on corporate income tax, presented as a separate item in the Company's annual financial statements, and must be reported to the GMS at the annual meeting.

Article 31: Appointment, dismissal, duties and powers of the General Director

31.1 The BOD shall appoint one of its members or another person as General Director and shall sign a contract stipulating salary, remuneration, benefits, and other terms relating to employment. Information on salary, allowances, and benefits of the General Director must be reported at the annual GMS and disclosed in the Company's annual report.

31.2 Due to the importance of close communication between the BOD and the Executive Board, the General Director shall attend BOD meetings as an observer, but shall not vote unless he/she is also a BOD member.

31.3 The term of office of the General Director shall not exceed 05 years and may be reappointed by the BOD if both parties agree to continue.

31.4 The BOD may dismiss the General Director if a majority of attending BOD members vote in favor, and must appoint a new General Director to replace. A dismissed General Director shall have the right to object to such dismissal at the nearest subsequent GMS.

31.5 The General Director may resign provided that he/she notifies the Company in accordance with the provisions specified in the signed labor contract.

31.6 The General Director shall have the following powers and responsibilities:

- **31.6.1** Direct, manage, and organize implementation of resolutions, business plans, and investment plans of the Company approved by the GMS and BOD. The General Director must report results to the GMS and BOD in accordance with regulations;
- **31.6.2** Represent the Company in signing financial and commercial contracts under the Company's financial regulations, organize and manage the Company's production and business activities to ensure efficiency and compliance with law. In case of violations causing damage to the Company, the General Director shall be legally liable and must compensate the Company;
- **31.6.3** Propose the number and positions of executives the Company needs to hire for BOD appointment or dismissal when necessary;
- **31.6.4** Within 45 days from the end of the fiscal year, submit the business and financial plan of that year for BOD approval; simultaneously propose a detailed business plan for the following fiscal year;
- **31.6.5** Represent the Company before State authorities on matters relating to the Company's operations within the framework of the Charter and BOD resolutions;
- **31.6.6** Manage and implement all rules and regulations on management and operations approved by the BOD;

- **31.6.7** Supervise, assign, and direct all work relating to the Accounting Department, including money, bank accounts, taxes, etc., within permitted limits determined by GMS resolutions, BOD resolutions, financial regulations, and prevailing laws;
- **31.6.8** Delegate or authorize Deputy General Directors and Executive Board members to perform tasks within his/her powers and responsibilities. Authorized persons shall be accountable to the General Director for such tasks. However, the General Director remains ultimately responsible to the BOD;
- **31.6.9** Appoint, dismiss, or remove managerial positions in the Company, except those within the authority of the BOD;
- **31.6.10** Propose plans for dividend payment or handling of business losses.

31.7 The General Director must report to and be accountable to the GMS and BOD for performance of assigned duties and powers.

31.8 The General Director must direct subordinates to provide timely and complete information to the BOD and Supervisory Board upon request.

31.9 The General Director together with Executive Board members must exemplarily comply with all Company regulations and rules, promptly respond to all proposals and requests from individuals and departments, avoid delays causing work obstruction, and be close to and understand the aspirations of all employees.

31.10 For effective management and work, the General Director must inform the Secretary and Executive Board members of his/her work plans and whereabouts if absent from the Company during working hours.

31.11 The General Director must obtain written permission from the Chairman of the BOD to be absent from the Company for 2 days or more.

Article 32: Chief Accountant

32.1 Under the direction of the General Director, the Chief Accountant shall be responsible for all matters relating to the accounting system, accounting software, accounting personnel, financial management, assets, taxes, document storage, etc., and must also warn of financial risks and asset losses of the Company.

32.2 The Chief Accountant must direct and prepare timely and accurate financial statements to be submitted to the General Director, BOD, and Supervisory Board in accordance with regulations, serving BOD and GMS meetings.

32.3 The Chief Accountant shall be responsible for providing information to the BOD, Supervisory Board, and General Director upon request. In case of conflict between instructions of the BOD, General Director, or Supervisory Board, instructions of the BOD shall prevail.

32.4 The Chief Accountant shall also be responsible for confidentiality and accuracy of reported figures, and liable for errors of subordinate accountants, except in cases of sophisticated fraud undetectable by the Chief Accountant.

32.5 The Chief Accountant must guide and inform all individuals and departments in the Company of legal provisions relating to accounting and finance to ensure compliance.

