

**CÔNG TY CỔ PHẦN  
THỦY ĐIỆN THÁC MƠ  
THAC MO HYDROPOWER  
JOINT STOCK COMPANY**

Số: 1457/TMP-TCKT

No.:

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

Đồng Nai, ngày 09 tháng 6 năm 2026

*Dong Nai, June 09, 2026*

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

**Kính gửi: - Ủy ban Chứng khoán Nhà Nước;  
- Sở Giao dịch Chứng khoán Thành phố Hồ Chí Minh.  
To: - State Securities Commission of Vietnam;  
- HoChiMinh Stock Exchange.**

1. Tên tổ chức/*Name of organization*: **Công ty Cổ phần Thủy điện Thác Mơ/  
Thac Mo Hydropower Joint Stock Company.**

- Mã chứng khoán/*Stock code*: **TMP.**

- Địa chỉ/*Address*: Khu phố Thác Mơ 5, phường Phước Long, thành phố Đồng Nai/  
*Thac Mo 5 Quarter, Phuoc Long Ward, Dong Nai City.*

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2. Nội dung thông tin công bố/*Contents of disclosure*:

Công ty Cổ phần Thủy điện Thác Mơ (“Công ty”) công bố Quyết định của Hội đồng quản trị Công ty về việc ban hành Điều lệ tổ chức và hoạt động Công ty – lần sửa đổi 12 (kèm theo Quyết định số 276/QĐ-HĐQT ngày 08/06/2026)/ *Thac Mo Hydropower Joint Stock Company (“the Company”) hereby announces the Resolution of the Board of Directors on the issuance of the Company’s Charter of Organization and Operation – 12th amendment (attached herewith is Resolution No. 276/QĐ-HĐQT dated June 08, 2026).*

3. Thông tin này đã được công bố trên trang thông tin điện tử của Công ty vào ngày 09/06/2026 tại đường dẫn <https://www.tmhpp.com.vn/c2/pages-c/Co-dong-5.aspx>./ *This information was published on the Company’s website on June 09, 2026 as in the link: <https://www.tmhpp.com.vn/c2/pages-c/Co-dong-5.aspx>.*

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

**Nơi nhận:**

**Recipients:**

- Như trên/*As above;*
- CT.HĐQT/  
*Chairman of the BOD;*
- Lưu: VT, TCKT/  
*Archive: Clerk, Finance*  
*and Accounting De.*

**ĐẠI DIỆN CTCP THỦY ĐIỆN THÁC MƠ**  
**REPRESENTATIVE OF THAC MO**  
**HYDROPOWER JOINT STOCK COMPANY**  
**NGƯỜI ĐẠI DIỆN THEO PHÁP LUẬT**  
**LEGAL REPRESENTATIVE**



**TỔNG GIÁM ĐỐC/GENERAL DIRECTOR**  
**Nguyễn Lê Hoàng**

**RESOLUTION**

**Regarding the issuance of the Charter of Organization and Operation of  
Thac Mo Hydropower Joint Stock Company - 12th Amendment**

**BOARD OF DIRECTORS**

**THAC MO HYDROPOWER JOINT STOCK COMPANY**

*Pursuant to the current Law on Enterprises and guiding documents for  
implementation;*

*Pursuant to Resolution No. 02/NQ-ĐHĐCĐ dated June 02, 2026, of the 2026  
Annual General Meeting of Shareholders of Thac Mo Hydropower Joint Stock  
Company;*

*Pursuant to Resolution No. 264/NQ-HĐQT dated May 29, 2026, of the  
Board of Directors of Thac Mo Hydropower Joint Stock Company.*

**RESOLUTION**

**Article 1.** To issue, along with this Decision, the Charter of Organization and Operation of Thac Mo Hydropower Joint Stock Company - 12th Amendment.

**Article 2.** This Charter consists of 21 Sections and 59 Articles, effective from June 02, 2026, replacing the Charter of Organization and Operation of Thac Mo Hydropower Joint Stock Company - 11th Amendment, issued with Decision No. 747/QĐ-TMP-HĐQT dated October 06, 2025.

**Article 3.** The Board of Directors, Supervisory Board, General Director, Chief Accountant, Heads of Departments, relevant individuals, organizations, and Shareholders of Thac Mo Hydropower Joint Stock Company are responsible for the implementation of this Decision./.

**Recipients:**

- As per Article 3;
- Archived: Clerk, Person in Charge of Corporate Governance.

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



**Huynh Van Khanh**



**EVNGENCO2**

**POWER GENERATION JOINT STOCK CORPORATION 2  
THAC MO HYDRO POWER JOINT STOCK COMPANY**

**CHARTER  
ORGANIZATION AND OPERATION  
THAC MO HYDRO POWER JOINT STOCK COMPANY**

*Dong Nai, June 2026*

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## **INTRODUCTION**

This amended Charter was adopted by the decision of the General Meeting of Shareholders held officially on June 02, 2026.

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

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

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

a. Charter capital is the total par value of shares sold or registered for purchase upon the establishment of the joint stock company and in accordance with Article 6 of this Charter;

b. Voting capital is the share capital, by which the owner has the right to vote on matters under the decision-making authority of the General Meeting of Shareholders;

c. Law on Enterprises is the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;

d. Law on Securities is the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;

e. Vietnam is the Socialist Republic of Vietnam;

f. Date of establishment is the date the Company was first issued the Enterprise Registration Certificate (Business Registration Certificate and equivalent valid documents);

g. Business executive is the General Director, Deputy General Director, Chief Accountant, and other executives approved by the Board of Directors;

h. Business manager is a company manager, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director, and individuals holding other managerial titles approved by the General Meeting of Shareholders or the Board of Directors;

i. Related person is an individual or organization as defined in Clause 46, Article 4 of the Law on Securities;

j. Shareholder is an individual or organization owning at least one share of the joint stock company;

k. Founding shareholder is a shareholder owning at least one ordinary share

and signing the list of founding shareholders of the joint stock company;

1. Major shareholder is a shareholder as defined in Clause 18, Article 4 of the Law on Securities;

m. Operational term is the duration of the Company's operation as specified in Article 2 of this Charter and any extension period (if any) approved by the Company's General Meeting of Shareholders;

n. Stock Exchange is the Vietnam Stock Exchange and its subsidiaries.

2. In this Charter, references to one or more regulations or other documents include any amendments, supplements, or replacement documents.

3. The headings (Sections, Articles of this Charter) are used for convenience in understanding the content and do not affect the content of this Charter.

## **II. NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, OPERATIONAL TERM, AND LEGAL REPRESENTATIVE OF THE COMPANY**

### **Article 2. Name, form, headquarters, branches, representative offices, business locations, and operational term of the Company**

1. Company Name

- English name: THAC MO HYDRO POWER JOINT STOCK COMPANY.

- Abbreviated name: TMHPC.

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

3. The Company's registered headquarters is:

- Headquarters address: Thac Mo 5 Quarter, Phuoc Long Ward, Dong Nai City.

- Phone: 0271. 2216308

- Fax: 0271. 3778268

- Email: [info@tmhpp.com.vn](mailto:info@tmhpp.com.vn)

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

4. The Company may establish branches and representative offices in business locations to carry out the Company's operational objectives in accordance with the Board of Directors' decisions and within the scope permitted

by law.

5. Unless terminated before the deadline in accordance with Clause 2, Article 55 of this Charter, the Company's operational term begins from the date of establishment and is indefinite.

### **Article 3. Legal representative of the Company**

1. The Company has 01 (one) legal representative who is the General Director of the Company.

2. In the event that there is no General Director, the person assigned the power of General Director or the Deputy General Director performing the duties and responsibilities of the General Director shall be the legal representative of the Company.

3. The powers and obligations of the legal representative shall be exercised in accordance with the law and this Charter.

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

### **Article 4. Operational objectives of the Company**

1. The Company's business lines are:

<b>No.</b>	<b>Industry name</b>	<b>Industry code</b>
1	Electricity production	3511 (Main)
2	Installation of other construction systems	4329
3	Architectural activities and related technical consultancy	7110
4	Other education not elsewhere classified	8559
5	Technical testing and analysis: - Inspection of electrical equipment and tools up to 110 kV voltage level; - Chemical testing.	7120

2. The Company's operational objectives are:

- a. Increasing business production growth and efficiency;
- b. Sustainable development to bring increasing benefits to the Company.

### **Article 5. Business scope and operations of the Company**

1. The Company is permitted to conduct business activities in accordance with the business lines specified in this Charter that have been registered, notified

of changes to the business registration authority, and announced on the National Business Registration Portal. In case the Company engages in conditional business investment lines, the Company must meet all business conditions as prescribed by the Law on Investment and relevant specialized laws.

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

##### **Article 6. Charter capital, shares, founding shareholders**

1. The Company's Charter capital is 700,000,000,000 VND (in words: Seven hundred billion VND).

The total Charter capital of the Company is divided into 70,000,000 shares (in words: Seventy million shares) with a par value of 10,000 VND/share (in words: Ten thousand VND/share).

2. The Company may change its Charter capital when approved by the General Meeting of Shareholders and in accordance with the provisions of law.

3. The Company's shares on the date of adoption of this Charter include ordinary shares and preference shares (if any). The rights and obligations of shareholders holding each type of share are specified in Article 12 and Article 13 of this Charter.

4. The Company may issue other types of preference shares after obtaining approval from the General Meeting of Shareholders and in accordance with the provisions of law.

5. Ordinary shares must be prioritized for offering to existing shareholders in proportion to their ordinary share ownership ratio in the Company, unless the General Meeting of Shareholders decides otherwise. The number of shares not registered for purchase by shareholders shall be decided by the Company's Board of Directors. The Board of Directors may distribute such shares to shareholders and others on terms no less favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders or provided by securities laws.

