

**CHARTER OF  
MOBILE WORLD INVESTMENT CORPORATION**

**18 APRIL 2026**

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## **PREAMBLE**

This Charter was approved by the decision of the General Meeting of Shareholders at the meeting held on April 18<sup>th</sup>, 2026 (“**Effective Date**”). This Charter shall be fully effective and applicable from the Effective Date, amending and replacing in its entirety any previous charter and appendices issued prior to the Effective Date.

### **I. DEFINITION OF TERMS IN THE CHARTER**

#### **Article 1. Interpretation of terms**

1. In this Charter, the following terms shall be construed as follows:
  - a. "Company" means MOBILE WORLD INVESTMENT CORPORATION, abbreviated as MWI Corp;
  - b. "Subsidiary" means an enterprise falling into one of the following cases: (a) The Company owns more than 50% (fifty percent) of the charter capital or the total number of issued ordinary shares of such enterprise; or (b) The Company has control over such enterprise through (i) the right to directly or indirectly appoint a majority or all of the members of the Board of Directors, the Director or General Director of such enterprise; or (ii) the right to amend and supplement the Charter of such enterprise;
  - c. "Charter Capital" means the total charter capital contributed by all shareholders and specified in Article 5 of this Charter;
  - d. "Law on Enterprises" means the Law on Enterprises No. 59/2020/QH14 dated June 17<sup>th</sup>, 2020 (as amended from time to time);
  - e. "Law on Securities" means the Law on Securities No. 54/2019/QH14 dated November 26<sup>th</sup>, 2019 (as amended from time to time);
  - f. "Date of Establishment" means the date the Company was granted the first Enterprise Registration Certificate (Enterprise Registration Certificate);
  - g. "Decree 155" means Decree No. 155/2020/ND-CP dated December 31<sup>st</sup>, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities; as amended and supplemented by Decree No. 245/2025/ND-CP dated September 11<sup>th</sup>, 2025;
  - h. "Members of the Board of Management" means the General Director, Deputy General Director(s) and Chief Accountant appointed by the Board of Directors;
  - i. "Manager" means other management positions in the Company appointed by the General Director;
  - j. "Related Person" means any individual or organization falling into one of the cases stipulated by the applicable Law on Enterprises and Law on Securities;
  - k. "Term of Operation" means the operation period of the Company specified in Article 2 of this Charter and the extension period (if any) approved by the General Meeting of Shareholders by a resolution;
  - l. "Vietnam" means the Socialist Republic of Vietnam; and
  - m. "Foreign ownership limit" means the total percentage of share ownership calculated on the charter capital of all foreign investors and economic organizations with foreign investors holding more than 50% (fifty percent) of the charter capital in the Company.

2. In this Charter, references to one or more other provisions or documents include their amendments or replacing documents.
3. Headings (chapters, articles of this Charter) are used for convenience in understanding the contents and do not affect the contents of this Charter.

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

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

1. Name of the Company
  - Vietnamese name: CÔNG TY CỔ PHẦN ĐẦU TƯ THẾ GIỚI DI ĐỘNG
  - English name: Mobile World Investment Corporation
  - Transaction name: CÔNG TY CỔ PHẦN ĐẦU TƯ THẾ GIỚI DI ĐỘNG
  - Abbreviated name: MWI Corp
2. The Company is a joint stock company with legal entity status under the laws of Vietnam.
3. The registered head office of the Company is:
  - Address: No. 222 Yersin, Thu Dau Mot Ward, Ho Chi Minh City, Vietnam
  - Telephone: 028-38125960
  - Email address: investor@thegioididong.com
  - Website: www.mwg.vn
4. The General Director is the legal representative of the Company. The legal representative of the Company is the individual representing the Company to exercise the rights and obligations arising from the Company's transactions, representing the Company as the applicant in civil matters, plaintiff, defendant, or a person with related rights and obligations before arbitration or courts and other rights, obligations in accordance with laws.
5. To the maximum extent permitted by applicable law, the Board of Directors of the Company has the right to change the head office or open branch offices or representative offices or other offices of the Company in Vietnam or anywhere else in accordance with the provisions of law.
6. The Company may establish branches and representative offices in business locations to implement the operational objectives of the Company in accordance with the decision of the Board of Directors and to the extent permitted by law.
7. Unless terminated prior to the expiry date in accordance with Clause 2, Article 46 or extended in accordance with Article 47 of this Charter, the Term of Operation of the Company shall commence from the Date of Establishment and is indefinite.

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

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

1. Operational objectives of the Company: The Company is established for profit-making purposes and to engage in the business activities specified in Clause 2, Article 3 of this Charter and other business activities permitted by law from time to time.
2. Business lines of the Company:

No.	Business lines of the Company	Business code
1	Management consultancy activities (excluding audit consultancy, accounting consultancy)	7020 (Main)
2	Wholesale of computers, computer peripheral equipment and software (excluding items recorded on all types of media)	4651
3	Retail sale of food (excluding retail sale of rice, sugar)	4722
4	Wholesale of electronic and telecommunication equipment and components (excluding items recorded on all types of media)	4652
5	Activities related to accounting, auditing and tax consultancy (excluding activities related to auditing, accounting consultancy)	6920
6	Real estate business, land use rights belonging to the owner, user or leased	6810
7	Financial service support activities not elsewhere classified. Details: Investment and financial advisory services.	6619

#### Article 4. Business scope and operations of the Company

The Company is permitted to plan and conduct all business activities in accordance with its registered business lines, notify changes in business registration contents to the business registration authority and publish them on the National Business Registration Portal and this Charter, subject to applicable laws, and to take appropriate measures to achieve the Company's objectives.

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

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

1. The charter capital of the Company is VND **14,696,931,770,000** (fourteen trillion six hundred and ninety-six billion nine hundred and thirty-one million seven hundred and seventy thousand Vietnamese Dong). The total charter capital of the Company is divided into 1,469,693,177 (one billion four hundred and sixty-nine million six hundred and ninety-three thousand one hundred and seventy-seven) shares with a par value of 10,000 VND/share.
2. The Company may change its charter capital upon approval by the General Meeting of Shareholders and in accordance with the provisions of law.
3. All shares of the Company as of the Effective Date are ordinary shares. The rights and obligations attached to ordinary shares are set out in Article 11 of this Charter.
4. The Company may issue other types of preference shares subject to the approval of the General Meeting of Shareholders and in accordance with the provisions of law.

5. Ordinary shares must be offered on a pre-emptive basis to existing shareholders in proportion to their respective ownership percentage of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. The Company shall notify such share offering, specifying the number of shares offered and a reasonable subscription period (at least twenty (20) working days) for shareholders to subscribe. The number of shares not fully subscribed by shareholders shall be decided by the Board of Directors of the Company. The Board of Directors may allocate such shares to subjects on such terms and in such manner as it deems appropriate, provided that such shares shall not be offered on terms more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders. The Board of Directors determines the offering price of shares within the authorized number of shares for offering. The offering price of shares shall not be lower than the market price at the time of offering or the book value of shares at the most recent time, except in the following cases:
  - a. Shares offered to all shareholders in proportion to their existing share ownership in the Company;
  - b. Shares offered to brokers or underwriters. In this case, the specific discount amount or discount rate must be approved by the number of shareholders representing at least 65% (sixty-five percent) of the total voting shares of all attending shareholders, unless otherwise provided by law or permitted by competent authorities;
  - c. Shares offered to (i) perform the conversion of convertible loans, convertible bonds or convertible securities into shares issued by the Company, (ii) perform call options, put options or warrants committed by the Company, or (iii) perform other commitments of the Company;
  - d. Other cases decided by the General Meeting of Shareholders if approved by the number of shareholders representing at least 65% (sixty-five percent) of the total voting shares of all attending shareholders; or
  - e. Other cases as prescribed by law or permitted by competent state authorities.
6. The Company may repurchase shares issued by the Company itself in the manner specified in this Charter and applicable law.

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

1. Shareholders of the Company shall be issued share certificates in physical form or electronic data corresponding to the number and class of shares owned.
2. Physical share certificates must bear the seal of the Company and the signature of the legal representative of the Company in accordance with the provisions of the Law on Enterprises. Electronic share certificates shall comply with relevant legal provisions. The share certificate must specify the number and class of shares held by the shareholder, the full name of the holder, and other information as prescribed by the Law on Enterprises.
3. Within 30 (thirty) days from the date of submission of a complete dossier requesting the transfer of share ownership in accordance with the Company's regulations or within 30 (thirty) days from the date of full payment for shares as stipulated in the Company's share issuance plan, the owner of such shares shall be issued a share certificate. The share owner is not required to pay the Company any fees for printing the share certificate.

4. In case a share certificate is damaged, erased, lost, stolen, or destroyed, the owner of such share certificate may request the issuance of a new share certificate provided that a written request containing the contents prescribed by the Law on Enterprises is submitted to the Company along with evidence of share ownership, and all expenses related to the issuance of the new share certificate must be paid to the Company.

**Article 7. Other securities certificates**

Bond certificates or other securities certificates of the Company (excluding offer letters, temporary certificates and similar documents) issued shall bear the seal of the Company and the facsimile signature of the legal representative of the Company.

**Article 8. Share transfer**

1. All shares are freely transferable unless otherwise provided by this Charter and the law. Shares listed and registered for trading on the Stock Exchange shall be transferred in accordance with the provisions of the law on securities and the securities market.
2. Shares not fully paid are not transferable and shall not enjoy related benefits such as the right to receive dividends, the right to receive shares issued to increase share capital from equity, the right to purchase newly offered shares, and other benefits as prescribed by law.
3. In the event an individual shareholder dies; loses civil act capacity; or has civil act capacity restricted, such shareholder's heirs or lawful asset managers shall be the only persons recognized by the Company as having rights to or benefiting from the relevant shares; and this provision shall not be construed as releasing the deceased shareholder from any obligations associated with any shares held by that person.

**Article 9. Forfeiture of shares not fully paid**

1. In the event a shareholder fails to fully and timely pay the amount payable to purchase shares, the Board of Directors shall notify and have the right to require such shareholder to pay the remaining amount together with interest thereon, and shall be liable corresponding to the total par value of subscribed shares for the Company's financial obligations arising from the failure to pay fully to the Company.
2. The payment notice mentioned above must specify a new payment deadline (at least 07 (seven) days from the date of sending the notice), the place of payment, and must explicitly state that in case of failure to pay as requested, the unpaid shares will be forfeited.
3. The Board of Directors has the right to forfeit shares not fully and timely paid in the event the requirements set out in the above notice are not complied with.
4. Forfeited shares shall be deemed shares available for offering. The Board of Directors may directly or by delegation, sell, reallocate, or otherwise dispose of such shares to the former holder of the forfeited shares or other persons on such terms and in such manner as the Board of Directors deems appropriate in accordance with the law.
5. The shareholder holding forfeited shares shall cease to be a shareholder in respect of such shares, but must remain liable for an amount equal to the total par value of subscribed shares for the Company's arising financial obligations and pay all relevant amounts plus interest at the basic interest rate stipulated by the State Bank of Vietnam at the time of forfeiture , as

decided by the Board of Directors from the date of forfeiture until the date of payment. The Board of Directors has full discretion to enforce the payment of the entire share value at the time of forfeiture.