Article 33: Corporate Governance Officer

33.1 The BOD must appoint at least one Corporate Governance Officer to assist in corporate governance at the enterprise. The Corporate Governance Officer may concurrently serve as Company Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises.

33.2 The Corporate Governance Officer must meet the following standards:

- **33.2.1** Have knowledge of law;
- **33.2.2** Not concurrently work for an approved auditing organization auditing the Company's financial statements;
- **33.2.3** Other standards as provided by law, this Charter, and BOD decisions.

33.3 The BOD may dismiss the Corporate Governance Officer when necessary but not contrary to prevailing labor laws. The BOD may appoint an Assistant Corporate Governance Officer from time to time.

33.4 The Corporate Governance Officer shall have the following rights and duties:

- **33.4.1** Advise the BOD in organizing GMS meetings in accordance with regulations and matters relating to the Company and shareholders;
- **33.4.2** Prepare BOD, Supervisory Board, and GMS meetings at the request of the BOD or Supervisory Board;
- **33.4.3** Advise on meeting procedures;
- **33.4.4** Attend meetings;
- **33.4.5** Advise on procedures for drafting BOD resolutions in compliance with law;
- **33.4.6** Provide financial information, copies of BOD meeting minutes, and other information to BOD and Supervisory Board members;
- **33.4.7** Supervise and report to the BOD on the Company's information disclosure activities;
- **33.4.8** Act as liaison with stakeholders;
- **33.4.9** Maintain confidentiality of information in accordance with law and the Company Charter;
- **33.4.10** Other rights and duties as provided by law and the Company Charter.

X. SUPERVISORY BOARD

Article 34: Composition of the Supervisory Board

34.1 The number of members of the Supervisory Board (SB) shall be 03. The term of office of Supervisors shall not exceed five (05) years and may be re-elected for an unlimited number of terms. A member wishing to resign must submit a resignation letter to the BOD for consideration and decision.

34.2 Members of the SB must meet the standards and conditions prescribed in Article 169 of the Law on Enterprises and must not fall into the following cases:

- **34.2.1** Working in the accounting or finance department of the Company;
- **34.2.2** Being a member or employee of an independent auditing firm auditing the Company's financial statements during the preceding 03 years.

34.3 Nomination and candidacy of SB members shall be carried out similarly to Article 23.8 of this Charter.

34.4 If the number of SB candidates nominated and self-nominated is insufficient, the incumbent SB may nominate additional candidates or organize nominations in accordance with the Company Charter, internal corporate governance regulations, and SB operating regulations. Such introduction of candidates by the incumbent SB must be clearly disclosed prior to the GMS voting for SB members in accordance with law.

34.5 SB members shall be dismissed in the following cases:

- **34.5.1** No longer meeting the standards and conditions under Article 34.2 herein;
- **34.5.2** Submission of resignation letter and acceptance thereof.

34.6 SB members shall be removed in the following cases:

- **34.6.1** Failure to perform assigned duties;
- **34.6.2** Failure to exercise rights and obligations for 06 consecutive months, except force majeure cases;
- **34.6.3** Repeated or serious violations of SB members' obligations under the Law on Enterprises and the Company Charter;
- **34.6.4** Other cases under GMS resolutions.

Article 35: Rights and obligations of the Supervisory Board

The SB shall have rights and obligations under Article 170 of the Law on Enterprises and the following:

- **35.1** Propose and recommend to the GMS the approval of the list of approved auditing firms to audit the Company's financial statements; decide on approved auditing firms to review the Company's operations; dismiss approved auditors when deemed necessary.
- **35.2** Be accountable to shareholders for its supervisory activities.
- **35.3** Supervise the Company's financial situation and compliance with law by BOD members, the General Director, and other managers.