6. The Company may purchase shares issued by the Company itself in the manners specified in this Charter and current laws.

7. The Company may issue other types of securities in accordance with the law.

##### **Article 7. Share certificates**

1. Shareholders of the Company are issued share certificates corresponding

to the number and type of shares owned.

2. A share certificate is a certificate issued by the company, a book entry, or electronic data confirming the ownership of one or more shares of the company. The share certificate must contain all the contents prescribed in Clause 1, Article 121 of the Law on Enterprises.

3. Within 30 days from the date of submitting a complete application for transfer of share ownership according to the Company's regulations, or within 60 days from the date of full payment for shares according to the Company's share issuance plan (or another period according to the issuance terms), the share owner shall be issued a share certificate. Share owners do not have to pay the Company for the cost of printing share certificates.

4. In case a share certificate is lost, damaged, or destroyed in any other form, the shareholder shall be re-issued a share certificate by the Company upon the shareholder's request. The shareholder's request must include the following contents:

a. Information about the share certificate that has been lost, damaged, or destroyed in any other form;

b. Commitment to take responsibility for disputes arising from the re-issuance of new share certificates.

#### **Article 8. Other securities certificates**

Bond certificates or other securities certificates of the Company issued shall bear the signature of the legal representative and the seal of the Company.

#### **Article 9. 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 that have not been fully paid for may not be transferred or enjoy related rights 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 rights as prescribed by law.

#### **Article 10. Forfeiture of shares**

1. In case a shareholder does not pay the full amount due for shares on time, the Board of Directors shall notify and have the right to require that shareholder

to pay the remaining amount and be responsible corresponding to the total par value of the shares registered for purchase for the Company's financial obligations arising from the failure to pay in full.

2. The aforementioned payment notice must clearly state the new payment deadline (at least seven (07) days from the date of sending the notice), the payment location, and the notice must clearly state that in case of failure to pay as required, the shares not yet fully paid for will be forfeited.

3. The Board of Directors has the right to forfeit shares that have not been fully paid for on time in case the requirements in the aforementioned notice are not met.

4. Forfeited shares are considered shares authorized to be offered as prescribed in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly or authorize the sale or redistribution under conditions and manners that the Board of Directors deems appropriate.

5. A shareholder holding forfeited shares must relinquish their status as a shareholder regarding those shares, but shall remain responsible corresponding to the total par value of the shares registered for purchase for the Company's financial obligations arising at the time of forfeiture according to the Board of Directors' decision from the date of forfeiture until the date of payment. The Board of Directors has full authority to decide on the forced payment of the entire value of the shares at the time of forfeiture.

6. A forfeiture notice shall be sent to the holder of the forfeited shares before the time of forfeiture. The forfeiture remains effective even in case of errors or negligence in sending the notice.

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

### **Article 11. Organizational, governance, and control structure**

The Company's management, governance, and control structure includes:

1. General Meeting of Shareholders;
2. Board of Directors; Supervisory Board;
3. General Director.

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

## **Article 12. Rights of shareholders**

### 1. Ordinary shareholders have the following rights:

a. To attend and speak at the General Meeting of Shareholders and exercise voting rights directly or through an authorized representative or vote through online conferences, electronic voting, or other electronic forms. Each ordinary share has one vote;

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

c. To be prioritized in purchasing new shares in proportion to each shareholder's ordinary share ownership ratio in the Company;

d. To freely transfer their shares to others, except in cases specified in Clause 3, Article 120, Clause 1, Article 127 of the Law on Enterprises and other relevant legal provisions;

e. To review, look up, and extract information about names and contact addresses in the list of shareholders with voting rights; to request correction of inaccurate information about themselves;

f. To review, look up, extract, or copy the Company Charter, minutes of the General Meeting of Shareholders, and Resolutions of the General Meeting of Shareholders;

g. Upon the Company's dissolution or bankruptcy, to receive a portion of the remaining assets corresponding to the share ownership ratio in the Company after the Company has paid its debts (including debt obligations to the state, taxes, fees) and paid shareholders holding other types of shares of the Company in accordance with the law;

h. To request the Company to repurchase shares in cases specified in Article 132 of the Law on Enterprises;

i. To be treated equally. Each share of the same type grants the owning shareholder equal rights, obligations, and benefits. In case the Company has different types of 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 disclosed by the Company in accordance with the law;

k. To have their legitimate 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;

1. Other rights as prescribed by law and this Charter.

2. Shareholders or groups of shareholders owning 05% or more of the total ordinary shares have the following rights:

a. To request the Board of Directors to convene a General Meeting of Shareholders in accordance with the provisions of Clause 3, Article 115 and Article 140 of the Law on Enterprises;

b. To review, look up, and extract minutes, resolutions, and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts, and transactions that must be approved by the Board of Directors and other documents, except for documents related to the Company's trade secrets or business secrets;

c. To request the Supervisory Board to inspect specific issues related to the management and operation of the Company when deemed necessary. The request must be in writing and include the following contents: full name, contact address, nationality, legal identification number of the individual for individual shareholders; name, enterprise code or legal identification number of the organization, headquarters address for organizational shareholders; number of shares and time of share registration of each shareholder, total number of shares of the group of shareholders, and ownership ratio in the Company's total shares; the issue to be inspected, and the purpose of the inspection;

d. To propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company at least 03 working days before the opening date. The proposal must clearly state the shareholder's name, the number of each type of share held by the shareholder, and the issue proposed to be included in the agenda;

e. Other rights as prescribed by law and this Charter.

3. Shareholders or groups of shareholders owning 10% or more of the total ordinary shares have the right to nominate candidates for the Board of Directors and the Supervisory Board. The nomination of candidates for the Board of Directors and the Supervisory Board shall be carried out as follows:

a. Ordinary shareholders forming a group to nominate candidates for the Board of Directors and the Supervisory Board must notify the group formation to the attending shareholders before the opening of the General Meeting of

Shareholders;

b. Based on the number of members of the Board of Directors and the Supervisory Board, the shareholder or group of shareholders specified in this Clause has the right to nominate one or more candidates as decided by the General Meeting of Shareholders for the Board of Directors and the Supervisory Board. In case the number of candidates nominated by the shareholder or group of shareholders is lower than the number of candidates they are entitled to nominate as decided by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board, and other shareholders.

### **Article 13. Obligations of shareholders**

Ordinary shareholders have the following obligations:

1. To pay in full and on time for the shares committed to be purchased.
2. Not to withdraw capital contributed by ordinary shares from the Company in any form, except in cases where shares are repurchased by the Company or others. In case a shareholder withdraws part or all of the contributed share capital contrary to the provisions of this Clause, that shareholder and related persons in the Company shall be jointly liable for the Company's debts and other asset obligations within the value of the withdrawn shares and any damages incurred.
3. To comply with the Company Charter and the Company's Internal Management Regulations.
4. To abide by Resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
5. To keep confidential information provided by the Company in accordance with the Company Charter and the law; to use the provided information only to exercise and protect their legitimate rights and interests; it is strictly prohibited to disseminate, copy, or send information provided by the Company to other organizations or individuals.
6. To attend the General Meeting of Shareholders and exercise voting rights through the following forms:
  - a. Attending and voting directly at the meeting;
  - b. Authorizing other individuals or organizations to attend and vote at the meeting;
  - c. Attending and voting through online conferences, electronic voting, or

other electronic forms;

d. Sending voting ballots to the meeting via mail, fax, or email;

e. Sending voting ballots by other means as prescribed in the Company Charter.

7. To be personally liable when acting on behalf of the Company in any form to perform one of the following acts:

a. Violating the law;

b. Conducting business and other transactions for personal gain or to serve the interests of other organizations or individuals;

c. Paying off debts that are not yet due before financial risks to the Company.

8. To fulfill other obligations as prescribed by current laws.

#### **Article 14. General Meeting of Shareholders**

1. The General Meeting of Shareholders consists of all shareholders with voting rights and is the highest decision-making body of the Company. The General Meeting of Shareholders shall meet annually once a year and within four (04) months from the end of the fiscal year. Unless otherwise provided by the Company Charter, the Board of Directors may decide to extend the annual General Meeting of Shareholders in case of necessity, but not exceeding 06 months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The location of the General Meeting of Shareholders is determined as the place 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 a suitable location.... and is responsible for attending the Company's annual General Meeting of Shareholders. The annual General Meeting of Shareholders may be held in an online format. Shareholders may attend the Meeting and exercise their voting rights on matters at the online meeting conveniently and effectively.