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

## **V. ORGANIZATIONAL, MANAGEMENT AND CONTROL STRUCTURE**

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

The organizational, management and control structure of the Company comprises:

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

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

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

1. Shareholders are the owners of the Company, having corresponding rights and obligations according to the number and class of shares they own. A shareholder is only liable for the debts and other property obligations of the Company to the extent of the amount of capital contributed to the Company.
2. A holder of ordinary shares has the following rights:
  - a. To attend and speak at meetings of the General Meeting of Shareholders and exercise the right to vote directly at the General Meeting of Shareholders or through an authorized representative or perform remote voting. Each ordinary share has one vote;
  - b. To receive dividends at the rate determined by the resolution or decision of the General Meeting of Shareholders;
  - c. To freely transfer their fully paid shares in accordance with this Charter and applicable laws;
  - d. To have pre-emptive rights to subscribe newly offered shares in proportion to the ordinary shares they own;
  - e. To review, look up and extract information on names and contact addresses in the list of shareholders with voting rights and request the correction of inaccurate information about themselves by sending a written request to the Company;
  - f. To review, look up, extract or copy the Charter, minutes of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders by sending a written request to the Company, except where such contents have been published by the Company on its website or other mass media accessible to shareholders;
  - g. In the event of dissolution or bankruptcy of the Company, to receive a portion of the remaining assets corresponding to the share capital contributed to the Company after the Company has paid its creditors and shareholders holding other classes of shares of the Company in accordance with the law;

- h. To require the Company to repurchase their shares in the cases prescribed by the Law on Enterprises;
  - i. To be treated equally. Each share of the same class entitles the shareholder to equal rights, obligations and interests. If the Company has preference shares, the rights and obligations attached to the preference shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;
  - j. To have full access to periodic and extraordinary information published by the Company in accordance with the law;
  - k. To have their lawful rights and interests protected; to request the suspension or cancellation of resolutions or decisions of the General Meeting of Shareholders or the Board of Directors in accordance with the Law on Enterprises; and
  - l. Other rights as prescribed by this Charter and applicable law.
3. A shareholder or group of shareholders holding 5% (five percent) or more of the total ordinary shares has the following rights:
- a. To request the Board of Directors to convene a meeting of the General Meeting of Shareholders in accordance with the provisions of Article 115 and Article 140 of the Law on Enterprises. The request to convene a meeting of the General Meeting of Shareholders must be in writing and must include the contents required by the Law on Enterprises;
  - b. To review, look up, and extract the book of minutes and resolutions, decisions of the Board of Directors, mid-year and annual financial statements, contracts and transactions subject to approval by the Board of Directors, and other documents, except for documents relating to the Company's trade secrets and business secrets;
  - c. To request the Board of Directors to inspect specific issues relating to the management and administration of the Company's operations when deemed necessary. The request must be in writing; must state the full name, contact address, nationality, ID card number, Passport number or other legal personal identification for an individual shareholder; name, head office address, establishment decision number or business registration number for an organizational shareholder; number of shares and share registration date of each shareholder, total shares of the shareholder group and the ownership percentage of total shares of the Company; the issue to be inspected and the purpose of the inspection; and
  - d. Other rights as prescribed by this Charter and the law.
4. In addition to the rights set out in Clause 3, Article 11 of this Charter, a shareholder or group of shareholders holding 10% (ten percent) or more of the total ordinary shares has the right to nominate candidates to the Board of Directors. Ordinary shareholders forming a group to nominate candidates to the Board of Directors must notify attending shareholders of the group meeting at least 10 (ten) days prior to the opening of the General Meeting of Shareholders. The nomination of candidates to the Board of Directors shall comply with the provisions of this Charter and the law.

**Article 12. Obligations of shareholders**

Shareholders have the following obligations:

1. To comply with the Charter and regulations of the Company; to observe the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
2. To attend meetings of the General Meeting of Shareholders and exercise voting rights through the following forms:
  - a. Attending and voting directly at the meeting;
  - b. Authorizing another individual or organization to attend and vote at the meeting;
  - c. Attending and voting via a network-connected electronic device (as stipulated in Clause 2, Article 18 of this Charter), online conference, electronic voting or other electronic means; or
  - d. Sending voting ballots to the meeting by mail or email. A shareholder may authorize a member of the Board of Directors to act as their representative at the General Meeting of Shareholders.
3. To fully and timely pay the purchase price for subscribed or committed shares according to regulations.
4. To be liable for the debts and other property obligations of the Company to the extent of the capital contributed to the Company.
5. To provide an accurate contact address (residential address, email) and telephone number when subscribing for shares.
6. To fulfill other obligations as prescribed by applicable laws.
7. To bear personal liability when performing any of the following acts in any form in the name of the Company:
  - a. Violating the law;
  - b. Conducting business and other transactions for personal gain or for the benefit of other organizations or individuals; or
  - c. Paying undue debts when facing a potential financial risk to the Company.
8. Not to withdraw contributed capital in the form of ordinary shares from the Company in any form, except where shares are repurchased by the Company or other persons. If a shareholder withdraws part or all of the contributed share capital in violation of Clause 8, Article 12 of this Charter, such shareholder and individuals with related interests in the Company shall be jointly liable for the debts and other property obligations of the Company to the extent of the withdrawn share value and the damages caused.
9. Other obligations as prescribed by this Charter and the law.

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

1. The General Meeting of Shareholders comprises all shareholders with voting rights and is the highest competent authority of the Company. The annual General Meeting of Shareholders shall be held once (1) a year within 4 (four) months from the end of the financial year. The Board of Directors may decide to extend the time for holding the annual General Meeting of Shareholders, if necessary, but not exceeding 6 (six) months from the end of the financial year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The venue of the General Meeting of

Shareholders shall be the location where the chairperson attends the meeting and must be within the territory of Vietnam.

2. The Board of Directors shall convene the annual General Meeting of Shareholders and select an appropriate venue. The annual General Meeting of Shareholders shall decide on matters prescribed by law and this Charter, in particular the approval of the annual financial statements and estimates for the next financial year. The independent auditors conducting the audit of the Company's annual financial statements may be invited to attend the annual General Meeting of Shareholders to advise on the approval of the Company's annual financial statements. In case the audit report of the Company's annual financial statements contains material qualified opinions, adverse opinions or disclaimers of opinion, the Company must invite representatives of the approved audit firm that audited the Company's financial statements to attend the annual General Meeting of Shareholders, and the representatives of the said approved audit firm are responsible for attending the Company's annual General Meeting of Shareholders.
3. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:
  - a. The Board of Directors considers it necessary for the benefit of the Company;
  - b. The annual balance sheet, half-year or quarterly reports, or the audit report of the financial year reflects that the equity has been lost by half (1/2) compared to the beginning balance;
  - c. When the number of members of the Board of Directors is less than the minimum number required by law or less than half of the members required by the Charter;
  - d. A shareholder or group of shareholders specified in Clause 3, Article 11 of this Charter requests to convene a General Meeting of Shareholders in writing. The request to convene the General Meeting of Shareholders must be in writing and, apart from other contents prescribed by law, must state the reasons and purpose of the meeting, contain sufficient signatures of the relevant shareholders, or the written request may be made in multiple copies, each containing the signature of at least one relevant shareholder; and
  - e. Other cases as prescribed by law and this Charter.
4. Convening an extraordinary General Meeting of Shareholders:
  - a. The Board of Directors must convene a meeting of the General Meeting of Shareholders within 30 (thirty) days from the date the remaining number of members of the Board of Directors, independent members of the Board of Directors is as stipulated in Point c, Clause 3, Article 13 of this Charter or from the date of receipt of the request stipulated in Point d, Clause 3, Article 13 of this Charter; and
  - b. If the Board of Directors fails to convene a meeting of the General Meeting of Shareholders as stipulated in Point a, Clause 4, Article 13 of this Charter, then within the next 30 (thirty) days, the shareholder or group of shareholders making the request stipulated in Point d, Clause 3, Article 13 of this Charter has the right to represent the Company to convene a meeting of the General Meeting of Shareholders in accordance with the Law on Enterprises.

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders has the right to request the business registration authority to supervise the order and procedures for convening, conducting the meeting and issuing resolutions and decisions of the General Meeting of Shareholders. All expenses for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. These expenses do not include costs incurred by shareholders when attending the General Meeting of Shareholders, including food, accommodation and travel expenses.

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

1. The annual General Meeting of Shareholders has the right to discuss and approve:
  - a. The audited annual financial statements;
  - b. The report of the Board of Directors on the governance and performance of the Board of Directors and each member of the Board of Directors, and the report of the independent members of the Board of Directors;
  - c. The annual dividend payment rate for each class of shares in accordance with the Law on Enterprises and the rights attached to that class of shares; and
  - d. The annual business plan, short-term, medium-term and long-term development plans of the Company, and the development orientation of the Company.
2. The annual and extraordinary General Meeting of Shareholders have the right to discuss and approve decisions on the following matters:
  - a. The number of members of the Board of Directors;
  - b. Approval of the list of approved audit firms; decision on the approved audit firm to inspect the Company's activities when deemed necessary; dismissal of the approved auditor when deemed necessary;
  - c. Election, dismissal, removal and replacement of members of the Board of Directors;
  - d. The total remuneration amount for members of the Board of Directors and the Report on remuneration of the Board of Directors;
  - e. Addition and amendment to the Company's Charter;
  - f. Decision on classes of shares and total number of shares of each class authorized for offering;
  - g. Division, separation, consolidation, merger or conversion of the Company;
  - h. Reorganization and dissolution (liquidation) of the Company and appointment of a liquidator;
  - i. Inspection and handling of violations by the Board of Directors causing damage to the Company and/or shareholders of the Company;
  - j. Decision on investment, sale, transfer, lease, or disposal of the Company's assets (other than the sale of products traded by the Company) which, when aggregated with previous transactions of the same nature within any 12 (twelve)-month period (if any), have a fair market value or proposed transaction value equal to or greater than 20% (twenty percent) of the total asset value of the Company and its branches recorded in the latest audited annual financial statements of the Company (the total asset value is determined based on the lower value between the separate report and the consolidated report in accordance with legal regulations);

- k. The Company repurchasing more than 10% (ten percent) of the total issued shares of each class;
  - l. Approval of internal regulations on corporate governance, operating regulations of the Board of Directors;
  - m. The Company entering into contracts and transactions with subjects specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% (thirty-five percent) of the total asset value of the Company recorded in the latest audited annual consolidated financial statements;
  - n. Decision on the creation of classes of shares, interests, preferences and privileges of each class of shares, and the number of shares issued for each class, including share award schemes, share purchase plans, or share options for employees;
  - o. Issuance of convertible bonds or other bonds with warrants allowing holders to purchase shares at a predetermined price;
  - p. Decision on investment transactions, transactions to repurchase shares or other securities of any other company or investments in real estate ownership with each transaction value equal to or greater than 20% (twenty percent) of the total asset value of the Company recorded in the latest audited annual financial statements of the Company (the total asset value is determined based on the lower value between the separate report and the consolidated report in accordance with legal regulations);
  - q. The organizational and management structure of the Company;
  - r. Business lines and sectors;
  - s. Approval of transactions specified in Clause 4, Article 293 of Decree 155; and
  - t. Other matters as prescribed by this Charter and other regulations of the Company.
3. Shareholders shall not participate in voting in the following cases:
    - a. Approving the contracts specified in Clause 2, Article 14 of this Charter where such shareholder or a Related Person to such shareholder is a party to the contract; and
    - b. The repurchase of shares of such shareholder or of a Related Person to such shareholder, except where the share repurchase is implemented proportionally to the ownership ratio of all shareholders or the repurchase is implemented via order matching or public tender offer on the Stock Exchange.
  4. All resolutions and matters included in the meeting agenda must be discussed and voted on at the General Meeting of Shareholders.