- **35.4** Supervise the BOD and Executive Board in implementing resolutions of the GMS and BOD.
- **35.5** Ensure coordination with the BOD, General Director, and shareholders.
- **35.6** If violations of law or the Company Charter by BOD members, the General Director, or other executives are detected, the SB must notify the BOD in writing within 48 hours, requesting cessation of violations and remedial measures.
- **35.7** Develop SB operating regulations and submit to the GMS for approval.
- **35.8** Report to the GMS in accordance with Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing implementation of certain provisions of the Law on Securities.
- **35.9** Have the right to access Company records and documents kept at the head office, branches, and other locations; have the right to visit workplaces of managers and employees during working hours.
- **35.10** Have the right to request the BOD, BOD members, General Director, and other managers to provide complete, accurate, and timely information and documents on Company management, administration, and business operations.
- **35.11** Other rights and obligations as provided by law and this Charter.
- **35.12** The SB must meet at least twice a year, with at least 2/3 of members attending. SB meeting minutes must be detailed and clear. The recorder and attending SB members must sign the minutes. SB meeting minutes must be kept to determine responsibility of each SB member.
- **35.13** The SB shall have the right to request BOD members, the General Director, and representatives of approved auditing firms to attend and answer issues requiring clarification.
- **35.14** Salaries, remuneration, bonuses, and other benefits of SB members shall be implemented as follows:
 - **35.14.1** SB members shall be paid salaries, remuneration, bonuses, and other benefits as decided by the GMS. The GMS shall decide the total salaries, remuneration, bonuses, other benefits, and annual operating budget of the SB.
 - **35.14.2** SB members shall be reimbursed for reasonable accommodation, travel, and independent consulting service expenses. The total remuneration and expenses shall not exceed the annual operating budget of the SB approved by the GMS, unless otherwise decided by the GMS.
 - **35.14.3** Salaries and operating expenses of the SB shall be included in the Company's business expenses in accordance with laws on corporate income tax and other relevant laws, and must be presented as a separate item in the Company's annual financial statements.

Article 36: Head of the Supervisory Board

36.1 The Head of the SB shall be elected by the SB from among its members; election, dismissal, and removal shall be by majority vote. The SB must have more than half of its members residing in Vietnam. The Head of the SB must hold a university degree or higher in economics, finance, accounting, auditing, law, business administration, or other fields related to the Company's business activities.

36.2 Rights and obligations of the Head of the SB:

- **36.2.1** Convene SB meetings;
- **36.2.2** Request the BOD, General Director, and other executives to provide information for SB reports;
- **36.2.3** Prepare and sign SB reports after consulting the BOD, to be submitted to the GMS.

XI. RESPONSIBILITIES OF MEMBERS OF THE BOD, SUPERVISORY BOARD, GENERAL DIRECTOR AND EXECUTIVE BOARD

Article 37: Duty of care of members of the BOD, SB, General Director and Executive Board Members of the BOD, SB, General Director and Executive Board assigned tasks must perform their duties with care, diligence, and seriousness, in the best interests of the Company, and avoid causing damage to the Company under all circumstances.

Article 38: Duty of honesty and avoidance of conflicts of interest

38.1 Members of the BOD, SB, General Director and Executive Board shall not use information or business opportunities obtained through their positions for personal gain or for the benefit of other organizations or individuals.

38.2 Except as approved by the GMS, the General Director and Executive Board shall not concurrently hold the position of director or any other managerial position, or be employees of any other economic organization in Vietnam.

38.3 Members of the BOD, SB, General Director and Executive Board must notify the BOD of all interests that may conflict with the Company's interests which they may enjoy through economic entities or personal transactions.

38.4 The Company shall not grant loans, guarantees, or credits to members of the BOD, SB, General Director, Executive Board, their families, or entities in which they have financial interests, unless otherwise decided by the GMS.

38.5 Transactions between the Company and members of the BOD, SB, General Director, Executive Board, their related persons, or companies/organizations in which they have financial interests must comply with this Charter and must:

- **38.5.1** Be approved by majority votes of BOD members without related interests for transactions valued below 35% of “Total asset value”;
- **38.5.2** Be approved by votes of non-related shareholders and permitted by the GMS for transactions valued above 35% of “Total asset value.”

Members of the BOD, SB, General Director, Executive Board and their related persons, although allowed to conduct such transactions, must not disclose information to others without BOD approval.

38.6 In addition to obligations prescribed by law or this Charter, each member of the BOD, SB, General Director and Executive Board must:

- **38.6.1** Fulfill duties and obligations honestly;
- **38.6.2** Not abuse position and authority, not misuse Company funds or assets for personal benefit;
- **38.6.3** In case the Company suffers losses or cannot pay due debts, they must:
 - a. Notify creditors of the Company’s financial situation only as necessary under BOD decisions or legal requirements;
 - b. Not increase salaries or pay bonuses to senior managers or any employees of the Company;
 - c. Propose measures to overcome the Company’s financial difficulties.

38.7 Members of the BOD, SB, General Director and Executive Board shall not be personally liable for their actions if they have performed honestly, fully, and within their authority under this Charter, BOD/GMS authorizations, and prevailing laws.