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

a. The Board of Directors deems it necessary for the Company's interests;

b. The remaining number of members of the Board of Directors or the Supervisory Board is less than the minimum number of members prescribed by

law;

c. At the request of shareholders or groups of shareholders as specified in Clause 2, Article 115 of the Law on Enterprises; the request to convene a General Meeting of Shareholders must be in writing, clearly stating the reason and purpose of the meeting, and must have sufficient signatures of the related shareholders, or the request document may be prepared in multiple copies and collect sufficient signatures of the related shareholders;

d. At the request of the Supervisory Board;

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 General Meeting of Shareholders within 30 days from the date the number of members of the Board of Directors, independent members of the Board of Directors, or members of the Supervisory Board remains as prescribed in Point b, Clause 3 of this Article or upon receiving the request as prescribed in Point c and Point d, Clause 3 of this Article. In case the Board of Directors fails to convene the General Meeting of Shareholders as prescribed, the Chairman of the Board of Directors and related members of the Board of Directors shall be responsible before the law and must compensate for damages incurred by the company;

b. In case the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in Point a, Clause 4 of this Article, then within the next 30 days, the Supervisory Board shall replace the Board of Directors to convene the General Meeting of Shareholders in accordance with the provisions of Clause 3, Article 140 of the Law on Enterprises. In case the Supervisory Board fails to convene the General Meeting of Shareholders as prescribed, the Supervisory Board shall be responsible before the law and must compensate for damages incurred by the company;

c. In case the Supervisory Board fails to convene the General Meeting of Shareholders as prescribed in Point b, Clause 4 of this Article, the shareholder or group of shareholders as specified in Point c, Clause 3 of this Article has the right to request the Company's representative to convene 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 may request the Business Registration Authority to supervise the order and procedures for convening, conducting the meeting, and making decisions of the General Meeting of Shareholders. All costs for convening

and conducting the General Meeting of Shareholders shall be reimbursed by the Company. These costs do not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

d. Procedures for organizing the General Meeting of Shareholders as prescribed in Clause 5, Article 140 of the Law on Enterprises

#### **Article 15. Rights and duties of the General Meeting of Shareholders**

1. The General Meeting of Shareholders has the following rights and duties:

a. To approve the Company's development orientation;

b. To decide on the types of shares and the total number of shares of each type authorized to be offered; to decide on the annual dividend rate for each type of share;

c. To elect, dismiss, and remove members of the Board of Directors and members of the Supervisory Board;

d. To decide on investment or sale of assets valued at 35% or more of the total asset value recorded in the Company's most recent financial statement;

e. To decide on amendments and supplements to the Company Charter;

f. To approve annual financial statements;

g. To decide on the repurchase of over 10% of the total sold shares of each type;

h. To review and handle violations by members of the Board of Directors or members of the Supervisory Board that cause damage to the Company and its shareholders;

i. To decide on the reorganization or dissolution of the Company;

j. To decide on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;

k. To approve the Internal Governance Regulations; Operating Regulations of the Board of Directors and the Supervisory Board;

l. To approve the list of approved auditing firms; to decide on the approved auditing firm to inspect the Company's operations, and to dismiss the approved auditor when deemed necessary;

m. Other rights and duties as prescribed by law.

2. The General Meeting of Shareholders shall discuss and approve the following issues:

- a. The Company's annual business plan;
- b. Audited annual financial statements;
- c. The Board of Directors' report on governance and the performance results of the Board of Directors and each member of the Board of Directors;
- d. The Supervisory Board's report on the Company's business results and the performance results of the Board of Directors and the General Director;
- e. The self-assessment report on the performance of the Supervisory Board and its members;
- f. Dividend rate for each share of each type;
- g. Number of members of the Board of Directors and the Supervisory Board;
- h. Electing, dismissing, and removing members of the Board of Directors and members of the Supervisory Board;
- i. Deciding on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
- j. Approving the list of approved auditing firms; deciding on the approved auditing firm to inspect the company's operations when deemed necessary;
- k. Supplementing and amending the Company Charter;
- l. Types of shares and the number of new shares to be issued for each type of share and the transfer of shares by founding members within the first 03 years from the date of establishment;
- m. Splitting, separating, consolidating, merging, or converting the Company;
- n. Reorganizing and dissolving (liquidating) the Company and appointing a liquidator;
- o. Deciding on investment or sale of assets valued at 35% or more of the total asset value recorded in the Company's most recent Financial Statement; Deciding on the repurchase of over 10% of the total sold shares of each type;
- p. The Company entering into contracts or transactions with subjects specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to

or greater than 35% of the Company's total asset value recorded in the most recent financial statement;

q. Approving transactions specified in Clause 4, Article 293 of Decree No. 155/2020/NĐ-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Law on Securities;

r. Approving the Internal Regulations on Corporate Governance, Operating Regulations of the Board of Directors, and Operating Regulations of the Supervisory Board;

s. Other issues as prescribed by law and this Charter.

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

#### **Article 16. Authorization to attend the General Meeting of Shareholders**

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

2. Authorization for an individual or organization to represent at the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be in writing. The authorization document shall be prepared in accordance with civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of authorized shares, the content of authorization, the scope of authorization, the term of authorization, and the signatures of the authorizing party and the authorized party.

The authorized person attending the General Meeting of Shareholders must submit the authorization document when registering for the meeting. In case of re-authorization, the attendee must present the original authorization document of the shareholder or the authorized representative of the organizational shareholder (if not previously registered with the Company).

3. The voting ballot of the authorized person attending the meeting within the scope of authorization remains valid when one of the following cases occurs, except in cases where:

a. The authorizing person has died, had their civil act capacity restricted, or lost their civil act capacity;

b. The authorizing person has revoked the authorization designation

c. The authorizing person has revoked the authority of the person performing the authorization.

This provision does not apply in case the Company receives notice of one of the above events before the opening time of the General Meeting of Shareholders or before the meeting is reconvened.

#### **Article 17. Variation of rights**

1. The variation or cancellation of special rights attached to a type of preference share is effective when approved by shareholders representing 65% or more of the total voting shares of all shareholders attending the meeting. A resolution of the General Meeting of Shareholders on content that adversely changes the rights and obligations of shareholders owning preference shares shall only be approved if it is approved by shareholders owning 75% or more of the total preference shares of that type attending the meeting or approved by shareholders owning 75% or more of the total preference shares of that type in case the resolution is passed by written opinion collection.

2. The organization of a meeting of shareholders holding a type of preference share to approve the variation of rights mentioned above is only valid when there are at least 02 shareholders (or their authorized representatives) holding at least 1/3 of the par value of the issued shares of that type. In case there are not enough delegates as mentioned above, the meeting shall be reconvened within the next 30 days, and those holding shares of that type (regardless of the number of people and shares) present directly or through authorized representatives shall be considered sufficient to meet the required number of delegates. At the meetings of shareholders holding the preference shares mentioned above, those holding shares of that type present directly or through representatives may request a secret ballot. Each share of the same type has equal voting rights at the meetings mentioned above.

3. The procedures for conducting such separate meetings shall be carried out similarly to the provisions in Articles 19, 20, and 21 of this Charter.

4. Unless otherwise provided in the terms of share issuance, special rights attached to classes of shares with preference rights regarding some or all matters related 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 18. Convening meetings, meeting agenda, and notice of General Meeting of Shareholders**

1. The Board of Directors shall convene the annual and extraordinary

General Meeting of Shareholders. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the cases specified in Clause 3, Article 14 of this Charter.

2. The person convening the General Meeting of Shareholders must perform the following tasks:

a. Prepare a list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders eligible to attend the General Meeting of Shareholders shall be prepared no more than 10 days before the date of sending the notice of the General Meeting of Shareholders. The Company must disclose information regarding the preparation of the list of shareholders eligible to attend the General Meeting of Shareholders at least 20 days before the final registration date;

b. Prepare the meeting agenda and content;

c. Prepare documents for the meeting;

d. Draft the resolution of the General Meeting of Shareholders according to the expected content of the meeting;

e. Determine the time and venue for the meeting;

f. Notify and send the notice of the General Meeting of Shareholders to all shareholders eligible to attend;

g. Other tasks serving the meeting.

3. The notice of the General Meeting of Shareholders shall be sent to all shareholders by a method ensuring it reaches the shareholders' contact addresses, and simultaneously disclosed on the Company's website and the State Securities Commission and the Stock Exchange where the Company's shares are registered for trading. The person convening the General Meeting of Shareholders must send the meeting notice to all shareholders on the list of shareholders eligible to attend at least 21 days before the opening date of the meeting (calculated from the date the notice is duly sent or dispatched). The agenda of the General Meeting of Shareholders and documents related to matters to be voted on at the meeting shall be sent to shareholders and/or posted on the Company's website. In case documents are not enclosed with the notice of the General Meeting of Shareholders, the meeting notice must clearly state the link to the full meeting documents so that shareholders can access them, including:

a. Meeting agenda and documents used in the meeting;

b. List and detailed information of candidates in case of electing members of the Board of Directors and members of the Supervisory Board;

c. Voting ballots;

d. Draft resolutions for each matter in the meeting agenda.

4. A shareholder or group of shareholders as specified in Clause 2, Article 12 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 in writing and sent to the Company at least 03 working days before the opening date of the meeting. The proposal must clearly state the shareholder's name, contact address, nationality, citizen identity card/ID card/passport or other legal personal identification for individual shareholders; name, enterprise code or establishment decision number, and head office address for institutional shareholders; the quantity and class of shares held by such shareholder and the matter proposed to be included in the meeting agenda.

5. In case the person convening the General Meeting of Shareholders refuses the proposals specified in Clause 4 of this Article, they must respond in writing at least 02 (two) working days before the opening date of the General Meeting of Shareholders and clearly state the reasons. The person convening the General Meeting of Shareholders has the right to refuse the proposal specified in Clause 4 of this Article if it falls into one of the following cases:

a. The proposal is not sent in accordance with the provisions of Clause 4 of this Article;

b. At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of the total ordinary shares as specified in Clause 2, Article 12 of this Charter;

c. The proposed matter does not fall within the decision-making authority of the General Meeting of Shareholders;

d. Other cases as prescribed by law and this Charter.

6. The person convening the General Meeting of Shareholders must accept and include the proposal specified in Clause 4 of this Article in the expected agenda and content of the meeting, except for the cases specified in Clause 5 of this Article; the proposal is officially added to the meeting agenda and content if approved by the General Meeting of Shareholders.

## **Article 19. Conditions for conducting the General Meeting of Shareholders**

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

2. If the necessary number of delegates is not present within 30 (thirty) minutes from the time set for the opening of the meeting, the convener shall cancel the meeting. The notice for the second meeting shall be sent within 30 days from the intended date of the first meeting. The second General Meeting of Shareholders shall be conducted when the number of shareholders attending represents at least 33% of the total voting shares.