**Article 15. Authorization to attend meetings of the General Meeting of Shareholders**

1. Shareholders shall have the right to attend General Meeting of Shareholders or to authorize a representative to attend on their behalf. If more than one representative is authorized, the shareholder must specify the number of shares and votes authorized to each representative. The authorized representative of a shareholder is not allowed to sub-authorize any other person. The authorization for a representative to attend the General Meeting of Shareholders must be in writing according to the Company's form and must be signed as follows:
  - a. In case the individual shareholder is the authorizing person, the power of attorney must be signed by such shareholder and the authorized person to attend the meeting;

- b. In case the authorized representative of an institutional shareholder is the authorizing person, the power of attorney must be signed by the authorized representative, the legal representative of the shareholder, and the authorized person to attend the meeting; and
  - c. In other cases, the power of attorney must be signed by the legal representative of the shareholder and the authorized person to attend the meeting. The person authorized to attend the General Meeting of Shareholders must submit the written power of attorney before entering the meeting room.
2. If a lawyer signs the document appointing a representative on behalf of the authorizing person, the appointment of a representative in this case shall only be considered valid if such appointment document is presented together with the power of attorney for the lawyer or a valid copy of such power of attorney (if not previously registered with the Company).
  3. Except for the case specified in Clause 2, Article 15 of this Charter, the voting ballot of the person authorized to attend the meeting within the authorized scope remains valid when one of the following events occurs:
    - a. The authorizing person dies, has restricted civil act capacity, or loses civil act capacity;
    - b. The authorizing person has revoked the authority of the authorized representative; or
    - c. The authorizing person has canceled the authority of the person making the authorization.

Clause 3, Article 15 of this Charter does not apply if the Company receives a notice of one of the above events before the opening time of the meeting of the General Meeting of Shareholders or before the meeting is reconvened.

#### **Article 16. Alteration of rights of preference shares**

1. The alteration or cancellation of special rights attached to a class of preference shares shall be effective upon approval by shareholders representing at least 65% (sixty-five percent) of the total voting votes of all attending shareholders.
2. A resolution of the General Meeting of Shareholders on contents adversely affecting the rights and obligations of preference shareholders is only passed if approved by attending preference shareholders of the same class holding at least 75% (seventy-five percent) of the total preference shares of such class, or approved by preference shareholders of the same class holding at least 75% (seventy-five percent) of the total preference shares of such class in case of passing a resolution by collecting written opinions. The organization of a meeting of shareholders holding a class of preference shares to approve the aforementioned alteration of rights shall only be valid when at least 02 (two) shareholders (or their authorized representatives) holding at least 1/3 (one-third) of the par value of the issued shares of such class are present. In case of insufficient quorum as mentioned above, the meeting shall be reconvened within 30 (thirty) days thereafter, and the holders of shares of such class (regardless of the number of persons and the number of shares) attending the meeting in person or through authorized representatives shall be deemed to constitute the required quorum. At the aforementioned meetings of preference shareholders, the holders of shares of such class attending the meeting in person or through representatives may demand a secret ballot. Each share of the same class carries an equal voting right at the aforementioned meetings.

3. The procedures for conducting such separate meetings shall be carried out similarly to the provisions in Article 18 and Article 20 of this Charter.
4. Unless otherwise provided by the terms of share issuance, the special rights attached to classes of shares with preferential rights to some or all matters relating to the distribution of profits or assets of the Company shall not be altered when the Company issues additional shares of the same class.

**Article 17. Convening, agenda and notice of meeting of the General Meeting of Shareholders**

1. The Board of Directors convenes annual and extraordinary General Meetings of Shareholders, or General Meetings of Shareholders convened in the cases stipulated in Point b, Clause 4, Article 13 of this Charter.
2. The convener of the meeting of the General Meeting of Shareholders must perform the following duties:
  - a. Prepare a list of shareholders entitled to attend and vote at the meeting of the General Meeting of Shareholders no more than 10 (ten) days before the date of sending the notice of meeting of the General Meeting of Shareholders. The Company must disclose information on the preparation of the list of shareholders entitled to attend the meeting of the General Meeting of Shareholders in accordance with the law;
  - b. Prepare the agenda and contents of the meeting;
  - c. Prepare documents for the meeting;
  - d. Draft resolutions of the General Meeting of Shareholders according to the expected contents of the meeting;
  - e. Determine the time and venue of the meeting;
  - f. Notify and send the notice of meeting of the General Meeting of Shareholders to all shareholders entitled to attend; and
  - g. Other matters relating to the meeting of the General Meeting of Shareholders.
3. The notice of meeting of the General Meeting of Shareholders shall be sent to all shareholders in writing by post or by email or by text message according to the accurate information provided by the shareholders, and at the same time, the notice must be published on the media in accordance with the law. The notice of meeting of the General Meeting of Shareholders must be sent to all shareholders on the list of shareholders entitled to attend at least 21 (twenty-one) days prior to the opening date of the meeting. The agenda of the General Meeting of Shareholders, documents related to the matters to be voted on at the meeting of the General Meeting of Shareholders shall be sent to the shareholders and/or posted on the Company's website. In case the documents are not attached to the notice of meeting of the General Meeting of Shareholders, the notice must specify the website address containing all meeting documents for shareholders to access, including:
  - a. The meeting agenda, documents used in the meeting;
  - b. The list and details of candidates in case of electing members of the Board of Directors;
  - c. Voting ballots; and
  - d. Draft resolutions for each matter on the meeting agenda.

4. The shareholder or group of shareholders mentioned in Clause 3, Article 11 of this Charter has the right to propose matters to be included in the agenda of the General Meeting of Shareholders. The proposal must be made in writing and must be sent to the Company at least 03 (three) working days prior to the opening date of the General Meeting of Shareholders. The proposal must include the full name of the shareholder, the number and class of shares held by that person, and the contents proposed to be included in the agenda.
5. The convener of the General Meeting of Shareholders has the right to reject proposals related to Clause 4, Article 17 of this Charter in the following cases:
  - a. The proposal is sent late or is incomplete or incorrect in content;
  - b. At the time of proposal, the shareholder or group of shareholders does not hold at least 5% (five percent) of the ordinary shares as stipulated in Clause 3, Article 11 of this Charter;
  - c. The proposed matter does not fall within the decision-making authority of the General Meeting of Shareholders; or
  - d. Other cases as prescribed by law and this Charter.

**Article 18. Conditions for conducting meetings of the General Meeting of Shareholders**

1. A meeting of the General Meeting of Shareholders shall be conducted when the number of attending shareholders represents more than 50% (fifty percent) of the total voting votes.
2. With the approval of the Chairperson of the Board of Directors, shareholders may attend the General Meeting of Shareholders by electronic devices with network connection, provided that each shareholder must be able to hear other shareholders physically present at the Meeting and the present shareholders must clearly hear what this shareholder says. This form of attendance is considered equivalent to physical attendance in person. In this case, voting will be conducted in a manner appropriate to the means of communication.
3. In case the required number of shareholders as stipulated in Clause 1, Article 18 of this Charter is not met within 60 (sixty) minutes from the scheduled opening time of the meeting of the General Meeting of Shareholders, the convener shall cancel the meeting of the General Meeting of Shareholders. The meeting of the General Meeting of Shareholders must be reconvened within 30 (thirty) days from the intended date of the first meeting of the General Meeting of Shareholders. The reconvened meeting of the General Meeting of Shareholders shall only be conducted when the number of attending shareholders represents at least 33% (thirty-three percent) of the voting shares.
4. In case the second meeting of the General Meeting of Shareholders cannot be conducted due to the insufficient number of required shareholders as stipulated in Clause 3, Article 18 of this Charter within 60 (sixty) minutes from the scheduled opening time of the meeting of the General Meeting of Shareholders, the convener shall cancel the meeting of the General Meeting of Shareholders. The third meeting of the General Meeting of Shareholders must be convened within 20 (twenty) days from the intended date of the second meeting of the General Meeting of Shareholders, and in this case, the meeting of the General Meeting of Shareholders shall be conducted regardless of the total voting votes of the attending

shareholders and shall be deemed valid and have the right to decide on all matters intended to be approved at the first meeting of the General Meeting of Shareholders.

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

1. Before opening the meeting, the Company carries out procedures to register shareholders directly or online based on authenticated information (KYC) and verifies valid shareholder status; the shareholder registration is carried out continuously until the end of the meeting. A shareholder or an authorized representative arriving after the meeting has opened still has the right to register and participate in voting immediately after successful registration.
2. Upon completing the registration procedure, the shareholder is issued a Voting Card (if attending directly) or access to the voting system (if attending online/directly) displaying their identification information and number of voting votes. The shareholder votes by selecting one of three options: approve, disapprove or no opinion on the Voting Card or through the voting system. A valid voting ballot is a ballot (physical or electronic data) expressing the shareholder's opinion returned or successfully recorded by the voting system within the time limit stipulated in the Meeting Regulations/Agenda. The General Meeting elects a Vote Counting Committee to conduct or supervise the vote counting. The vote counting results are announced by the Chairperson or the meeting secretary on behalf of the Chairperson before the closing of the meeting.
3. A shareholder, authorized representative of an institutional shareholder or authorized person arriving after the meeting has opened has the right to register and thereafter has the right to participate and vote at the meeting of the General Meeting of Shareholders. The Chairperson is not obliged to stop the meeting of the General Meeting of Shareholders to allow the late-arriving shareholder to register, and the validity of voting rounds conducted before such shareholder completes registration remains unchanged.
4. The Chairperson of the Board of Directors shall chair the meetings convened by the Board of Directors. In the event the Chairperson is absent or temporarily unable to work within 15 (fifteen) minutes after the scheduled start time of the meeting, the remaining members of the Board of Directors shall elect one of them to chair the meeting by majority rule. In the event no one can act as chairperson within 30 (thirty) minutes after the scheduled start time of the meeting, the highest-ranking member of the Board of Directors present shall direct the General Meeting of Shareholders to elect a chairperson of the meeting from among the attendees, and the person with the highest number of votes shall be appointed as the chairperson of the meeting. In other cases, the person who signed the convocation of the General Meeting of Shareholders shall direct the General Meeting of Shareholders to elect the chairperson of the meeting, and the person with the highest number of votes shall be appointed as the chairperson of the meeting.
5. The Chairperson has the right to decide on the order, procedures and events arising outside the agenda of the General Meeting of Shareholders.
6. The Chairperson shall appoint one or several persons to act as the meeting secretary.