Article 39: Liability for damages and compensation

39.1 Liability for damages: Members of the BOD, SB, General Director and Executive Board acting dishonestly, failing to exert effort, or failing to exercise due care in performing their duties shall be liable for damages caused.

39.2 Compensation:

- **39.2.1** Members of the BOD, SB, General Director, Executive Board and persons authorized to perform Company tasks, when having performed such tasks honestly, lawfully, and not for personal benefit, but if litigation arises and compensation is required, the Company shall indemnify them when:
 - The Court determines they did not violate; or
 - The Company has no evidence of violation.
- **39.2.2** Members of the BOD, SB, General Director and Executive Board who intentionally fail to comply with provisions of this Charter shall compensate the Company for losses caused, and the Company shall enjoy any benefits (if any) obtained by such persons from transactions with related parties.

XII. RIGHT TO INSPECT BOOKS AND COMPANY RECORDS

Article 40: Right to inspect books and records

40.1 Ordinary shareholders shall have the right to inspect books and records, specifically as follows:

- **40.1.1** Ordinary shareholders shall have the right to review, access, and extract information on names and contact addresses in the list of shareholders entitled to vote; request correction of inaccurate information relating to themselves; review, access, extract, or copy the Company Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;
- **40.1.2** Shareholders or groups of shareholders holding 05% or more of the total ordinary shares shall have the right to review, access, and extract minutes and resolutions, decisions of the BOD, semi-annual and annual financial statements, reports of the Supervisory Board, contracts, transactions subject to BOD approval, and other documents, except those relating to the Company’s trade secrets or business secrets;

- **40.1.3** In case an authorized representative of shareholders or groups of shareholders requests to inspect books and records, such request must be accompanied by a power of attorney from the shareholders or groups of shareholders represented, or a notarized copy thereof.

40.2 Members of the BOD, SB, General Director, and Executive Board shall have the right to inspect the list of shareholders and other books and records of the Company for purposes related to their duties, provided that confidentiality of such information is committed and subject to approval of the Chairman of the BOD.

40.3 The Secretary of the BOD must keep the original Charter and its amendments, the Business Registration Certificate, regulations, documents evidencing ownership of assets, minutes of GMS and BOD meetings, reports of the SB, annual financial statements, and other documents as required by prevailing law at the Company's head office. On a quarterly basis, the General Director must assign personnel to review such storage and report at BOD meetings.

40.4 This Company Charter must be published and regularly updated on the Company's website.

XIII. EMPLOYEES, TRADE UNION, AND LABOR REGULATIONS

Article 41: Employees and Trade Union

41.1 The General Director must prepare a business activity plan for BOD approval regarding matters related to labor recruitment policies, employee termination, salaries, social insurance, welfare, rewards, discipline, and termination of contracts for employees and the Executive Board.

41.2 The General Director must prepare a plan for BOD approval regarding the Company's relations with Trade Union organizations and other organizations such as the Party and Youth Union (if any).

Article 42: Labor contracts and other labor matters

42.1 Deputy General Directors, the Chief Accountant, and each employee of the Company must sign labor contracts with the General Director or an authorized person. The General Director must sign a labor contract with the Chairman of the BOD.

42.2 All matters relating to Company employees, including labor contracts, collective labor agreements, working hours, holidays, salaries, social insurance, recruitment, settlement of labor disputes, and other related matters shall be decided by the General Director in accordance with law.

XIV. PROFIT DISTRIBUTION

Article 43: Profit distribution

43.1 The GMS shall decide the annual dividend payment level and form from the Company's distributable profits.

43.2 The BOD may decide the timing of interim dividend payments if it deems the Company capable of making such payments.

- **43.2.1** The Company shall not pay interest on late dividend payments.
- **43.2.2** If, for any reason, the Company cannot pay dividends as scheduled, such delay shall not accrue interest and no interest shall be paid to shareholders.

43.3 The BOD may propose to the GMS the approval of dividend payment in cash, shares, or other forms (if any), and the BOD shall implement such decisions in accordance with prevailing laws.

43.4 The BOD shall pass a resolution determining a specific record date for shareholder lists. Based on this date, registered shareholders or holders of other securities shall be entitled to receive dividends, shares, notices, or other documents.

43.5 In case dividends or other amounts relating to a type of share are paid in cash, payment may be made in cash or by bank transfer. If the Company has transferred funds according to shareholder-provided information but the shareholder does not receive the money, the Company shall not be liable. Dividend payments for deposited shares at the Stock Exchange shall be made through the Vietnam Securities Depository (VSD).