3. In case the second meeting cannot be conducted due to the lack of the necessary number of delegates within 30 (thirty) minutes from the time set for the opening of the meeting. The notice for the third meeting must be sent within 20 days from the intended date of the second meeting. The third General Meeting of Shareholders shall be conducted regardless of the total number of voting shares of the attending shareholders.

4. The General Meeting of Shareholders has the right to change the meeting agenda that has been sent with the meeting notice in accordance with Clause 3, Article 18 of this Charter.

#### **Article 20. Procedures for conducting and voting at the General Meeting of Shareholders**

1. Before the opening of the meeting, the Company must carry out shareholder registration procedures and must continue registration until all shareholders eligible to attend the meeting have registered in the following order:

a. When conducting shareholder registration, the Company shall issue to each shareholder or authorized representative with voting rights a voting card, on which the registration number, full name of the shareholder, full name of the authorized representative, and the number of voting shares of that shareholder are recorded. The General Meeting of Shareholders shall discuss and vote on each matter in the agenda. Voting shall be conducted by voting in favor, against, or abstaining. At the meeting, the cards voting in favor of the resolution shall be collected first, then the cards voting against the resolution, and finally, the total number of votes in favor or against shall be counted to make a decision. The vote counting results shall be announced by the Chairperson immediately before the closing of the meeting. The meeting shall elect persons responsible for vote counting or supervising vote counting at the request of the Chairperson. The number of members of the vote counting committee shall be decided by the

General Meeting of Shareholders based on the request of the meeting Chairperson;

b. Shareholders, authorized representatives of institutional shareholders, or authorized persons arriving after the meeting has opened have the right to register immediately and then have the right to participate and vote at the meeting immediately after registration. The Chairperson is not responsible for stopping the meeting to allow late-arriving shareholders to register, and the validity of the matters already voted on previously shall not change.

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

a. The Chairperson of the Board of Directors shall act as the Chairperson or authorize another member of the Board of Directors to act as the Chairperson of the General Meeting of Shareholders convened by the Board of Directors. In case the Chairperson is absent or temporarily unable to work, the remaining members of the Board of Directors shall elect one of them to act as the Chairperson of the meeting by majority rule. In case no one can be elected as Chairperson, the Head of the Supervisory Board shall preside so that the General Meeting of Shareholders can elect the meeting Chairperson from among those present, and the person with the highest number of votes shall act as the meeting Chairperson;

b. Except for the case specified in Point a of this Clause, the person signing the notice convening the General Meeting of Shareholders shall preside so that the General Meeting of Shareholders can elect the meeting Chairperson, and the person with the highest number of votes shall act as the meeting Chairperson;

c. The Chairperson shall appoint one or more persons to act as meeting secretary

d. The General Meeting of Shareholders shall elect one or more persons to the vote counting committee at the request of the meeting Chairperson.

3. The meeting agenda and content must be approved by the General Meeting of Shareholders in the opening session. The agenda must clearly and specifically define the time for each matter in the meeting agenda.

4. The meeting Chairperson has the right to take necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda, and reflecting the wishes of the majority of those present.

a. Arrange seating at the meeting venue of the General Meeting of

Shareholders;

b. Ensure safety for everyone present at the meeting venues;

c. Create conditions for shareholders to attend (or continue to attend) the meeting. The person convening the General Meeting of Shareholders has full authority to change the above measures and apply all necessary measures. The measures applied can be issuing admission tickets or using other forms of selection.

5. The General Meeting of Shareholders shall discuss and vote on each matter in the agenda. Voting shall be conducted by voting in favor, against, or abstaining. The vote counting results shall be announced by the Chairperson immediately before the closing of the meeting.

6. Shareholders or authorized persons attending the meeting arriving after the meeting has opened are still allowed to register and have the right to participate and vote immediately after registration; in this case, the validity of the matters already voted on previously shall not change.

7. The person convening the meeting or the Chairperson of the General Meeting of Shareholders has the following rights:

a. Require all attendees to undergo inspection or other legal and reasonable security measures;

b. Request competent authorities to maintain order at the meeting; expel from the General Meeting of Shareholders those who do not comply with the Chairperson's right to preside, intentionally cause disorder, hinder the normal progress of the meeting, or do not comply with security inspection requirements.

8. The Chairperson has the right to postpone the General Meeting of Shareholders that has a sufficient number of registered attendees for a maximum of 03 working days from the intended opening date and may only postpone the meeting or change the meeting venue in the following cases:

a. The meeting venue does not have enough convenient seating for all attendees;

b. Communication facilities at the meeting venue do not ensure that attending shareholders can participate, discuss, and vote;

c. There are attendees who obstruct or cause disorder, posing a risk that the meeting will not be conducted fairly and legally.

9. In case the Chairperson postpones or pauses the General Meeting of

Shareholders contrary to the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among those present to replace the Chairperson and preside over the meeting until it ends; all resolutions passed at that meeting shall be effective.

10. In case the Company applies modern technology to organize the General Meeting of Shareholders via online meeting, the Company is responsible for ensuring that shareholders can attend and vote by electronic voting or other electronic forms as prescribed in Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities

### **Article 21. Conditions for resolutions of the General Meeting of Shareholders to be passed**

1. Resolutions of the General Meeting of Shareholders on the following matters shall be passed if approved by shareholders representing at least 65% of the total voting shares of all attending shareholders:

- a. Classes of shares and the total number of shares of each class offered for sale;
- b. Change of business lines and sectors;
- c. Change of the Company's management organizational structure;
- d. Investment projects or sale of assets with a value equal to or greater than 35% of the total asset value recorded in the Company's latest audited financial statements;
- e. Reorganization, dissolution of the Company;
- f. Amendment and supplementation of the Company's Charter;
- g. Election of members of the Board of Directors and members of the Supervisory Board.
- h. Except for the case specified in Clause 1 of this Article, resolutions of the General Meeting of Shareholders on other remaining matters shall be passed when approved by shareholders representing at least 51% of the total voting shares of all attending shareholders.

2. The election of members of the Board of Directors and the Supervisory Board must be carried out in accordance with Clause 3, Article 148 of the Law on Enterprises.

3. Resolutions of the General Meeting of Shareholders passed by 100% of the total voting shares are legal and effective even if the order and procedures for convening the meeting and passing such resolutions violate the provisions of the Law on Enterprises and the Company's Charter.

4. Article 22. Authority and procedures for collecting written opinions from shareholders to pass resolutions of the General Meeting of Shareholders

**Article 22. Authority and Procedure for Obtaining Shareholders' Written Consent to Approve Resolutions of the General Meeting of Shareholders**

The authority and procedure for obtaining shareholders' written consent to approve decisions of the General Meeting of Shareholders shall be carried out in accordance with the following provisions:

1. The Board of Directors has the right to collect written opinions from shareholders to pass decisions of the General Meeting of Shareholders when deemed necessary for the Company's interests.

2. The Board of Directors must prepare opinion collection ballots, draft resolutions of the General Meeting of Shareholders, and explanatory documents for the draft resolutions and send them to all shareholders with voting rights at least 10 days before the deadline for returning the opinion collection ballots. The requirements and methods for sending opinion collection ballots and accompanying documents shall be implemented in accordance with Clause 3, Article 18 of this Charter.

3. The opinion collection ballot must contain the following main contents:

a. Name, head office address, enterprise code;

b. Purpose of opinion collection;

c. Full name, contact address, nationality, legal identification document number for individual shareholders; name, enterprise code or legal identification document number of the organization, head office address for institutional shareholders or full name, contact address, nationality, legal identification document number for the representative of the institutional shareholder; quantity of shares of each class and the number of voting shares of the shareholder;

d. Matters requiring opinions to pass decisions;

e. Voting options including in favor, against, and abstaining for each matter requiring opinions;

f. Deadline for returning the answered opinion collection ballots to the Company;

g. Full name and signature of the Chairperson of the Board of Directors.

4. Shareholders may send answered opinion collection ballots to the Company by mail, fax, or email in accordance with the following provisions:

a. In case of sending by mail, the answered opinion collection ballot must have the signature of the individual shareholder, the authorized representative, or the legal representative of the institutional shareholder. The opinion collection ballot sent to the Company must be in a sealed envelope, and no one has the right to open it before the vote counting;

b. In case of sending by fax or email, the opinion collection ballot sent to the Company must be kept confidential until the time of vote counting;

c. Opinion collection ballots sent to the Company after the deadline specified in the opinion collection ballot or opened in case of mail or disclosed in case of fax or email are invalid. Opinion collection ballots not sent back are considered as not participating in the vote.

5. The Board of Directors shall count the votes and prepare a vote counting report under the witness of the Supervisory Board or shareholders not holding management positions in the Company. The vote counting report must contain the following main contents:

a. Name, head office address, enterprise code;

6. Purpose and matters requiring opinions to pass resolutions;

a. Number of shareholders with the total number of voting shares participating in the vote, distinguishing between valid and invalid voting ballots and the method of sending voting ballots, accompanied by an appendix of the list of shareholders participating in the vote;

b. Total number of votes in favor, against, and abstaining for each matter;

c. Matters passed and the corresponding voting ratio;

d. Full name and signature of the Chairperson of the Board of Directors, vote counters, and vote counting supervisors.

e. Members of the Board of Directors, vote counters, and vote counting supervisors shall be jointly liable for the truthfulness and accuracy of the vote counting report; jointly liable for damages arising from decisions passed due to

dishonest or inaccurate vote counting.

f. The vote counting report and resolution must be sent to shareholders within 15 days from the date of completion of vote counting. Sending the vote counting report and resolution can be replaced by posting on the Company's website within 24 hours from the time of completion of vote counting.

7. Answered opinion collection ballots, vote counting reports, passed resolutions, and related documents sent with the opinion collection ballots must all be kept at the Company's head office.