7. The General Meeting of Shareholders elects one or several persons to the Vote Counting Committee upon the proposal of the Chairperson of the meeting.
8. The agenda and contents of the meeting must be approved by the General Meeting of Shareholders in the opening session. The agenda must clearly and specifically define the time for each issue in the meeting agenda.
9. The Chairperson of the meeting of the General Meeting of Shareholders may adjourn the meeting of the General Meeting of Shareholders upon the unanimous consent or request of the General Meeting of Shareholders when the required number of delegates is present. The Chairperson has the right to adjourn a meeting of the General Meeting of Shareholders that has reached the maximum number of registered attendees for not more than 03 (three) working days from the scheduled opening date or change the meeting venue in the event of one of the following occurrences:
  - a. The meeting venue does not have enough convenient seats for all attendees;
  - b. The communication means at the meeting venue do not ensure that attending shareholders can participate, discuss and vote; or
  - c. An attendee obstructs, disrupts order, and threatens to prevent the meeting from being conducted fairly and lawfully.
10. The Chairperson of the meeting of the General Meeting of Shareholders has the right to take necessary and reasonable measures to direct the meeting of the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda, and so that the meeting of the General Meeting of Shareholders reflects the wishes of the majority of attendees.
11. The convener of the meeting or the Chairperson of the meeting of the General Meeting of Shareholders has the right to require shareholders or authorized representatives attending the General Meeting of Shareholders to undergo checks or other lawful and reasonable security measures. If a shareholder or authorized representative fails to comply with the above checking rules or security measures, disobeys the Chairperson's direction, and/or intentionally disrupts order, preventing the normal progress of the meeting, the convener or the Chairperson of the meeting of the General Meeting of Shareholders, after careful consideration, may refuse or expel such shareholder or representative from participating in the meeting of the General Meeting of Shareholders.
12. The Chairperson of the meeting of the General Meeting of Shareholders, after careful consideration, may take appropriate measures to:
  - a. Arrange seating at the venue of the General Meeting of Shareholders;
  - b. Ensure the safety of all persons present at the meeting venues; or
  - c. Facilitate shareholders to attend (or continue attending) the meeting of the General Meeting of Shareholders. The convener of the meeting of the General Meeting of Shareholders has full authority to change the above measures and apply all necessary measures. The measures applied may be issuing admission passes or using other alternative forms.

13. In case the above measures are applied at the General Meeting of Shareholders, the convener of the meeting of the General Meeting of Shareholders, when determining the venue of the meeting of the General Meeting of Shareholders, may:
  - a. Notify that the meeting of the General Meeting of Shareholders will be conducted at the venue stated in the notice, and the Chairperson of the meeting of the General Meeting of Shareholders will be present there ("Main Venue of the Meeting"); and
  - b. Arrange and organize so that shareholders or authorized representatives unable to attend according to Point a, Clause 9, Article 19 of this Charter, or those wishing to participate at a location other than the Main Venue of the Meeting, can concurrently attend the meeting of the General Meeting of Shareholders.

The notice of organizing the meeting of the General Meeting of Shareholders does not need to detail the organizational measures under Clause 10, Article 19 of this Charter.

14. In this Charter (unless the context requires otherwise), every shareholder is considered to participate in the meeting of the General Meeting of Shareholders at the Main Venue of the Meeting.

Annually, the Company organizes the General Meeting of Shareholders at least once (01). The annual General Meeting of Shareholders shall not be held in the form of collecting written opinions.

15. Members of the Board of Directors, whether shareholders or not, have the right to attend and speak at meetings of the General Meeting of Shareholders.

**Article 20. Conditions for resolutions of the General Meeting of Shareholders to be passed**

1. Resolutions are passed if approved by a number of shareholders representing at least 50% (fifty percent) of the total voting votes of all attending shareholders, except for the cases stipulated in Clauses 2 and 4, Article 20, Clause 8, Article 21, and Article 16 of this Charter.
2. Except for the cases stipulated in Clauses 1 and 4, Article 20, Clause 8, Article 21, and Clause 2, Article 16 of this Charter, a resolution on the following matters is passed if approved by a number of shareholders representing at least 65% (sixty-five percent) of the total voting votes of all attending shareholders:
  - a. Classes of shares and total number of shares of each class;
  - b. Change of business lines and sectors;
  - c. Change of the organizational and management structure of the Company;
  - d. Decision on investment, sale, transfer, lease, or disposal of the Company's assets (other than the sale of products traded by the Company) which, when aggregated with previous transactions of the same nature within any 12 (twelve)-month period (if any), have a fair market value or proposed transaction value equal to or greater than 20% (twenty percent) of the total asset value of the Company and its branches recorded in the latest audited annual financial statements (the total asset value is determined based on the lower value between the separate report and the consolidated report in accordance with legal regulations);
  - e. Reorganization or dissolution of the Company;

- f. Consideration and decision on measures to handle violations by the Board of Directors causing damage to the Company and/or shareholders of the Company;
  - g. Repurchase of more than 10% (ten percent) of the total issued shares of each class;
  - h. Issuance of convertible bonds or bonds with warrants allowing holders to purchase shares at a predetermined price;
  - i. Decision on investment transactions, transactions to repurchase shares or other securities of any other company or investments in real estate ownership with each transaction value equal to or greater than 20% (twenty percent) of the total asset value of the Company recorded in the latest audited annual financial statements of the Company (the total asset value is determined based on the lower value between the separate report and the consolidated report in accordance with legal regulations); and
  - j. Matters stated in Points b and d, Clause 5, Article 5; Clause 1, Article 16; and Clause 2, Article 47 of this Charter.
3. Resolutions of the General Meeting of Shareholders passed by 100% (one hundred percent) of the total voting shares are lawful and effective even if the order and procedures for convening the meeting and passing such resolutions are not implemented in accordance with the Law on Enterprises and this Charter.
  4. The election of members of the Board of Directors must be carried out by cumulative voting as stipulated in Clause 3, Article 148 of the Law on Enterprises.

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

The authority and formalities for collecting written opinions of shareholders to pass resolutions and decisions of the General Meeting of Shareholders shall comply with the following provisions:

1. The Board of Directors has the right to collect written opinions of shareholders to pass resolutions and decisions of the General Meeting of Shareholders at any time if deemed necessary for the interests of the Company, including:
  - a. Amendment and supplement to the Charter;
  - b. The class and number of shares of each class to be offered;
  - c. Reorganization or dissolution of the enterprise;
  - d. Decision on approving or disapproving investment, sale, transfer, lease, or disposal of the Company's assets (other than the sale of products traded by the Company) which, when aggregated with previous transactions of the same nature within any 12 (twelve)-month period (if any), have a fair market value or proposed transaction value equal to or greater than 20% (twenty percent) of the total asset value of the Company and its branches recorded in the latest audited financial statements of the Company (the total asset value is determined based on the lower value between the separate report and the consolidated report in accordance with legal regulations);
  - e. Consideration and decision on measures to handle violations by the Board of Directors causing damage to the Company and/or shareholders of the Company;
  - f. Issuance of call options and put options for the shares of the Company; and
  - g. Other contents within the authority of the General Meeting of Shareholders in accordance with the law and this Charter.

2. The Board of Directors must prepare opinion collection forms, draft resolutions, decisions of the General Meeting of Shareholders, and explanatory documents for the draft resolutions and decisions. The opinion collection form attached to the draft resolution, decision, and explanatory documents must be sent to the contact address or email or registered phone number of each shareholder with voting rights. The Board of Directors must ensure the sending and disclosure of documents to shareholders with voting rights within a reasonable time for consideration and voting, and must send them at least 10 (ten) days before the deadline for returning the opinion collection forms.
3. The opinion collection form must contain the following principal contents:
  - a. Name, head office address, enterprise identification number;
  - b. Purpose of collecting opinions;
  - c. Full name, contact address, nationality, ID card number, Passport number or other valid personal identification of individual shareholders; name, head office address, establishment decision number or business registration number of institutional shareholders, or full name, contact address, nationality, legal document number of individuals representing institutional shareholders; number of shares of each class and number of voting votes of the shareholder;
  - d. The issue requiring opinion collection to pass a decision;
  - e. Voting options including approve, disapprove, and no opinion for each issue;
  - f. The deadline for returning the completed opinion collection form to the Company; and
  - g. Full name and signature of the Chairperson of the Board of Directors.
4. Shareholders may return completed opinion collection forms to the Company by post or email according to the following provisions:
  - a. In case of sending by post, the completed opinion collection form must bear the signature of the individual shareholder, the authorized representative, or the legal representative of the institutional shareholder. The opinion collection form sent to the Company must be contained in a sealed envelope and no one is allowed to open it prior to the vote counting.
  - b. In case of sending by email, the opinion collection form sent to the Company must be kept confidential until the time of vote counting.
  - c. Opinion collection forms returned to the Company after the deadline specified in the form, or that have been opened in case of postal delivery, or leaked in case of email delivery, shall be invalid. Unreturned forms shall be considered as non-voting forms. In case the authorized representative of a shareholder signs and/or returns the form, it must be accompanied by the power of attorney and a certified copy of the authorized person's legal identification.
5. The Board of Directors conducts the vote counting and prepares a vote counting minutes under the witness of a shareholder not holding a managerial position in the Company. The vote counting minutes must contain the following principal contents:
  - a. Name, head office address, enterprise identification number;
  - b. Purpose and issues requiring opinion collection to pass resolutions/decisions;

- c. Number of shareholders with the total number of voting votes participating, specifying the number of valid and invalid votes and the method of sending the votes, accompanied by an appendix listing the participating shareholders;
- d. Total number of approving, disapproving, and no opinion votes for each issue;
- e. Resolutions and decisions passed and the corresponding approval voting ratios; and
- f. Full names and signatures of the Chairperson of the Board of Directors, the vote counter, and the vote counting supervisor.

Members of the Board of Directors, the vote counter, and the vote counting supervisor shall be jointly liable for the truthfulness and accuracy of the vote counting minutes; and jointly liable for damages arising from resolutions and decisions passed due to untruthful or inaccurate vote counting.

6. The vote counting minutes and resolutions must be published on the Company's website within 24 (twenty-four) hours from the end of the vote counting, or sent to shareholders within 15 (fifteen) days from the end of the vote counting.
7. Completed opinion collection forms, vote counting minutes, the full text of the passed resolutions, and related documents attached to the opinion collection forms must be retained at the Company's head office.
8. In case of passing a resolution by collecting written opinions, the resolution of the General Meeting of Shareholders is passed if approved by a number of shareholders holding at least 50% (fifty percent) of the total voting votes of all shareholders with voting rights. This resolution has the same validity as a resolution passed at a meeting of the General Meeting of Shareholders.
9. Resolutions of the General Meeting of Shareholders passed by 100% (one hundred percent) of the total voting shares are lawful and effective even if the order and procedures for collecting written opinions and passing such resolutions are not implemented in accordance with the Law on Enterprises and this Charter.

**Article 22. Resolutions and minutes of meetings of the General Meeting of Shareholders**

1. The meeting of the General Meeting of Shareholders must be minuted and may be audio-recorded or kept in other electronic formats. The minutes must be prepared in Vietnamese, may also be prepared in a foreign language (at the discretion of the meeting Chairperson), and contain principal contents as prescribed by the Law on Enterprises.
2. The minutes of the meeting of the General Meeting of Shareholders must be completed and approved prior to the closing of the meeting. The Chairperson and the meeting secretary or other persons signing the meeting minutes shall be jointly liable for the truthfulness and accuracy of the contents of the minutes.
3. Minutes prepared in Vietnamese and a foreign language (if any) have equal legal effect. In case of discrepancies between the Vietnamese and foreign language versions, the contents of the Vietnamese minutes shall prevail.
4. The minutes of the meeting of the General Meeting of Shareholders must be published on the Company's website within 24 (twenty-four) hours from the end of the meeting.