43.6 For each individual shareholder, the following shall be considered evidence of full completion of the Company's payment obligations for dividends payable:

- **43.6.1** Receipt signed by the shareholder, in case of cash payment;
- **43.6.2** Transfer of funds to the shareholder according to bank details provided, in case of payment by transfer;
- **43.6.3** Documents or certificates evidencing dividend payment in shares.

43.7 Other matters relating to profit distribution shall be implemented in accordance with law.

XV. BANK ACCOUNTS, RESERVE FUNDS, FISCAL YEAR AND ACCOUNTING SYSTEM

Article 44: Bank accounts

- **44.1** The Company shall open accounts at banks operating in Vietnam.
- **44.2** With approval of competent authorities, the Company may open bank accounts abroad in accordance with law.
- **44.3** The Company shall conduct all payment transactions through its accounts in VND or foreign currencies.

Article 45: Reserve funds Depending on needs and actual circumstances, the GMS shall annually decide the percentage of reserve funds to be appropriated from post-tax profits, based on BOD proposals.

Article 46: Accounting system

- **46.1** The Company shall apply the Vietnamese Accounting Standards (VAS).
- **46.2** The Company shall maintain accounting books in Vietnamese. Accounting records shall be kept in accordance with the Law on Accounting in Vietnam. Such records must be originals, accurate, fully updated, and checked by SB representatives. All important accounting vouchers and financial reports must be approved and signed by the General Director and Chief Accountant.
- **46.3** The Company shall use Vietnamese Dong as the accounting currency. Daily business transactions may be conducted in VND or other foreign currencies.

XVI. ANNUAL REPORTS, DISCLOSURE RESPONSIBILITIES, AND PUBLIC ANNOUNCEMENTS

Article 47: Annual report The Company must prepare and publish its Annual Report in accordance with laws on securities and the securities market.

Article 48: Annual, semi-annual, and quarterly reports

- **48.1** The Company must prepare and publish audited annual and semi-annual financial statements, and quarterly reports, to be submitted to competent authorities in accordance with law and regulations of the State Securities Commission, Stock Exchange, Vietnam Securities Depository, and business registration authorities. These must also be published verbatim on the Company's website (Shareholder section).
- **48.2** Annual financial statements must include the income statement, balance sheet, cash flow statement, notes to financial statements, and other disclosures required by the State.
- **48.3** BOD and SB members shall have the right to discuss with auditors and to review the Company's reports or accounts at any time, subject to approval of the Chairman of the BOD.

Article 49: Information disclosure and public announcements

49.1 Definition of confidential information: Confidential information means any information, documents, records, data, emails, and other materials of the Company not publicly disclosed, known only to BOD, SB, Executive Board members, Company employees, and related parties during work, including:

- **49.1.1** Meeting minutes;
- **49.1.2** Business secrets, technology, techniques, designs, or information relating to Company transactions;
- **49.1.3** Reports of the SB, reports of inspection authorities (if any);
- **49.1.4** Accounting books and other accounting documents;
- **49.1.5** Information on shareholders, agreements, or transactions between the Company and shareholders;
- **49.1.6** Company development strategies and business plans;
- **49.1.7** Company investment strategies;

- **49.1.8** Information on risks that may affect Company operations such as interest rate or foreign exchange risks on debts and borrowings; securities risks; environmental liability risks, etc.;
- **49.1.9** Other related information.

49.2 Disclosure of confidential information: Without approval of the Chairman of the BOD, no member of the BOD, SB, Executive Board, shareholders, or related persons may disclose the Company's confidential information. Exceptions where disclosure of confidential information is permitted include:

- **49.2.1** Decisions of the GMS authorizing disclosure;
- **49.2.2** Persons who need to know the information to perform their duties. In such cases, recipients must be required to maintain confidentiality;
- **49.2.3** When required to provide information to State authorities or the Ho Chi Minh City Court in lawsuits, but only within the requested scope;
- **49.2.4** Disclosure permitted by the BOD, provided that confidentiality agreements are required for persons not entitled to access confidential information.