8. Resolutions passed by collecting written opinions from shareholders must be approved by shareholders representing at least 51% of the total voting shares and have the same validity as decisions passed at the General Meeting of Shareholders.

### **Article 23. Resolutions and Minutes of the General Meeting of Shareholders**

1. The General Meeting of Shareholders must be recorded in minutes and may be recorded or recorded and kept in other electronic forms. The minutes must be prepared in Vietnamese, may be prepared in a foreign language, and must contain the following main contents:

- a. Name, head office address, enterprise code;
- b. Time and venue of the General Meeting of Shareholders;
- c. Meeting agenda and content;
- d. Full name of the Chairperson and secretary;
- e. Summary of the meeting proceedings and opinions expressed at the General Meeting of Shareholders on each matter in the meeting agenda;

f. Number of shareholders and total voting shares of attending shareholders, appendix of the list of registered shareholders, representatives of shareholders attending with the corresponding number of shares and votes;

g. Total voting shares for each matter voted on, clearly stating the voting method, total number of valid and invalid votes, votes in favor, against, and abstaining; corresponding ratio of the total voting shares of attending shareholders;

h. Matters passed and the corresponding voting ratio;

i. Full name and signature of the Chairperson and secretary. In case the

Chairperson or secretary refuses to sign the meeting minutes, the minutes shall be valid if signed by all other members of the Board of Directors attending the meeting and contain full content as prescribed in this Clause. The meeting minutes shall clearly state the refusal of the Chairperson or secretary to sign the meeting minutes.

2. The minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The Chairperson and secretary of the meeting or other persons signing the meeting minutes shall be jointly liable for the truthfulness and accuracy of the minutes' content.

3. Minutes prepared in Vietnamese and a foreign language have equal legal validity. In case of any discrepancy in content between the Vietnamese and foreign language minutes, the content in the Vietnamese minutes shall apply.

4. Resolutions, Minutes of the General Meeting of Shareholders, appendix of the list of shareholders registered to attend with shareholders' signatures, written authorization to attend the meeting, all documents attached to the Minutes (if any), and related documents accompanying the meeting notice must be disclosed in accordance with the law on information disclosure in the securities market and must be kept at the Company's head office.

#### **Article 24. Request to cancel decisions of the General Meeting of Shareholders**

Within 90 days from the date of receiving the resolution or minutes of the General Meeting of Shareholders or the minutes of the results of vote counting for collecting opinions of the General Meeting of Shareholders, shareholders or groups of shareholders as specified in Clause 2, Article 115 of the Law on Enterprises have the right to request a Court or Arbitration to consider and cancel the resolution or part of the content of the resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening the meeting and making decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the Company's Charter, except for the case specified in Clause 3, Article 21 of this Charter.

2. The content of the resolution violates the law or this Charter.

### **VII. BOARD OF DIRECTORS**

#### **Article 25. Candidacy and nomination of members of the Board of Directors**

1. In case candidates for the Board of Directors have been identified, the Company must disclose information related to the candidates at least 10 days

before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must have a written commitment to the truthfulness and accuracy of the disclosed personal information and must commit to performing their duties honestly, carefully, and for the highest interests of the Company if elected as a member of the Board of Directors. Information related to candidates for the Board of Directors to be disclosed includes:

- a. Full name, date, month, and year of birth;
- b. Professional qualifications;
- c. Work history;
- d. Other management titles (including Board of Directors titles of other companies);
- e. Interests related to the Company and related parties of the Company;
- f. Other information (if any) as prescribed by the Company's Charter;
- g. The Company is responsible for disclosing information about companies where the candidate is holding the position of member of the Board of Directors, other management titles, and interests related to the company of the candidate for the Board of Directors (if any);

2. Shareholders or groups of shareholders holding 10% or more of the total ordinary shares have the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the Company's Charter. Shareholders holding ordinary shares have the right to aggregate their voting rights to nominate candidates for the Board of Directors. Shareholders or groups of shareholders holding from 10% to less than 15% of the total voting shares have the right to nominate one (01) candidate; from 15% to less than 30% have the right to nominate a maximum of two (02) candidates; from 30% to less than 50% have the right to nominate a maximum of three (03) candidates; from 50% to less than 65% have the right to nominate a maximum of four (04) candidates; from 65% or more have the right to nominate a maximum of (07) members of the Board of Directors;

3. In case the number of candidates for the Board of Directors through nomination and candidacy is still not enough as required by Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce more candidates or organize nominations in accordance with the Company's Charter, Internal Regulations on Corporate Governance, and Regulations on Operation of

the Board of Directors. The introduction of more candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

4. Members of the Board of Directors must meet the standards and conditions as prescribed in Clause 1, Clause 2, Article 155 of the Law on Enterprises and the Company's Charter.

**Article 26. Composition and term of members of the Board of Directors**

1. The number of members of the Board of Directors is 05 (five) persons.

2. The term of members of the Board of Directors is 05 (five) years and they may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for no more than 02 consecutive terms. In case all members of the Board of Directors end their term at the same time, those members shall continue to be members of the Board of Directors until new members are elected to replace them and take over the work.

3. The composition of members of the Board of Directors is as follows:

The composition of the Company's Board of Directors must ensure that at least 1/3 of the total members of the Board of Directors are non-executive members. The Company limits the number of members of the Board of Directors holding executive positions in the Company to the maximum extent to ensure the independence of the Board of Directors.

The total number of independent members of the Board of Directors must account for at least 1/3 of the total members of the Board of Directors; in case the number of members of the Board of Directors is 05 or fewer, there shall be 01 independent member of the Board of Directors;

4. Members of the Board of Directors shall lose their status as members of the Board of Directors in case they are dismissed, removed, or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises, in the following cases:

a. Not meeting the standards and conditions as prescribed in Article 155 of the Law on Enterprises or being prohibited by law from being a member of the Board of Directors;

b. Having a resignation letter and it is approved;

c. Suffering from mental disorders and other members of the Board of Directors have professional evidence proving that the person no longer has the capacity for civil acts;

d. Not attending meetings of the Board of Directors for six (06) consecutive months, except in cases of force majeure;

e. According to the decision of the General Meeting of Shareholders;

a. Providing false personal information when sending it to the Company as a candidate for the Board of Directors;

5. The appointment of members of the Board of Directors must be disclosed in accordance with the law on information disclosure in the securities market.

6. Members of the Board of Directors are not necessarily shareholders of the Company.

#### **Article 27. Powers and obligations of the Board of Directors**

1. The Board of Directors is the management body of the Company, having full authority on behalf of the Company to decide and perform the rights and obligations of the Company, except for rights and obligations falling under the authority of the General Meeting of Shareholders.

2. The rights and obligations of the Board of Directors are prescribed by law, the Company's Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and obligations:

a. Decide on the strategy, medium-term development plan, and annual business plan of the Company;

b. Propose classes of shares and the total number of shares of each class offered for sale;

c. Decide on the sale of unsold shares within the scope of shares of each class authorized to be offered for sale; decide on raising additional capital in other forms;

d. Decide on the selling price of the Company's shares and bonds;

e. Decide on share buybacks in accordance with Clause 1 and Clause 2, Article 133 of the Law on Enterprises;

f. Decide on investment plans and investment projects within the authority and limits prescribed by law;

- g. Decide on solutions for market development, marketing, and technology;
- h. Approve contracts for purchase, sale, borrowing, lending, and other contracts and transactions with a value of 35% or more of the total asset value recorded in the Company's latest financial statements, except for transactions falling under the decision-making authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138, Clause 1, and Clause 3, Article 167 of the Law on Enterprises;
- i. Elect, dismiss, and remove the Chairperson of the Board of Directors; appoint, dismiss, sign contracts, and terminate contracts with the General Director, Deputy General Directors, Chief Accountant, Person in charge of corporate governance, and other important managers as prescribed by the Company's Charter; decide on the salary, remuneration, bonus, and other benefits of those managers; appoint authorized representatives to participate in the Member Council or General Meeting of Shareholders in other companies, decide on the remuneration and other benefits of those persons;
- j. Supervise and direct the General Director and other managers in the daily business operations of the Company;
- k. Decide on the organizational structure, internal management regulations of the Company, decide on the establishment of subsidiaries, branches, representative offices, and capital contribution, and purchase of shares of other enterprises;
- l. Approve the agenda, content, and documents serving the General Meeting of Shareholders, convene the General Meeting of Shareholders, or collect opinions for the General Meeting of Shareholders to pass resolutions;
- m. Submit the audited annual financial statements to the General Meeting of Shareholders;
- n. Propose the dividend rate to be paid; decide on the time and procedures for dividend payment or handling losses arising during the business process;
- o. Propose the reorganization or dissolution of the Company; request the Company's bankruptcy;
- p. Decide on the issuance of the Regulations on Operation of the Board of Directors, Internal Regulations on Corporate Governance after being approved by the General Meeting of Shareholders, and Regulations on information disclosure of the Company;

q. Decide on the establishment of sub-committees under the Board of Directors and regulate the functions and tasks of the sub-committees under the Board of Directors.

r. Decide on the quantity, form, content, and sample of the seal, and the management and use of the Company's seal in accordance with regulations;

s. Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other provisions of the law, and the Company's Charter;

3. The Board of Directors must report to the General Meeting of Shareholders on the performance of the Board of Directors in accordance with Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

#### **Article 28. Remuneration, salary, and other benefits of members of the Board of Directors**

1. The Company has the right to pay remuneration and bonuses to members of the Board of Directors based on business results and efficiency.