5. Resolutions, minutes of meetings of the General Meeting of Shareholders, the appendix of the list of registered shareholders with their signatures, powers of attorney to attend the meeting, all documents attached to the meeting minutes (if any), and related documents attached to the notice of meeting must be retained at the Company's head office.
6. The minutes of the meeting of the General Meeting of Shareholders are considered conclusive evidence of the proceedings conducted at the meeting of the General Meeting of Shareholders unless an objection to the contents of the minutes is raised according to the prescribed procedures within 10 (ten) days from the date the minutes are sent.
7. Resolutions of the General Meeting of Shareholders shall become effective from the date of approval or from the effective date stated in such resolutions.

**Article 23. Request to annul decisions of the General Meeting of Shareholders**

Within 90 (ninety) days from the date of receiving the resolution or the minutes of the meeting of the General Meeting of Shareholders or the vote counting minutes for collecting opinions of the General Meeting of Shareholders, the shareholder or group of shareholders specified in Clause 3, Article 11 of this Charter has the right to request a Court or an Arbitration to consider and annul a resolution or part of the contents of a resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening the meeting and issuing the resolution or decision of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the Charter, except for the cases stipulated in Clause 3, Article 20 and Clause 9, Article 21 of this Charter.
2. The contents of the resolution/decision violate the law or the Company's Charter.

In the event that a resolution or decision of the General Meeting of Shareholders is annulled by a decision of a Court or an Arbitration, the convener of the annulled meeting of the General Meeting of Shareholders may consider reconvening the meeting of the General Meeting of Shareholders according to the order and procedures prescribed by the Law on Enterprises and this Charter.

**VII. BOARD OF DIRECTORS**

**Article 24. Composition and term of office of members of the Board of Directors and candidacy, nomination of members of the Board of Directors**

1. The number of members of the Board of Directors shall not be less than 05 (five) and not exceed 11 (eleven). The term of the Board of Directors is 04 (four) years. The term of office of a member of the Board of Directors shall not exceed 04 (four) years; a member of the Board of Directors may be re-elected for an unlimited number of terms, unless otherwise prescribed by law. The proportion of independent members of the Board of Directors and non-executive members of the Board of Directors shall comply with the provisions of applicable laws.
2. A member of the Board of Directors of the Company must meet the following criteria and conditions:

- a. Having full civil act capacity, having no criminal record, and not falling into the subjects specified in Clause 2, Article 17 of the Law on Enterprises;
  - b. Being an individual shareholder holding at least 5% (five percent) of the total ordinary shares or another person having professional qualifications and experience in business management or in the main business lines of the Company;
  - c. Unless otherwise approved by the General Meeting of Shareholders, a member of the Board of Directors of the Company shall not concurrently be:
    - A member of the Board of Directors, General Director, Deputy General Director, Head of a department/division, Chief Accountant and a Related Person of such persons of any company competing with the Company, except for the Subsidiaries of the Company; or
    - A shareholder or a Related Person of a shareholder owning 5% (five percent) or more of the total ordinary shares (or total contributed capital) of any company competing with the Company, except for the Subsidiaries of the Company;
3. A shareholder or group of shareholders specified in Clause 4, Article 11 of this Charter has the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the Charter.
  4. If the number of candidates for the Board of Directors through nomination and candidacy is still insufficient, the incumbent Board of Directors may nominate additional candidates or organize the nomination according to the mechanism prescribed by the Company in the internal corporate governance regulations. The nomination mechanism or the way the incumbent Board of Directors nominates candidates to the Board of Directors must be clearly disclosed and must be approved by the General Meeting of Shareholders before the nomination.
  5. A member of the Board of Directors shall lose their status as a member of the Board of Directors in the following cases:
    - a. Such member is disqualified from being a member of the Board of Directors as prescribed by the Law on Enterprises and this Charter or is prohibited by law from being a member of the Board of Directors;
    - b. Such member submits a written resignation letter to the head office of the Company and is approved;
    - c. Such member suffers from mental disorder and other members of the Board of Directors have professional evidence proving that such person has lost their civil act capacity;
    - d. Such member fails to attend meetings of the Board of Directors continuously for 06 (six) months without the approval of the Board of Directors, except for force majeure events, and the Board of Directors decides that this position is vacant; and
    - e. Such member is dismissed or removed by a resolution or decision of the General Meeting of Shareholders when deemed necessary.
  6. The appointment of members of the Board of Directors must be disclosed in accordance with the provisions of law.

7. A member of the Board of Directors may not necessarily be a shareholder of the Company, may not hold Vietnamese nationality and/or may not reside in Vietnam.

**Article 25. Powers and obligations of the Board of Directors; remuneration, bonuses and other benefits of members of the Board of Directors**

1. The business operations and affairs of the Company must be subject to the supervision and direction of the Board of Directors. The Board of Directors is the body with full authority to decide and exercise all rights and obligations on behalf of the Company, except for the rights and obligations under the authority of the General Meeting of Shareholders.
2. The Board of Directors is responsible for supervising and directing the General Director. A member of the Board of Directors has the right to request the General Director, Members of the Board of Management, and other Managers of the Company to provide information and documents on the financial situation and business operations of the Company and of units within the Company. The requested person must promptly, fully, and accurately provide the information and documents as requested by the member of the Board of Directors within 03 (three) working days from the date of receiving the written request of such member of the Board of Directors.
3. The rights and obligations of the Board of Directors are prescribed by law, the Company's Charter, and the resolutions and decisions of the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and duties:
  - a. Approve and direct strategies, key action plans, risk management policies, budgets, and set operational objectives in accordance with Point b, Clause 3, Article 25 of this Charter;
  - b. Review and propose short-term, medium-term, and long-term development plans of the Company for submission to the General Meeting of Shareholders for decision;
  - c. Appoint, dismiss, sign contracts, terminate contracts, and decide on remuneration, salary, bonuses, or other benefits of the General Director, Deputy General Directors, and Chief Accountant;
  - d. Resolve the Company's complaints against the General Director as well as decide to select the Company's representative to resolve issues related to legal proceedings against the General Director;
  - e. Propose the classes of shares that can be issued and the total number of shares to be issued for each class;
  - f. Propose the issuance of convertible bonds or bonds with warrants that allow the holders to purchase shares at a predetermined price;
  - g. Decide on the offering price of convertible bonds, shares, convertible securities, and the specific terms and conditions of each type of such bonds, shares, and convertible securities in case of authorization by the General Meeting of Shareholders;
  - h. Elect, dismiss, and remove the Chairperson of the Board of Directors;
  - i. Supervise and direct the General Director and other managers (including Members of the Board of Management) in the daily business operations of the Company;
  - j. Propose the annual dividend rate and determine the advance dividend rate; organize the payment of dividends;

- k. Recommend to the General Meeting of Shareholders the reorganization or dissolution of the Company;
  - l. Review and submit the annual financial statements to the General Meeting of Shareholders;
  - m. Decide on the signing of any one or a group of contracts, including but not limited to loan agreements, lending agreements, bond issuance agreements, and other contracts (other than the transactions specified in Points j, m, and p of Clause 2, Article 14 and Point n, Clause 3, Article 25 of this Charter) where the cumulative value of such contract(s) of the Company has a value or may lead to expenses payable by the Company equal to or greater than 35% (thirty-five percent) of the total asset value of the Company recorded in the latest audited annual consolidated financial statements of the Company;
  - n. Decide on the approval or disapproval of any sale of assets of the Company (except for the transactions specified in Points j and m, Clause 2, Article 14 and Point e, Clause 4, Article 25 of this Charter) with a fair market value or expected transaction value exceeding 10% (ten percent) of the total asset value of the Company recorded in the latest audited annual financial statements of the Company (determining the total asset value based on the lower value between the separate report and the consolidated report according to legal regulations);
  - o. Decide on the organizational structure and appropriate internal management regulations of the Company;
  - p. Approve the agenda, contents of documents serving the meeting of the General Meeting of Shareholders, convene the meeting of the General Meeting of Shareholders or collect opinions for the General Meeting of Shareholders to pass a resolution;
  - q. Recommend the reorganization or dissolution of the Company; request the bankruptcy of the Company;
  - r. Ensure the integrity of the Company's financial and accounting reporting system, including the independent audit, and ensure that appropriate control systems are established, especially risk monitoring, financial control, and legal compliance monitoring systems; and
  - s. Decide on the issuance of bonds, secured bonds, and other debt securities of the Company, except for convertible bonds and bonds with warrants under the authority of the General Meeting of Shareholders in accordance with this Charter and applicable laws.
  - t. Decide on the capital mobilization plan, the plan to use the proceeds from the bond issuance, and the plan to repay the bond principal and interest.
  - u. Decide on the repurchase of employees' shares according to the employee stock option plan approved by the General Meeting of Shareholders. The Board of Directors has full authority to decide on the plan to sell these repurchased shares (including deciding on the selling time, offering subjects, and specific selling price) ensuring compliance with the provisions of securities laws.
  - v. Have other rights and obligations as prescribed in this Charter, to the maximum extent permitted by law, as well as other rights and obligations prescribed by law.
4. The following matters must be approved by the Board of Directors:

- a) Establishing Subsidiaries, branches, or representative offices of the Company (except for the establishment of a branch acting as a retail store, retail stores directly under a branch, offices, warehouses in Vietnam which will be assigned to the General Director to decide) within or outside the territory of Vietnam, as well as investing in other companies (except for the transactions specified in Points j, m, and p, Clause 2, Article 14 of this Charter) in accordance with the Company's development plan approved by the General Meeting of Shareholders;
  - b) To the extent provided in Clause 2, Article 153 of the Law on Enterprises and except for the cases provided in Clause 2, Article 138 and Clause 3, Article 167 of the Law on Enterprises which must be approved by the General Meeting of Shareholders, the Board of Directors from time to time decides on the implementation, amendment, and cancellation of contracts/transactions of the Company that do not fall under the authority of the General Meeting of Shareholders (including without limitation purchase, sale, merger, spin-off of companies and/or joint venture investments, lending, and other transactions);
  - c) Decide on the appointment, authorization, and termination of authorization for commercial representatives, Lawyers, and other authorized representatives of the Company participating in the board of members or general meeting of shareholders in other companies;
  - d) Investments not included in the business plan and budget exceeding 10% (ten percent) of the value of the annual business plan and budget (except for the transactions specified in Points j, m, and p, Clause 2, Article 14 of this Charter);
  - e) The purchase or sale of shares, capital contributions in other companies established in Vietnam or abroad (except for the transactions specified in Points j, m, and p, Clause 2, Article 14 of this Charter);
  - f) The valuation of non-cash assets contributed to the Company relating to the issuance of shares or bonds of the Company, including gold, land use rights, intellectual property rights, technology, and technological know-how;
  - g) The Company's repurchase or withdrawal of not more than 10% (ten percent) of each class of shares;
  - h) Decide on the repurchase price of shares or withdrawal price of shares of the Company; and
  - i) Business matters or transactions that the Board decides require approval within the scope of its powers and responsibilities.
5. The Board of Directors must report to the General Meeting of Shareholders on its activities, specifically on the Board of Directors' supervision of the General Director, Members of the Board of Management, and other Managers in the financial year.
  6. Unless otherwise provided by law and this Charter, the Board of Directors may authorize subordinate employees, Members of the Board of Management, and Managers to act as representatives to handle affairs on behalf of the Company.
  7. Members of the Board of Directors (excluding alternate authorized representatives) shall receive remuneration for their work in their capacity as members of the Board of Directors according to the business results and efficiency of the Company. The total remuneration for

the Board of Directors is decided by the General Meeting of Shareholders. This remuneration is divided among the members of the Board of Directors as agreed within the Board of Directors or divided equally in case an agreement cannot be reached.