XVII. COMPANY AUDIT

Article 50: Audit

- **50.1** The annual GMS shall appoint an independent auditing firm or approve a list of auditing firms and authorize the BOD to select one of them to audit the Company for the following fiscal year.
- **50.2** The independent auditing firm shall examine, verify, and report on the annual financial statements, indicating the Company's revenues and expenditures, prepare the audit report, and submit it to the BOD within 03 months from the end of the fiscal year. Auditors performing audits for the Company must be approved by the State Securities Commission.
- **50.3** Auditors conducting audits for the Company shall be entitled to attend all GMS meetings, receive information relating to the GMS, and express opinions at the GMS on matters related to auditing.

XVIII. COMPANY SEAL

Article 51: Seal

- **51.1** With BOD approval, the Company shall decide on the form, content, and number of seals. The seal must contain information on the Company's name and enterprise code, and the Company must notify the business registration authority of the seal specimen.
- **51.2** Only the BOD, General Director, Executive Board, and persons authorized by the Executive Board may use the seal, which shall be managed by the Executive Board in accordance with law.

XIX. TERMINATION OF OPERATIONS AND COMPANY DISSOLUTION

Article 52: Dissolution of the Company

- **52.1** The Company may be dissolved in the following cases:
 - **52.1.1** Expiration of the operating term stated in the Charter without extension;
 - **52.1.2** Pursuant to resolutions or decisions of the GMS;
 - **52.1.3** Revocation of the Enterprise Registration Certificate, except as otherwise provided by the Law on Tax Administration;
 - **52.1.4** Other cases as prescribed by law.
- **52.2** Dissolution of the Company before the expiry of its term (including extended term) shall be decided by the GMS and implemented by the BOD. Such dissolution decision must be notified or approved by competent authorities (if required) in accordance with law.

Article 53: Liquidation

- **53.1** Upon a dissolution decision, the BOD must establish a Liquidation Committee of 03 members, including 02 members appointed by the GMS and 01 member appointed by the BOD from an independent auditing firm. The Liquidation Committee shall prepare its operating regulations. Members may be selected from Company employees or independent experts. All liquidation-related expenses shall be prioritized for payment by the Company before other debts.
- **53.2** The Liquidation Committee must report to the business registration authority the date of establishment and commencement of operations. From that time, the Committee shall represent the Company in all matters relating to liquidation before courts and administrative authorities.

- **53.3** Proceeds from liquidation shall be paid in the following order:
 - **53.3.1** Liquidation expenses;
 - **53.3.2** Salary debts, severance allowances, social insurance, and other employee benefits under collective labor agreements and signed labor contracts;
 - **53.3.3** Tax debts;
 - **53.3.4** Other Company debts;
 - **53.3.5** The remainder, after payment of debts from 53.3.1 to 53.3.4, shall be distributed to shareholders. Preferred shares (if any) shall be paid first.

XX. INTERNAL DISPUTE RESOLUTION

Article 54: Internal dispute resolution

- **54.1** In case of disputes or complaints relating to Company operations or shareholder rights and obligations under the Charter, the Law on Enterprises, other laws, or administrative regulations between shareholders and the BOD, SB, General Director, or Executive Board, the parties shall attempt to resolve such disputes through negotiation and mediation. If mediation fails, any party may request the Head of the SB to appoint an independent expert as arbitrator to resolve the dispute within 90 days from the date of occurrence.
- **54.2** If mediation fails or the mediator's decision is not accepted, any party may bring the dispute to the Ho Chi Minh City Court.
- **54.3** Each party shall bear its own costs relating to negotiation and mediation. Court costs shall be borne as decided by the Court.

XXI. AMENDMENT AND SUPPLEMENTATION OF THE CHARTER

Article 55: Amendment and supplementation of the Charter

- **55.1** Amendments or supplements to the Company Charter must be considered and decided by the GMS based on BOD proposals.
- **55.2** In case legal provisions relating to Company operations are not addressed in this Charter, or if new legal provisions differ from this Charter, such legal provisions shall prevail and the BOD shall promptly submit them to the nearest GMS for approval.

XXII. MISCELLANEOUS PROVISIONS

Article 56: Effectiveness of the Charter

56.1 This Charter consists of XXII chapters and 56 articles, unanimously approved by the General Meeting of Shareholders of Duc Thanh Wood Processing Joint Stock Company, and shall take effect from January 05, 2026.