2. Members of the Board of Directors are entitled to work remuneration and bonuses. Work remuneration is calculated based on the number of working days necessary to complete the tasks of a member of the Board of Directors and the daily remuneration rate. The Board of Directors estimates the remuneration level for each member based on the principle of consensus. The total remuneration and bonus level of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

3. 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, shown as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

4. Members of the Board of Directors holding executive positions or members of the Board of Directors working at sub-committees of the Board of Directors or performing other tasks outside the scope of normal duties of a member of the Board of Directors may be paid additional remuneration in the form of a lump-sum payment per occasion, salary, commission, percentage of profits, or in other forms as decided by the Board of Directors.

5. Members of the Board of Directors have the right to be reimbursed for all travel, accommodation, and other reasonable expenses that they have had to pay

when performing their responsibilities 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.

6. Members of the Board of Directors may be covered by liability insurance by the Company after approval by the General Meeting of Shareholders. This insurance does not include insurance for the responsibilities of members of the Board of Directors related to violations of the law and the Company's Charter.

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

1. The Chairperson of the Board of Directors shall be elected, dismissed, and removed by the Board of Directors from among the members of the Board of Directors.

2. The Chairperson of the Board of Directors must not concurrently hold the position of General Director.

3. The Chairperson of the Board of Directors has the following rights and obligations:

- a. Establish the agenda and activity plan of the Board of Directors;
- b. Prepare the agenda, content, and documents serving the meeting; convene, preside over, and act as the Chairperson of Board of Directors meetings;
- c. Organize the passing 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. Preside over the General Meeting of Shareholders;
- f. Other rights and obligations as prescribed by the Law on Enterprises and the Company's Charter.

4. In case 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 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 in writing another member to perform the rights and obligations of the Chairperson of the Board of Directors. In case

there is no authorized person or the Chairperson of the Board of Directors dies, goes missing, is detained, is serving a prison sentence, is serving an administrative handling measure at a compulsory detoxification center or compulsory education center, flees from their residence, has limited or lost capacity for civil acts, has difficulty in perception and controlling behavior, is prohibited 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 by the principle of majority of the remaining members until a new decision of the Board of Directors is made.

### **Article 30. Meetings of the Board of Directors**

1. The Chairperson of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 working days from the date the election of the Board of Directors concludes. This meeting shall be convened and chaired by the member with the highest number of votes or the highest voting ratio. In the event that there is more than one member with the same highest number of votes or voting ratio, the members shall elect one of them to convene the meeting of the Board of Directors by a majority vote.

2. The Board of Directors must meet at least once every quarter and may hold extraordinary meetings.

3. The Chairperson of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:

- a. Upon the request of the Supervisory Board or an independent member of the Board of Directors;
- b. Upon the request of the General Director or at least 05 other managers;
- c. There is a request from at least 02 members of the Board of Directors;
- d. Other cases as prescribed by law (if any).

4. The request specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed, and decisions falling under the authority of the Board of Directors.

5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receiving the request specified in Clause 3 of this Article. In case the Board of Directors meeting is not convened as requested, the Chairman of the Board of Directors shall be responsible for any damages incurred by the Company; the requester has the right

to replace the Chairman of the Board of Directors to convene the meeting of the Board of Directors.

6. The Chairman of the Board of Directors or the person convening the meeting of the Board of Directors must send a meeting invitation at least 03 working days before the meeting date. The meeting invitation must specify the time and location of the meeting, the agenda, and the issues to be discussed and decided. The meeting invitation must be accompanied by documents used at the meeting and the member's voting ballot.

The meeting invitation for the Board of Directors may be sent by invitation letter, telephone, fax, electronic means, or other methods as prescribed by the Company's Charter and must ensure it reaches the contact address of each member of the Board of Directors registered with the Company.

7. The Chairman of the Board of Directors or the convener shall send the meeting invitation and accompanying documents to members of the Supervisory Board in the same manner as for members of the Board of Directors.

Members of the Supervisory Board have the right to attend meetings of the Board of Directors; they have the right to discuss but not to vote.

8. A meeting of the Board of Directors shall be conducted when at least 3/4 of the total members are present. In case the meeting convened in accordance with this Clause does not have enough members present as prescribed, it shall be convened for the second time within 07 days from the intended date of the first meeting. In this case, the meeting shall be conducted if more than half of the members of the Board of Directors are present.

9. A member of the Board of Directors is considered to be present and voting at the meeting in the following cases:

- a. Attending and voting directly at the meeting;
- b. Authorizing another person to attend and vote in accordance with the Company's Charter;
- c. Attending and voting via online conference, electronic voting, or other electronic forms;
- d. Sending voting ballots to the meeting via mail, fax, or email;
- e. Sending voting ballots by other means (as prescribed in the Company's Charter).

10. A meeting of the Board of Directors may be organized in the form

of an online conference between members of the Board of Directors when all or some members are at different locations, provided that each member participating in the meeting can:

- a. Hear each other member of the Board of Directors participating in the meeting speak;
- b. Speak to all other participating members simultaneously.

Discussion among members can be conducted online or via other means of communication or a combination of all these methods. According to this Charter, a member of the Board of Directors participating in such a meeting is considered "present" at that meeting. The location of the meeting organized under this provision is the location where the majority of the members of the Board of Directors are present or the location where the Chairman of the meeting is present.

Decisions passed in a meeting via telephone are organized and conducted legally, taking 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.

11. A member of the Board of Directors may send a voting ballot to the meeting via mail, fax, or email. In case of sending a voting ballot to the meeting via mail, this ballot must be enclosed in a sealed envelope and delivered to the Chairman of the Board of Directors at least 01 hour before the opening. The voting ballot shall only be opened in the presence of all attendees.

12. Voting:

a. Except for the provision in Point b of this Clause, each member of the Board of Directors or an authorized person as prescribed in Clause 9 of this Article directly present in person at the meeting of the Board of Directors has 01 vote;

b. A member of the Board of Directors shall not vote on contracts, transactions, or proposals in which that member or their related persons have an interest, and such interest conflicts or may conflict with the interests of EVNGENCO2. A member of the Board of Directors shall not be counted in the minimum quorum of members required to hold a meeting of the Board of Directors regarding decisions on which that member does not have the right to vote;

c. According to the provision in Point d of this Clause, when an issue arises at the meeting related to the interest or voting right of a member of the Board of Directors and that member does not voluntarily waive their voting right, the ruling

of the Chairman is final, except in cases where the nature or scope of the relevant member's interest has not been fully disclosed;

d. A member of the Board of Directors benefiting from a contract specified in Point a and b of Clause 6, Article 42 of this Charter shall be considered to have a significant interest in that contract;

e. Supervisors have the right to attend meetings of the Board of Directors, have the right to discuss but not to vote. The General Director (in case the General Director is not a member of the Board of Directors) and other managers may be invited to attend the meeting of the Board of Directors; invited persons have the right to discuss but do not have the right to vote.

13. 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 EVNGENCO2 and knows that they have an interest therein is responsible for disclosing this interest at the first meeting of the Board of Directors discussing the signing of this contract or transaction. In case a member of the Board of Directors does not know that they and their related persons have an interest at the time the contract or transaction is signed with EVNGENCO 2, this member must disclose the relevant interests at the first meeting of the Board of Directors held after this member knows that they have an interest or will have an interest in the aforementioned transaction or contract.

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

15. Resolutions and decisions of the Board of Directors are passed if approved by the majority of members present; in case of a tie, the final decision belongs to the side with the opinion of the Chairman of the Board of Directors.

16. A resolution in the form of written consultation must be passed based on the approval of the majority of members of the Board of Directors with voting rights. This resolution has the same effect and validity as a resolution passed at a meeting.

17. The minutes of the Board of Directors meeting and documents used in the meeting must be kept at the Company's headquarters. The Chairman of the Board of Directors is responsible for sending the minutes of the Board of Directors meeting to members, and such minutes are authentic evidence of the work conducted at the meeting unless there is an objection to the content of the minutes within 10 days from the date of sending. The minutes of the Board of

Directors meeting are prepared in Vietnamese (may also be prepared in English). The minutes are signed by the Chairman, the minutes recorder, and members of the Board of Directors attending and voting at the meeting.

In case the Chairman or the minutes recorder refuses to sign the meeting minutes, but if all other members of the Board of Directors who attended and agreed to pass the meeting minutes sign them and they contain full content as prescribed in Points a, b, c, d, dd, e, g, and h of Clause 1, Article 158 of the Law on Enterprises, then these minutes are valid. The meeting minutes shall clearly record the refusal of the Chairman or the minutes recorder to sign the meeting minutes. The person signing the meeting minutes is jointly responsible for the accuracy and truthfulness of the content of the Board of Directors meeting minutes. The Chairman and the minutes recorder are personally responsible for damages incurred by the enterprise due to their refusal to sign the meeting minutes in accordance with the Law on Enterprises, the Company's Charter, and relevant laws.

### **Article 31. Subcommittees under the Board of Directors**

1. The Board of Directors may establish subcommittees to be in charge of development policy, human resources, remuneration, internal audit, risk management, and other areas according to the actual situation after the approval of the General Meeting of Shareholders. The number of members of the subcommittee is decided by the Board of Directors and must have at least 03 people, including members of the Board of Directors and external members.

2. The implementation of decisions of the Board of Directors or of subcommittees under the Board of Directors must comply with current legal regulations and the provisions of the Company's Charter and the Internal Regulations on Corporate Governance.

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

1. The Company's Board of Directors must appoint at least 01 person in charge of corporate governance to support corporate governance work at the enterprise. The person in charge of corporate governance may concurrently serve as the Company Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises.

2. The person in charge of corporate governance must not concurrently work for an approved auditing organization that is auditing the Company's financial statements.