8. The remuneration of each member of the Board of Directors is included in the Company's business expenses in accordance with the law on corporate income tax, presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting. The total amount paid to each member of the Board of Directors including remuneration, expenses, commission, stock options, and other benefits received from the Company, Subsidiaries, affiliated companies of the Company, and other companies where the member of the Board of Directors is a capital representative must be disclosed in detail in the Company's annual report.
9. A member of the Board of Directors holding an executive position or a member of the Board of Directors working in sub-committees of the Board of Directors or performing other tasks which, according to the Board of Directors, are outside the scope of the normal duties of a member of the Board of Directors, may be paid additional remuneration in the form of a lump sum payment per occurrence, salary, commission, profit percentage, or in another form according to the resolution or decision of the Board of Directors.
10. Members of the Board of Directors have the right to be reimbursed for all travel, meals, accommodation, and other reasonable expenses incurred by them when performing their duties as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or sub-committees of the Board of Directors.

#### **Article 26. Chairperson of the Board of Directors**

1. The Chairperson of the Board of Directors is elected, dismissed, or removed by the Board of Directors from among the members of the Board of Directors. The Chairperson of the Board of Directors shall not concurrently serve as the General Director of the Company.
2. The Chairperson of the Board of Directors has the following rights and obligations:
  - a) Prepare the working program and plan of the Board of Directors;
  - b) Prepare the program, contents, and documents for meetings; convene, preside over, and chair meetings of the Board of Directors;
  - c) Organize the approval of resolutions and decisions of the Board of Directors;
  - d) Supervise the process of organizing the implementation of resolutions and decisions of the Board of Directors;
  - e) Chair the meeting of the General Meeting of Shareholders;
  - f) Sign resolutions/decisions of the Board of Directors on behalf of the Board of Directors;
  - g) Propose to the Board of Directors the appointment, removal, or dismissal of the General Director, Deputy General Directors, or Chief Accountant. Sign labor contracts with the General Director, Deputy General Directors, or Chief Accountant on behalf of the Board of Directors;
  - h) In case of necessity, the Chairperson of the Board of Directors may temporarily suspend the decisions of the General Director, other Members of the Board of Management, or

other Managers that are contrary to the provisions of the law, resolutions of the General Meeting of Shareholders, resolutions of the Board of Directors, this Charter, the Company's internal governance regulations, and/or other regulations issued by the General Meeting of Shareholders or the Board of Directors to limit losses to the Company, and must subsequently report in writing to the Board of Directors for the Board of Directors to make an official decision on suspending the relevant decision of the General Director, Members of the Board of Management, or other Managers, or canceling the temporary suspension decision of the Chairperson of the Board of Directors within 15 (fifteen) days from the date of issuing such temporary suspension decision; and

- i) Other rights and obligations in accordance with the Law on Enterprises and this Charter.
3. The Chairperson of the Board of Directors is responsible for ensuring that the Board of Directors sends the annual financial statements, the report on the Company's operations, the audit report, and the inspection report of the Board of Directors to shareholders at the annual General Meeting of Shareholders.
4. If the Chairperson of the Board of Directors submits a resignation letter or is dismissed or removed, the Board of Directors must elect a replacement within 10 (ten) days from the date of receiving the resignation letter or being dismissed or removed.
5. In case the Chairperson of the Board of Directors is absent or unable to perform their duties, they must authorize another member in writing to perform the rights and obligations of the Chairperson of the Board of Directors. If there is no authorized person or the Chairperson of the Board of Directors dies, is missing, is held in custody, is serving a prison sentence, is serving an administrative handling measure at a compulsory detoxification establishment or compulsory educational establishment, absconds from the place of residence, has restricted or lost civil act capacity, has difficulties in perceiving and controlling behavior, or is banned by the Court from holding certain positions, practicing certain professions, or doing certain jobs, the remaining members shall elect one of the members to hold the position of Chairperson of the Board of Directors based on the principle of majority approval by the remaining members until a new decision is made by the Board of Directors.

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

1. If the Board of Directors elects a chairperson, the first meeting of the term of the Board of Directors to elect the Chairperson and pass other decisions within its authority must be conducted within 07 (seven) working days from the end date of the election of the Board of Directors for that term. This meeting is convened by the member having the highest number of votes or the highest voting rate. If there is more than one (01) member with the highest and equal number of votes or voting rate, these members shall elect one of them to convene the meeting of the Board of Directors by majority rule.
2. The Chairperson of the Board of Directors must convene regular meetings of the Board of Directors, prepare the agenda, time, and venue of the meeting at least 15 (fifteen) days prior to the expected meeting date. The Chairperson may convene a meeting whenever deemed necessary, but must meet at least once (01) a quarter.

3. The Chairperson of the Board of Directors shall convene extraordinary meetings when deemed necessary for the benefit of the Company. In addition, the Chairperson of the Board of Directors must convene an extraordinary meeting of the Board of Directors without unjustifiable delay when one of the following person's requests in writing specifying the purpose of the meeting and the matters to be discussed and decided within the authority of the Board of Directors:
  - a. The General Director or at least 05 (five) other Managers;
  - b. At least 02 (two) members of the Board of Directors; or
  - c. Request of an independent member of the Board of Directors.
4. The meetings of the Board of Directors mentioned in Clause 3, Article 27 of this Charter must be conducted within 07 (seven) working days from the date of receiving the meeting request. If the Chairperson of the Board of Directors fails to convene the meeting upon request, the Chairperson of the Board of Directors shall be liable for damages caused to the Company; the person(s) proposing to hold the meeting mentioned in Clause 3, Article 27 of this Charter has the right to convene a meeting of the Board of Directors in place of the Chairperson of the Board of Directors.
5. At the request of the independent auditor, the Chairperson of the Board of Directors must convene a meeting of the Board of Directors to discuss the audit report and the Company's situation.
6. Meetings of the Board of Directors are conducted at the registered address of the Company or other addresses in Vietnam or abroad as decided by the Chairperson of the Board of Directors and agreed upon by the Board of Directors.
7. The notice of a meeting of the Board of Directors must be sent in advance to the members of the Board of Directors at least 05 (five) days prior to holding the meeting; the members of the Board of Directors may refuse the notice of meeting in writing and this refusal may be changed or canceled in writing by such member of the Board of Directors. The notice of meeting of the Board of Directors must be made in writing in Vietnamese and must fully inform the agenda, time, meeting venue, issues to be discussed and decided along with necessary documents regarding the issues to be discussed and voted on at the meeting of the Board of Directors and voting ballots for the members of the Board of Directors who cannot attend the meeting.

The notice of meeting of the Board of Directors may be sent by post, fax, email or other means, but must ensure it reaches the contact address of each member of the Board of Directors registered with the Company.

8. A member of the Board of Directors is considered to attend and vote at the meeting in the following cases:
  - a. Attending and voting directly at the meeting;
  - b. Authorizing another person to attend the meeting and vote in accordance with the provisions of Clause 9, Article 27 of this Charter;
  - c. Attending and voting via an online conference, an electronic device connected to the network, or other electronic communication means when all or some members are in

different locations, provided that each participating member can hear every other participating member of the Board of Directors speak during the meeting and can speak to all other attending members simultaneously. This form of attendance is considered as physical attendance at the meeting of the Board of Directors. The meeting venue organized under this provision is the location where the largest group of members of the Board of Directors gathers, or if there is no such group, the location where the Chairperson of the meeting is present; or

- d. Sending voting ballots to the meeting by post, fax, or email. In case of sending voting ballots to the meeting by post, the voting ballot must be enclosed in a sealed envelope and must be delivered to the Chairperson of the Board of Directors no later than 01 (one) hour prior to the opening of the meeting. The voting ballots shall only be opened in the presence of all attendees.
9. Members must fully attend the meetings of the Board of Directors. If a member of the Board of Directors cannot attend a meeting of the Board of Directors, this member may authorize a representative in writing (who may or may not be another member of the Board of Directors) to attend the meeting and vote at such meeting provided that such authorization must be approved by the majority of the members of the Board of Directors. The representative may be authorized to attend a specific meeting of the Board of Directors or any meeting of the Board of Directors until there is another notice from the authorizing member of the Board of Directors. Each written proxy must be sent or delivered to the Chairperson of the Board of Directors at the Company's head office prior to the start of the meeting of the Board of Directors. Each representative shall have one vote for each member that this person represents and one separate vote of their own if the representative is also a member of the Board of Directors.
  10. Where necessary, the members of the Board of Directors may allow other persons to attend the meeting to interpret, advise, and provide consulting support at the meetings of the Board of Directors, provided that such persons must commit to complying with confidentiality requirements according to the Company's regulations.
  11. The Board of Directors has the right to establish subordinate sub-committees to perform tasks assigned by the Board of Directors. Members of the sub-committees may include one or more members of the Board of Directors and one or more external members as decided by the Board of Directors. The operations of the sub-committee must comply with the regulations of the Board of Directors. A resolution of the sub-committee is only valid when approved by a majority of the members attending and voting at the sub-committee meeting. The sub-committee only functions to assist the Board of Directors and does not have the right to decide on matters within the authority of the Board of Directors.
  12. The implementation of resolutions and decisions of the Board of Directors, or of a sub-committee directly under the Board of Directors, or of a person with the status as a member of a sub-committee of the Board of Directors must comply with current legal regulations and the provisions in this Charter and the internal corporate governance regulations.
  13. The first meeting of the Board of Directors shall only be conducted when at least 3/4 (three-quarters) of the members of the Board of Directors attend the meeting. In case there is an

insufficient number of attending members as prescribed, the meeting must be reconvened within 07 (seven) days from the intended date of the first meeting. The reconvened meeting shall be conducted if more than 1/2 (one-half) of the members of the Board of Directors attend the meeting.

14. Voting.

- a. Except for the case specified in Point b, Clause 14, Article 27 of this Charter, each member of the Board of Directors or authorized person directly present in a personal capacity at the meeting of the Board of Directors has 01 (one) voting vote;
- b. A member of the Board of Directors may not vote on contracts, transactions or proposals in which such member or a Related Person to such member has an interest and such interest conflicts or may conflict with the interests of the Company;
- c. According to the provisions in Point d, Clause 14, Article 27 of this Charter, when an issue arises in a meeting of the Board of Directors regarding the interests of a member of the Board of Directors or regarding the voting rights of a member that cannot be resolved by the voluntary waiver of the voting rights of the relevant member of the Board of Directors, such arising issue shall be referred to the Chairperson of the meeting for decision. The ruling of the Chairperson on this issue shall be the final decision unless the nature or scope of the interests of the relevant member of the Board of Directors has not been fully disclosed; and
- d. A member of the Board of Directors benefiting from a contract specified in Point a and Point b, Clause 4, Article 34 of this Charter is considered to have a significant interest in such contract.