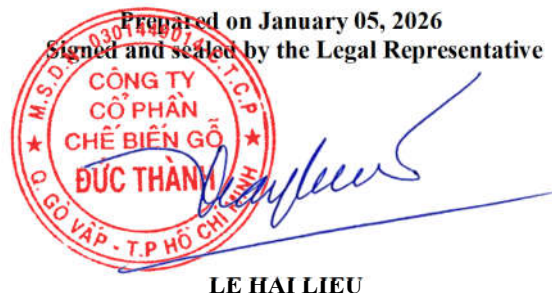
56.2 The Charter is made in 06 copies of equal validity and must be kept at the Company's head office. This Charter is the sole and official Charter of the Company.

56.3 Copies or extracts of the Company Charter must bear the signature of the Chairman of the BOD or the Legal Representative.

56.4 Invalid or unenforceable provisions: If a competent State authority rules that any provision(s) of this Charter are illegal or unenforceable under law, such provision(s) shall be deemed removed from this Charter. The remaining provisions shall continue to be valid.

In the event that the English translation contains any inconsistencies with the Vietnamese version, the Vietnamese version shall prevail.

Prepared on January 05, 2026
Signed and sealed by the Legal Representative



LE HAI LIEU

Appendix 1: Details of Founding Shareholders

No.	Name	Address	Shares (Par: VND 10M)	Total Value (VND)	% Owner ship	Asset Type
1	Mr. Le Ba	216 Ly Tu Trong, Ben Thanh Ward, District 1, HCMC	90	900,000,000	17.82 %	Cash
2	Mrs. Ha Thi Hue	216 Ly Tu Trong, Ben Thanh Ward, District 1, HCMC	65	650,000,000	12.87 %	Cash
3	Mrs. Le Hai Lieu	48/20C Lam Son, Ward 6, Binh Thanh District, HCMC	60	600,000,000	11.88 %	Cash
4	Mr. Le Hong Thanh	1/11 Binh Khanh Ward, District 2, HCMC	36	360,000,000	7.13%	Cash
5	Mr. Le Hong Thang	216 Ly Tu Trong, Ben Thanh Ward, District 1, HCMC	36	360,000,000	7.13%	Cash
6	Mrs. Le Thi Hai Lai	102/26 Cong Quynh, Pham Ngu Lao Ward, District 1, HCMC	35	350,000,000	6.93%	Cash
7	Mrs. Le Phuoc Lanh	216 Ly Tu Trong, Ben Thanh Ward, District 1, HCMC	30	300,000,000	5.94%	Cash
8	Mrs. Le Tan Loi	216 Ly Tu Trong, Ben Thanh Ward, District 1, HCMC	25	250,000,000	4.95%	Cash
9	Mr. Ho Pham Huy Anh	129 Dong Den, Ward 12, Tan Binh District, HCMC	20	200,000,000	3.96%	Cash
10	Mr. Le Trong Nhan	15/26B Thong Nhat, Ward 16, Go Vap District, HCMC	20	200,000,000	3.96%	Cash
11	Mrs. Nguyen Ha Ngoc Diep	62B Ly Tu Trong, Da Nang	15	150,000,000	2.97%	Cash
12	Mr. Pham Anh Huan	1/11 Binh Khanh Ward, District 2, HCMC	15	150,000,000	2.97%	Cash
13	Mr. Ho Trong Phuong	20/27 Thong Nhat, Ward 16, Go Vap District, HCMC	15	150,000,000	2.97%	Cash
14	Mrs. Huynh Thi Thanh	15/26B Thong Nhat, Ward 16, Go Vap District, HCMC	10	100,000,000	1.98%	Cash
15	Mr. Ha Ngoc Can	24/6 Tien Lan, Tan Thoi Nhat, Hoc Mon District, HCMC	10	100,000,000	1.98%	Cash
16	Mr. Nguyen Van Duc	12/20 Duong 26/3, Ward 13, Go Vap District, HCMC	8	80,000,000	1.58%	Cash
17	Mr. Nguyen Duc Tinh	22/4I Thong Nhat, Ward 16, Go Vap District, HCMC	6	60,000,000	1.19%	Cash
18	Mr. Tran Van Mau	105E 18/5 Le Van Tho, Ward 11, Go Vap District, HCMC	4	40,000,000	0.79%	Cash
19	Mr. Nguyen Van Chanh	88/23 Nguyen Khoai, Ward 2, District 4, HCMC	3	30,000,000	0.59%	Cash
20	Mr. Nguyen Cong Minh	Hamlet 3, Phuoc Vinh Commune, Chau Thanh District, Tay Ninh Province	2	20,000,000	0.40%	Cash