3. The person in charge of corporate governance has the following rights and

obligations:

a. Advising the Board of Directors in organizing the General Meeting of Shareholders in accordance with regulations and related work between the Company and shareholders;

b. Preparing meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders at the request of the Board of Directors or the Supervisory Board;

c. Advising on meeting procedures;

d. Attending meetings;

e. Advising on procedures for drafting resolutions of the Board of Directors in accordance with legal regulations;

f. Providing financial information, copies of Board of Directors meeting minutes, and other information to members of the Board of Directors and members of the Supervisory Board;

g. Monitoring and reporting to the Board of Directors on the Company's information disclosure activities;

h. Acting as the contact point with related parties;

i. Maintaining confidentiality of information in accordance with legal regulations and the Company's Charter;

j. Other rights and obligations as prescribed by law and this Charter.

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

### **Article 33. Management organizational structure**

The Company's management system must ensure that the management apparatus is responsible to the Board of Directors and subject to the supervision and direction of the Board of Directors in the Company's daily business operations. The Company has a General Director, Deputy General Directors, Chief Accountant, other management titles, and other executive titles appointed by the Board of Directors. The appointment, dismissal, and removal of the aforementioned titles must be passed by resolution or decision of the Board of Directors.

### **Article 34. Company managers**

1. Company managers include the General Director, Deputy General

Directors, Chief Accountant, and other managers decided by the Board of Directors.

2. At the request of the General Director and with the approval of the Board of Directors, the Company may recruit other managers with numbers and standards suitable to the Company's structure and management regulations as prescribed by the Board of Directors. Business managers are responsible for supporting the Company in achieving the goals set out in operations and organization.

3. The General Director is paid a salary and bonus. The salary and bonus of the General Director are decided by the Board of Directors.

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

**Article 35. Appointment, dismissal, duties, and powers of the General Director.**

1. The Board of Directors appoints 01 member of the Board of Directors or hires another person as General Director.

2. The General Director is the person who manages the daily business operations of the Company; is subject to the supervision of the Board of Directors; and is responsible to the Board of Directors and before the law for the performance of assigned rights and obligations.

3. The term of the General Director is no more than 05 years and may be reappointed for an unlimited number of terms. The General Director must meet the standards and conditions as prescribed by law and the Company's Charter.

4. The General Director has the following rights and obligations:

a. Deciding on issues related to the Company's daily business operations that do not fall under the authority of the Board of Directors;

b. Organizing the implementation of resolutions and decisions of the Board of Directors;

c. Organizing the implementation of the Company's business plans and investment projects;

d. Proposing the organizational structure and internal management regulations of the Company;

e. Appointing, dismissing, and removing management titles in the Company, except for titles under the authority of the Board of Directors;

f. Deciding on salaries and other benefits for employees in the Company, including managers under the appointment authority of the General Director;

g. Recruiting labor;

h. Proposing plans for dividend payment or handling business losses;

i. Before September 20 of each year, the General Director submits to the Board of Directors for approval the detailed production and business plan for the next fiscal year based on meeting appropriate budget requirements as well as the Company's 05-year and long-term financial plans;

j. Other rights and obligations as prescribed by law, the Company's Charter, and resolutions and decisions of the Board of Directors.

5. The Board of Directors may dismiss the General Director when the majority of members of the Board of Directors with voting rights present at the meeting approve and appoint a new General Director as a replacement.

## **IX. SUPERVISORY BOARD**

### **Article 36. Candidacy and nomination of members of the Supervisory Board (Supervisors)**

1. The candidacy and nomination of members of the Supervisory Board are carried out similarly to the provisions in Clause 1, Clause 2, Article 25 of this Charter (according to the method of candidacy and nomination of members of the Board of Directors).

2. In case the number of candidates for the Supervisory Board through nomination and candidacy is not enough as required, the incumbent Supervisory Board may nominate more candidates or organize nominations in accordance with the Company's Charter, Internal Regulations on Corporate Governance, and Regulations on Operation of the Supervisory Board. The introduction of more candidates by the incumbent Supervisory Board must be clearly announced before the General Meeting of Shareholders votes to elect members of the Supervisory Board in accordance with the law.

### **Article 37. Composition of the Supervisory Board**

1. The number of Supervisors of the Company is 03 people. The term of a Supervisor is no more than 05 years and may be reappointed for an unlimited number of terms.

2. Supervisors must meet the standards and conditions as prescribed in Article 169 of the Law on Enterprises, the Company's Charter, and ensure the following conditions:

- a. Not working in the Company's accounting or finance department;
- b. Not being a member or employee of an independent auditing firm that has audited the Company's financial statements in the 03 consecutive years prior

3. Members of the Supervisory Board shall be dismissed in the following cases:

- a. No longer meeting the standards and conditions to be a member of the Supervisory Board as prescribed in Clause 2 of this Article;
- b. Submitting a resignation letter and having it approved;
- c. Other cases as prescribed by law and this Charter.

4. Members of the Supervisory Board shall be removed in the following cases:

- a. Failing to complete assigned tasks and work;
- b. Failing to perform their rights and obligations for 06 consecutive months, except in cases of force majeure;
- c. Repeatedly violating or seriously violating the obligations of a member of the Supervisory Board as prescribed by the Law on Enterprises and the Company's Charter
- d. Other cases as per the resolution of the General Meeting of Shareholders.

### **Article 38. Head of the Supervisory Board**

1. The Head of the Supervisory Board is elected by the Supervisory Board from among its members; the election, dismissal, and removal are based on the majority principle. The Supervisory Board must have more than half of its members residing in Vietnam. The Head of the Supervisory Board must have a university degree or higher in one of the majors: economics, finance, accounting, auditing, law, business administration, or a major related to the enterprise's business activities.

2. Rights and obligations of the Head of the Supervisory Board:

- a. Convening meetings of the Supervisory Board;
- b. Requesting the Board of Directors, the General Director, and other

managers to provide relevant information for reporting to the Supervisory Board;

c. Preparing and signing the report of the Supervisory Board after consulting the Board of Directors to submit to the General Meeting of Shareholders.

### **Article 39. Rights and obligations of the Supervisory Board**

The Supervisory Board has the rights and obligations as prescribed in Article 170 of the Law on Enterprises and the following rights and obligations:

1. Proposing and recommending the General Meeting of Shareholders to approve the list of approved auditing organizations to audit the Company's financial statements; deciding on the approved auditing organization to perform inspections of the Company's operations, and removing the approved auditor when deemed necessary.

2. Being responsible to shareholders for its supervisory activities.

3. Supervising the Company's financial situation and compliance with the law in the activities of members of the Board of Directors, the Director (General Director), and other managers.

4. Ensuring coordination with the Board of Directors, the General Director, and shareholders.

5. In case of discovering acts of violation of the law or the Company's Charter by members of the Board of Directors, the Director (General Director), or other managers of the enterprise, the Supervisory Board must notify the Board of Directors in writing within 48 hours, requesting the violator to terminate the violation and have solutions to overcome the consequences.

6. Developing the Regulations on Operation of the Supervisory Board and submitting them to the General Meeting of Shareholders for approval.

7. Reporting at the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Law on Securities.

8. Having the right to access the Company's records and documents kept at the headquarters, branches, and other locations; having the right to go to the workplace of the Company's managers and employees during working hours.

9. Having the right to request the Board of Directors, members of the Board of Directors, the General Director, and other managers to provide full, accurate, and timely information and documents regarding the Company's management,

administration, and business operations.

10. Other rights and obligations as prescribed by law and this Charter.

#### **Article 40. Meetings of the Supervisory Board**

1. The Supervisory Board must meet at least 02 times a year, with at least 2/3 of the members of the Supervisory Board attending. The minutes of the Supervisory Board meeting are prepared in detail and clearly. The minutes recorder and members of the Supervisory Board attending the meeting must sign the meeting minutes. The minutes of the Supervisory Board meetings must be kept to determine the responsibility of each member of the Supervisory Board.

2. The Supervisory Board has the right to request members of the Board of Directors, the General Director, and representatives of the approved auditing organization to attend and answer issues that need clarification.

#### **Article 41. Salary, remuneration, bonus, and other benefits of members of the Supervisory Board**

The salary, remuneration, bonus, and other benefits of members of the Supervisory Board are implemented according to the following provisions:

1. Members of the Supervisory Board are paid salary, remuneration, bonus, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders decides the total amount of salary, remuneration, bonus, other benefits, and the annual operating budget of the Supervisory Board.

2. Members of the Supervisory Board are reimbursed for reasonable food, accommodation, travel expenses, and costs for using independent consulting services. The total amount of this remuneration and expenses shall not exceed the total annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

3. The salary and operating expenses of the Supervisory Board are included in the Company's business expenses in accordance with the law on corporate income tax and other relevant legal regulations and must be shown as a separate item in the Company's annual financial statements.

#### **X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE SUPERVISORY BOARD, GENERAL DIRECTOR, OTHER MANAGERS, AND OTHER EXECUTIVES**

Members of the Board of Directors, members of the Supervisory Board, the

General Director, other managers, and other executives are responsible for performing their duties, including duties as members of subcommittees of the Board of Directors, honestly and carefully for the benefit of the Company

**Article 42. Duty of honesty and avoidance of conflicts of interest**

1. Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and other executives must disclose related interests in accordance with the Law on Enterprises and relevant legal documents.

2. Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, other executives, and related persons of these members may only use information obtained through their positions to serve the interests of the Company.

3. Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and other executives are obliged to notify the Board of Directors and the Supervisory Board in writing of transactions between the Company, its subsidiaries, or other companies controlled by the Company with 50% or more of charter capital with themselves or their related persons in accordance with the law. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with the securities law on information disclosure.

4. Members of the Board of Directors shall not vote on transactions that bring benefits to that member or their related persons in accordance with the Law on Enterprises and the Company's Charter.

5. Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, other executives, and related persons of these subjects shall not use or disclose to others internal information to perform related transactions.