15. A member of the Board of Directors who directly or indirectly benefits from a contract or transaction that has been signed or is expected to be signed with the Company and knows they have an interest therein is responsible for disclosing the nature and content of such interest at the meeting where the Board of Directors first considers the signing of this contract or transaction. If a member of the Board of Directors is unaware that they and their related persons have an interest at the time the contract or transaction is signed with the Company, this member of the Board of Directors must disclose the relevant interests at the first meeting of the Board of Directors held after this member becomes aware that they have or will have an interest in the relevant transaction or contract.

16. The Board of Directors passes resolutions, decisions and issues resolutions based on the affirmative votes of the majority of the members of the Board of Directors attending the meeting (over 50% (fifty percent)). In case of an equal number of approving and opposing votes, the voting vote of the Chairperson of the Board of Directors shall be the casting vote.

17. Resolutions and decisions passed at a meeting through an online conference, network-connected electronic devices or other electronic communication means in accordance with Clause 8, Article 27 of this Charter, organized and conducted in a proper manner, shall take effect immediately upon the conclusion of the meeting but must be confirmed by signatures in the minutes of all members of the Board of Directors attending this meeting.

18. A resolution in the form of collecting written opinions is passed on the basis of the affirmative opinions of the majority of the members of the Board of Directors with voting rights. This resolution has the same validity and effect as a resolution passed by the members of the Board of Directors at a meeting.
19. The Chairperson of the Board of Directors is responsible for sending the minutes of the meeting of the Board of Directors to the members, and such minutes are conclusive evidence of the proceedings conducted at such meetings unless an objection is raised regarding the contents of the minutes within 10 (ten) days from the date of sending. The minutes of the meeting of the Board of Directors are prepared in Vietnamese and must contain the full names and signatures of the Chairperson and the minute-taker, and other contents as prescribed by law.

**Article 28. Audit Committee**

1. The Audit Committee is a specialized body under the Board of Directors. The Audit Committee has at least 02 (two) members, the specific number and members shall be decided by the Board of Directors. The Chairperson of the Audit Committee must be an independent member of the Board of Directors, and other members of the Audit Committee must be non-executive members of the Board of Directors, and the Chairperson of the Audit Committee and other members of the Audit Committee shall not be Members of the Board of Management or Managers of the Company. The appointment of the Chairperson of the Audit Committee and other members of the Audit Committee must be approved by the Board of Directors at a meeting of the Board of Directors.
2. The Board of Directors approves and promulgates the operating regulations of the Audit Committee of the Company.
3. The Audit Committee exercises its rights and obligations in accordance with the operating regulations approved by the Board of Directors and in accordance with the law.

**VIII. GENERAL DIRECTOR, OTHER MANAGERS AND PERSON IN CHARGE OF CORPORATE GOVERNANCE**

**Article 29. Organizational management structure**

The Company's management system must ensure that the management apparatus is responsible to the Board of Directors and is subject to the supervision and leadership of the Board of Directors in the daily business operations of the Company. The Company has 01 (one) General Director and/or Deputy General Directors appointed by the Board of Directors. The appointment, dismissal, and removal of the above titles must be implemented by a resolution of the Board of Directors passed in a valid manner.

**Article 30. Managers**

1. Subject to the decision of the General Director and in accordance with the organizational structure approved by the Board of Directors, the Company may recruit necessary Managers with the quantity and quality suitable for the structure and management practices of the Company as stipulated by the Board of Directors. Managers must exercise the necessary diligence for the Company's operations and organization to achieve its set objectives.

2. Salary, remuneration, benefits, and other terms in the contracts of Managers are decided by the General Director.

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

1. The Board of Directors appoints 01 (one) member of the Board of Directors or hires another person to act as the General Director; signs a contract specifying the salary, remuneration, benefits, and other relevant terms. Information on the salary, allowances, and other benefits of the General Director must be reported at the annual General Meeting of Shareholders and stated in the Company's Annual Report.
2. The term of the General Director is 04 (four) years and may be reappointed. The appointment may expire according to the provisions in the labor contract. The General Director must not be a person prohibited by law from holding this position and must have professional qualifications and experience in the business administration of the Company.
3. The General Director has the following powers and responsibilities:
  - a. Implement the resolutions of the Board of Directors and the General Meeting of Shareholders, the business plans and investment plans of the Company approved by the Board of Directors and the General Meeting of Shareholders;
  - b. Decide on all matters related to the daily business operations of the Company that do not fall under the authority of the Board of Directors or the General Meeting of Shareholders;
  - c. Decide on the number of Managers according to the organizational structure approved by the Board of Directors; appoint, dismiss, remove, sign contracts, and terminate contracts with these Managers; and decide on the salary, remuneration, benefits, and other terms of the labor contracts of such Managers;
  - d. Decide on the number of employees, recruitment, salary, allowances, benefits, and other terms relating to their labor contracts;
  - e. Propose the organizational structure and other internal management regulations of the Company;
  - f. Propose the plan for dividend payment or handling of business losses;
  - g. Annually, the General Director must submit to the Board of Directors for approval the detailed business plan for the financial year;
  - h. Decide on measures to improve the operations and management of the Company;
  - i. Prepare long-term, annual, and quarterly estimates of the Company (hereinafter referred to as estimates) serving the long-term, annual, and quarterly management activities of the Company in accordance with the business plan. The annual estimate (including the balance sheet, income statement, and cash flow statement) for each financial year must be submitted to the Board of Directors for approval and must include information prescribed by the Company's regulations;
  - j. Authorize, mandate, and appoint Managers within the scope of their powers and responsibilities. The authorized, mandated, and appointed persons must perform their assigned tasks and be responsible to the General Director for those tasks. However, the General Director remains ultimately responsible to the Board of Directors; and

- k. Perform all other activities as prescribed by this Charter, the Company's regulations, resolutions of the Board of Directors, the labor contract of the General Director, and the provisions of law.
4. The General Director is responsible to the Board of Directors and the General Meeting of Shareholders for performing the assigned duties and powers and must report to these bodies when requested.
5. The Board of Directors may dismiss, remove, or replace the General Director upon the affirmative vote of the majority of the attending members of the Board of Directors with voting rights, and appoint a new replacement General Director.
6. The General Director shall attend the meetings of the Board of Directors as an observer, but shall not vote unless the General Director is concurrently a member of the Board of Directors.

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

1. The Board of Directors appoints at least 01 (one) person to act as the person in charge of corporate governance to assist the corporate governance activities to be conducted efficiently. The term of the person in charge of corporate governance is decided by the Board of Directors, up to a maximum of 05 (five) years.
2. The person in charge of corporate governance must meet the criteria prescribed by law and this Charter.
3. The Board of Directors may dismiss, remove, or appoint the person in charge of corporate governance when necessary but not contrary to current labor laws.
4. The person in charge of corporate governance has the following rights and obligations:
  - a. Advise the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and related matters between the Company and shareholders;
  - b. Prepare meetings of the Board of Directors and the General Meeting of Shareholders as requested by the Board of Directors;
  - c. Advise on meeting procedures;
  - d. Attend meetings;
  - e. Advise on the procedures for establishing resolutions of the Board of Directors in accordance with legal regulations;
  - f. Supervise and report to the Board of Directors on the Company's information disclosure activities;
  - g. Act as the contact point with stakeholders;
  - h. Maintain confidentiality of information according to legal regulations and this Charter; and
  - i. Other rights and obligations as prescribed by law and this Charter.
5. The person in charge of corporate governance may concurrently hold the position of Company Secretary.

## **IX. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, GENERAL DIRECTOR AND OTHER MANAGERS**

### **Article 33. Duty of care**

Members of the Board of Directors, Members of the Board of Management, and other Managers are responsible for performing their duties, including duties as members of sub-committees of the Board of Directors, honestly, in the best interests of the Company, and with the degree of care that a prudent person would exercise in a similar position and under similar circumstances.

### **Article 34. Duty of loyalty and avoidance of conflicts of interest**

1. Members of the Board of Directors, Members of the Board of Management, other Managers, and their Related Persons are not permitted to use business opportunities that may benefit the Company for personal purposes; simultaneously, they may only use information obtained through their positions to serve the Company's interests and must not use such information for personal gain or to serve the interests of other organizations or individuals.
2. Members of the Board of Directors, Members of the Board of Management, and other Managers have the obligation to (a) disclose related interests in accordance with the Law on Enterprises and relevant legal documents, and (b) notify the Board of Directors in writing of (i) all interests that may conflict with the Company's interests that they may derive through economic entities, transactions, or other individuals, and (ii) transactions between the Company or Subsidiaries and the subject itself or the Related Persons of the subject as prescribed by law. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information regarding these resolutions in accordance with securities laws on information disclosure.
3. The Company shall only grant loans or guarantees to members of the Board of Directors, Members of the Board of Management, and other Managers who are not shareholders of the Company and their Related Persons upon approval by the General Meeting of Shareholders.
4. Subject to Point m, Clause 2, Article 14 of this Charter, a contract or transaction between the Company and one or more members of the Board of Directors, Members of the Board of Management, other Managers, or their Related Persons shall not be invalidated in the following cases:
  - a. For a contract valued at less than 35% (thirty-five percent) of the total asset value recorded in the latest audited annual consolidated financial statements, the material terms of the contract or transaction, as well as the relationships and interests of the member of the Board of Directors, Member of the Board of Management, other Manager, or their Related Persons, have been reported to the Board of Directors. Concurrently, the Board of Directors has permitted the execution of such contract or transaction by a majority affirmative vote of members of the Board of Directors without related interests;
  - b. For contracts valued at 35% (thirty-five percent) or more of the total asset value recorded in the latest audited annual consolidated financial statements, the material terms of this contract or transaction, as well as the relationships and interests of the member of the Board of Directors, Member of the Board of Management, other Manager, or their

- Related Persons, have been disclosed to shareholders and approved by the General Meeting of Shareholders by the votes of shareholders without related interests; or
- c. Such contract or transaction is deemed fair and reasonable in all respects relating to the Company's shareholders by an independent consulting organization at the time this transaction or contract is permitted to be executed by the Board of Directors or the General Meeting of Shareholders.
5. Members of the Board of Directors, Members of the Board of Management, other Managers, and their Related Persons must not use or disclose inside information to others to conduct related transactions.

**Article 35. Liability for damages and compensation**

1. Members of the Board of Directors, Members of the Board of Management, and other Managers who violate their duties of loyalty and care, fail to fulfill their obligations with diligence and professional competence shall be liable for damages caused by their violations.
2. The Company shall compensate persons who have been, are, or may become a related party in claims, lawsuits, or prosecutions (including civil, administrative cases, and not lawsuits initiated by the Company) if (a) such person was or is a member of the Board of Directors, a Member of the Board of Management, another Manager, an employee, or an authorized representative of the Company, or (b) such person has acted or is acting at the Company's request in the capacity of a member of the Board of Directors, a Member of the Board of Management, another Manager, an employee, or an authorized representative of the Company, provided that (i) such person acted honestly, prudently, diligently for the benefit or not against the best interests of the Company based on compliance with the law, and (ii) there is no evidence confirming that such person breached their responsibilities. When performing functions, duties, or executing tasks authorized by the Company, a member of the Board of Directors, a Member of the Board of Management, another Manager, an employee, or an authorized representative of the Company shall be compensated by the Company when becoming a related party in claims, lawsuits, or prosecutions (except lawsuits initiated by the Company) if such person:
  - a. Acted honestly, prudently, diligently for the benefit and not conflicting with the best interests of the Company based on compliance with the law; and
  - b. There is no evidence confirming that such person breached their responsibilities.
3. Compensation costs include incurred expenses (including lawyer's fees), judgment costs, fines, and amounts payable practically arising or deemed reasonable when resolving these matters within the framework permitted by law. The Company may purchase insurance for such persons to avoid the aforementioned compensation liabilities.

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

**Article 36. Right to inspect books and records**

1. A shareholder or group of shareholders mentioned in Clause 3, Article 11 of this Charter has the right, directly or through an authorized representative, to send a written request to inspect books and records within the scope of rights of the shareholder or group of shareholders mentioned in Clause 3, Article 11 of this Charter in accordance with Points e and f, Clause

2, and Point b, Clause 3, Article 11 of this Charter (as applicable), during working hours and at the Company's head office. A request to inspect books and records submitted by an authorized representative of a shareholder must be accompanied by a power of attorney of the shareholder or group of shareholders that person represents or 01 (one) notarized copy of this power of attorney.

2. Members of the Board of Directors, the General Director, and Members of the Board of Management of the Company have the right to inspect the Company's shareholder register, list of shareholders, and other books and records of the Company for purposes related to their positions, provided that this information must be kept confidential.
3. The Company must retain this Charter and its amendments and supplements, the Enterprise Registration Certificate, regulations, documents proving property ownership, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, annual financial statements, accounting books, and any other documents as prescribed by law at the head office or another location, provided that shareholders and the business registration authority are notified of the location where these documents are stored.
4. This Charter must be published on the Company's website.

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

### **Article 37. Employees and trade union**

1. The General Director must prepare a plan for the Board of Directors to approve regarding matters relating to the recruitment, dismissal, salary, social insurance, welfare, reward, and discipline of employees, Members of the Board of Management, and Managers.
2. The General Director must prepare a plan for the Board of Directors to approve regarding matters relating to the Company's relations with trade union organizations in accordance with best management standards, practices, and policies, the practices and policies prescribed in this Charter, the Company's regulations, and current legal provisions.

## **XII. PROFIT DISTRIBUTION**

### **Article 38. Profit distribution**

1. The General Meeting of Shareholders determines the annual dividend payment rate and method of payment from the Company's retained earnings.
2. Subject to the Law on Enterprises, the Board of Directors may decide on an advance dividend payment if it considers this payment appropriate to the Company's profitability and in compliance with legal regulations.
3. The Company shall not pay interest on dividend payments or payments relating to a class of shares.
4. The Board of Directors may propose to the General Meeting of Shareholders to approve the payment of all or part of the dividends in shares, and the Board of Directors shall be the body executing this decision.

5. In case dividends or other amounts relating to a class of shares are paid in cash, the Company must pay in Vietnamese Dong. The payment may be made directly or through banks based on detailed bank account information provided by the shareholder. If the Company has transferred funds exactly according to the bank details provided by the shareholder and the shareholder does not receive the funds, the Company shall not be responsible for the amount transferred to the beneficiary shareholder. Dividend payments for shares listed on the Stock Exchange may be conducted through a securities company or the Vietnam Securities Depository and Clearing Corporation.
6. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall pass a resolution fixing a specific date to close the list of shareholders. Based on that date, persons registered as shareholders or owners of other securities are entitled to receive dividends, interest, profit distribution, shares, notices, or other documents.
7. Other matters relating to profit distribution shall be implemented in accordance with legal provisions.

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

#### **Article 39. Bank accounts**

1. The Company opens accounts at Vietnamese banks or foreign bank branches permitted to operate in Vietnam.
2. With the prior approval of the competent authority, in case of necessity, the Company may open foreign bank accounts in accordance with legal provisions.
3. The Company conducts all payments and accounting transactions through Vietnamese Dong or foreign currency accounts at the banks where the Company opens its accounts.

#### **Article 40. Financial year**

The financial year of the Company begins on January 1 and ends on December 31. The first financial year begins on the date of issuance of the Enterprise Registration Certificate and ends on December 31 of that year.

#### **Article 41. Accounting system**

1. The accounting system used by the Company is the Vietnamese Accounting Standards (VAS) or another accounting system promulgated by the Ministry of Finance or another competent authority.
2. The Company prepares accounting books in Vietnamese. The Company maintains accounting records corresponding to the types of business activities it engages in, in accordance with the laws on accounting and relevant laws. These records must be accurate, up-to-date, systematic, and sufficient to prove and explain the Company's transactions.
3. The Company uses Vietnamese Dong (or freely convertible foreign currency if approved by the competent state authority) as the currency unit for accounting.

## **XIV. FINANCIAL STATEMENTS, ANNUAL REPORTS, RESPONSIBILITY FOR INFORMATION DISCLOSURE**

### **Article 42. Annual, semi-annual and quarterly financial statements**

1. The Company must prepare and disclose the annual financial statements in accordance with the law and the regulations of the State Securities Commission, and the annual financial statements must be audited in accordance with Article 44 of this Charter.
2. The annual financial statements must include the income statement reflecting truthfully and objectively the profit and loss situation of the Company in the financial year, the balance sheet reflecting truthfully and objectively the operational situation of the Company up to the reporting date, the cash flow statement, and appendices and notes to the financial statements in accordance with corporate accounting laws.
3. The Company must prepare and disclose reviewed semi-annual financial statements in accordance with the regulations of the State Securities Commission, the Stock Exchange (for listed companies), and submit them to the competent State authorities as prescribed by law.
4. The audited financial statements (including the auditor's opinion), the reviewed semi-annual financial statements, and the quarterly financial statements of the Company must be published on the Company's website.

### **Article 43. Annual reports**

The Company must prepare and disclose the Annual Report in accordance with the laws on securities and the securities market.

## **XV. COMPANY AUDIT**

### **Article 44. Audit**

1. The annual General Meeting of Shareholders designates an independent audit firm or approves a list of independent audit firms and authorizes the Board of Directors to select one of the following firms established in Vietnam: PricewaterhouseCoopers, Ernst & Young, KPMG, and Deloitte to conduct the audit of the Company's financial statements for the subsequent financial year based on the terms and conditions agreed with the Board of Directors.
2. A copy of the audit report shall be attached to the Company's annual financial statements.
3. The independent auditor performing the audit of the Company's financial statements is permitted to attend meetings of the General Meeting of Shareholders, has the right to receive notices and other information relating to the meeting of the General Meeting of Shareholders that shareholders are entitled to receive, and to express opinions at the general meeting on matters relating to the audit of the Company's financial statements.

## **XVI. ENTERPRISE SEAL**

### **Article 45. Enterprise seal**

1. The General Director decides on the official seal of the Company (including the branch seal, if any), and the seal is carved in accordance with legal provisions.

2. Members of the Board of Management and Managers use and manage the seal in accordance with current legal provisions.

## **XVII. DISSOLUTION OF THE COMPANY**

### **Article 46. Dissolution and termination of operations**

1. The Company may be dissolved or terminate its operations in the following cases:
  - a. Upon the expiration of the Company's Term of Operation, even after extension without any further extension decision;
  - b. The Court declares the Company bankrupt in accordance with applicable laws;
  - c. Dissolution prior to the term by a resolution or decision of the General Meeting of Shareholders; or
  - d. Other cases as prescribed by law.
2. The premature dissolution of the Company (including the extended term) is decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified to or approved by the competent authority (if mandatory) as required.

### **Article 47. Extension of operation**

1. The Board of Directors convenes a meeting of the General Meeting of Shareholders at least 07 (seven) months prior to the end of the Term of Operation so that shareholders may vote on extending the Company's operations upon the proposal of the Board of Directors.
2. The Term of Operation is extended when approved by shareholders representing 65% (sixty-five percent) or more of the total voting votes of all shareholders attending the General Meeting of Shareholders.

### **Article 48. Liquidation**

1. At least 06 (six) months prior to the expiration of the Company's Term of Operation or following a decision to dissolve the Company, the Board of Directors must establish a Liquidation Committee consisting of 03 (three) members. Two members are designated by the General Meeting of Shareholders and 01 (one) member is designated by the Board of Directors from an independent audit firm. The Liquidation Committee prepares its operating regulations. Members of the Liquidation Committee may be selected from the Company's employees or independent experts. All liquidation-related expenses are prioritized by the Company for payment before other debts of the Company.
2. The Liquidation Committee is responsible for reporting to the business registration authority on the Date of Establishment and the commencement date of operations. From that point onwards, the Liquidation Committee represents the Company in all matters relating to the liquidation of the Company before the Court and administrative agencies.
3. The proceeds from liquidation shall be paid in the following order:
  - a. Liquidation costs;
  - b. Outstanding salaries, severance allowances, social insurance, and other benefits of employees pursuant to the collective labor agreement and signed labor contracts;
  - c. Tax debts;

- d. Other debts of the Company; and
- e. The remaining balance after fully paying all debts from Point a to Point d above shall be distributed among the shareholders. In case the Company has preference shares, the preference shares shall have priority in payment.

## **XVIII. RESOLUTION OF INTERNAL DISPUTES**

### **Article 49. Resolution of internal disputes**

1. In the event of a dispute or complaint arising concerning the Company's operations or the rights and obligations of shareholders pursuant to this Charter, the Law on Enterprises, or other legal provisions between:
  - a. A shareholder and the Company; or
  - b. A shareholder and the Board of Directors, a Member of the Board of Management, or another Manager of the Company, the involved parties shall attempt to resolve such dispute through negotiation and mediation. Except for disputes involving the Board of Directors or the Chairperson of the Board of Directors, the Chairperson of the Board of Directors shall preside over the dispute resolution and require each party to present information and factual elements relating to the dispute within 30 (thirty) working days from the date the dispute arises. In case the dispute involves the Board of Directors or the Chairperson of the Board of Directors, any party may request the General Meeting of Shareholders to appoint an independent expert as a mediator for the dispute resolution process.
2. If no settlement is reached within 06 (six) weeks from the commencement of the mediation process, or if the mediator's decision is not accepted by the parties, any party may submit the dispute to arbitration or to a competent court.
3. The parties shall bear their own costs relating to the negotiation and mediation procedures and the dispute resolution at Arbitration or Court. The payment of Court costs shall be made according to the Court's judgment.

## **XIX. ADDITION AND AMENDMENT TO THE CHARTER**

### **Article 50. Addition and amendment to the Charter**

1. The addition and amendment to this Charter must be considered and decided by the General Meeting of Shareholders.
2. In the event that legal provisions relating to the Company's operations have not been mentioned in this Charter, or in the event that new legal provisions differ from the clauses in this Charter, such legal provisions shall naturally apply and govern the Company's operations.

## **XX. EFFECTIVE DATE**

### **Article 51. Effective date**

1. This Charter consists of 20 chapters and 51 articles unanimously adopted by the General Meeting of Shareholders of MOBILE WORLD INVESTMENT CORPORATION on the Effective Date, acknowledging the full text validity of this Charter.

2. This Charter is made in 2 (two) copies with equal validity kept at the head office of the Company.
3. This Charter is the sole and official Charter of the Company.
4. Copies or extracts of this Charter are valid when bearing the signature of the Chairperson of the Board of Directors or the General Director.

*The full name and signature of the legal representative of the Company are signed below.*

**MOBILE WORLD INVESTMENT CORPORATION**

Legal Representative



**VU DANG LINH**