6. Transactions between the Company and one or more members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, other executives, and individuals or organizations related to these subjects shall not be void in the following cases:

a. For transactions with a value of less than 35% of the total asset value recorded in the most recent financial statements, the important contents of the contract or transaction as well as the relationships and interests of members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and other executives have been reported to the Board of Directors

and approved by the Board of Directors with a majority of votes of members of the Board of Directors without related interests;

b. For transactions with a value of 35% or more, or transactions leading to a transaction value arising within 12 months from the date of the first transaction with a value of 35% or more of the total asset value recorded in the most recent financial statements, the important contents of this transaction as well as the relationships and interests of members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and other executives have been disclosed to shareholders and approved by the General Meeting of Shareholders by the votes of shareholders without related interests;

#### **Article 43. Responsibility for damages and compensation**

1. Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and other executives who violate their obligations, duties of honesty and care, or fail to complete their obligations must be responsible for damages caused by their violations.

2. The Company compensates those who have been, are, or may become a related party in complaints, lawsuits, or prosecutions (including civil and administrative cases, and not cases where the Company is the plaintiff) if that person has been or is a member of the Board of Directors, a member of the Supervisory Board, the General Director, another manager, another executive, an employee, or an authorized representative of the Company who has been or is performing duties under the Company's authorization, acting honestly and carefully for the benefit of the Company on the basis of complying with the law, and there is no evidence confirming that that person has violated their responsibilities.

3. Compensation costs include judgment costs, fines, and amounts actually paid (including attorney fees) or considered reasonable when resolving these cases within the framework allowed by law. The Company may purchase insurance for these people to avoid the aforementioned compensation liabilities.

### **XI. RIGHT TO INVESTIGATE COMPANY BOOKS AND RECORDS**

#### **Article 44. Right to investigate books and records**

1. Common shareholders have the right to look up books and records, specifically as follows:

a. Common shareholders have the right to examine, look up, and extract information about names and contact addresses in the list of shareholders with

voting rights; request correction of their inaccurate information; examine, look up, extract, or copy the Company's Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

b. Shareholders or groups of shareholders owning 05% or more of the total common shares have the right to examine, look up, and extract the minutes book and resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts, and transactions that must be approved by the Board of Directors, and other documents, except for documents related to the Company's trade secrets and business secrets.

2. In case an authorized representative of a shareholder or group of shareholders requests to look up books and records, they must attach the power of attorney of the shareholder or group of shareholders they represent or a notarized copy of this power of attorney.

3. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other managers have the right to look up the Company's shareholder register, list of shareholders, books, and other records of the Company for purposes related to their positions, provided that this information must be kept confidential.

4. The Company must keep this Charter and amendments and supplements to the Charter, the Business Registration Certificate, regulations, documents proving asset 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, reports of the Supervisory Board, annual financial statements, accounting books, and other documents as prescribed by law at the headquarters or another location, provided that shareholders and the Business Registration Authority are notified of the storage location of these documents.

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

## **XII. EMPLOYEES AND TRADE UNION**

### **Article 45. Employees and trade union**

1. The General Director must prepare a plan for the Board of Directors to approve issues related to recruitment, termination of employment, salary, social insurance, welfare, rewards, and discipline for employees and business managers.

2. The General Director must prepare a plan for the Board of Directors to approve issues related to the Company's relationship with trade union

organizations in accordance with the best standards, practices, and management policies, the practices and policies specified in this Charter, the Company's regulations, and current legal regulations.

### **XIII. PROFIT DISTRIBUTION**

#### **Article 46. Profit distribution**

1. The General Meeting of Shareholders decides the dividend payment level and the form of annual dividend payment from the Company's retained earnings.

2. The Company does not pay interest on dividend payments or payments related to a type of share.

3. The Board of Directors may propose that the General Meeting of Shareholders approve the payment of all or part of dividends in shares, and the Board of Directors is the body that executes this decision.

In case dividends or other payments related to a type of share are paid in cash, the Company must pay in Vietnamese Dong. Payment can be made directly or through banks based on bank account details provided by shareholders. In case the Company has transferred money according to the bank details provided by the shareholder but that shareholder does not receive the money, the Company is not responsible for the money the Company has transferred to this shareholder. Dividend payments for shares listed/registered for trading at the Stock Exchange can be carried out through securities companies or the Vietnam Securities Depository and Clearing Corporation.

4. Based on the Law on Enterprises and the Law on Securities, the Board of Directors passes a resolution or decision to determine a specific date to close the list of shareholders. Based on that date, those registered as shareholders or owners of other securities are entitled to receive dividends in cash or shares, receive notices, or other documents.

5. Other issues related to profit distribution are implemented in accordance with legal regulations.

### **XIV. BANK ACCOUNTS, FISCAL YEAR, AND ACCOUNTING SYSTEM**

#### **Article 47. Bank accounts**

1. The Company opens accounts at Vietnamese banks or foreign banks permitted to operate in Vietnam.

2. With the prior approval of the competent authority, in case of necessity,

the Company may open bank accounts abroad in accordance with legal regulations.

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

#### **Article 48. Fiscal year**

The Company's fiscal year begins on January 01 of each year and ends on December 31 of each year. The first fiscal year begins on the date of issuance of the Business Registration Certificate and ends on December 31 of the same year.

#### **Article 49. Accounting system**

1. The accounting system used by the Company is the enterprise accounting system or a specific accounting system issued and approved by the competent authority.

2. The Company prepares accounting books in Vietnamese and keeps accounting records in accordance with the law on accounting and relevant laws. These records must be accurate, updated, systematic, and sufficient to prove and explain the Company's transactions.

3. The Company uses Vietnamese Dong as the accounting currency. In case the Company has economic transactions arising mainly in a foreign currency, it may choose that foreign currency as the accounting currency, be responsible for that choice before the law, and notify the direct tax management agency.

### **XV. ANNUAL REPORT, FINANCIAL STATEMENTS, AND RESPONSIBILITY FOR INFORMATION DISCLOSURE**

#### **Article 50. Annual, semi-annual, and quarterly financial statements**

1. The Company must prepare annual financial statements, and annual financial statements must be audited in accordance with the law. The Company discloses audited annual financial statements in accordance with the law on information disclosure on the securities market and submits them to competent state agencies.

2. Annual financial statements must include full reports, appendices, and notes in accordance with the law on enterprise accounting. Annual financial statements must reflect the Company's operational situation honestly and objectively.

3. The Company must prepare and disclose reviewed semi-annual financial

statements and quarterly financial statements in accordance with the law on information disclosure on the securities market and submit them to competent state agencies.

#### **Article 51. Annual report**

The Company must prepare and disclose an Annual Report in accordance with the provisions of the law on securities and the securities market.

### **XVI. COMPANY AUDIT**

#### **Article 52. Audit**

1. The General Meeting of Shareholders appoints an independent auditing firm or approves a list of independent auditing firms and authorizes the Board of Directors to decide to select one of these entities to audit the Company's financial statements for the next fiscal year based on terms and conditions agreed upon with the Board of Directors.

2. The audit report is attached to the Company's annual financial statements.

3. Independent auditors performing the audit of the Company's financial statements are entitled to attend meetings of the General Meeting of Shareholders and are entitled to receive notices and other information related to the General Meeting of Shareholders and to express their opinions at the meeting on issues related to the audit of the Company's financial statements.

### **XVII. SEAL**

#### **Article 53. Company seal**

1. The seal includes a seal made at a seal engraving facility or a seal in the form of a digital signature in accordance with the law on electronic transactions.

2. The Board of Directors decides on the type, quantity, form, and content of the seal of the Company, branches, and representative offices of the Company (if any).

3. The Board of Directors and the General Director use and manage the seal in accordance with current legal regulations.

### **XVIII. COMPANY DISSOLUTION**

#### **Article 54. Company dissolution**

1. The Company may be dissolved in the following cases:

a. The end of the operation term stated in the Company's Charter without a

decision to extend;

b. According to the resolution or decision of the General Meeting of Shareholders;

c. Revocation of the Business Registration Certificate, except in cases where the Law on Tax Administration has other provisions;

d. Other cases as prescribed by law.

2. The dissolution of the Company before the term (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 or approved by the competent authority (if required) in accordance with regulations.

#### **Article 55. Extension of operation**

1. The Board of Directors convenes a meeting of the General Meeting of Shareholders at least 7 months before the end of the operation term so that shareholders can vote on the extension of the Company's operation at the request of the Board of Directors.

2. The operation term is extended when approved by shareholders representing 65% or more of the total voting shares of all shareholders attending the General Meeting of Shareholders.

#### **Article 56. Liquidation**

1. At least 06 months before the end of the Company's operational term or after a decision on the Company's dissolution is made, the Board of Directors must establish a Liquidation Committee consisting of 03 members, of which 02 members are appointed by the General Meeting of Shareholders and 01 member is appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its own operating regulations. Members of the Liquidation Committee may be selected from the Company's employees or independent experts. All costs related to the liquidation shall be 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 regarding the date of establishment and the date of commencement of operations. From that moment, the Liquidation Committee shall represent the Company in all matters related to the Company's liquidation before the Court and administrative agencies.

3. Proceeds from the liquidation shall be paid in the following order:

- a. Liquidation costs;
- b. Debts related to salaries, severance pay, social insurance, and other benefits of employees according to the signed collective labor agreement and labor contracts;
- c. Tax debts;
- d. Other debts of the Company;
- e. The remainder after paying all debts from items a to d above shall be distributed to shareholders. Preferred shares shall be given priority for payment.

## **XIX. INTERNAL DISPUTE RESOLUTION**

### **Article 57. Internal dispute resolution**

1. In case of disputes or complaints arising related to the Company's operations, or the rights and obligations of shareholders as prescribed by the Law on Enterprises, other legal regulations, and the Company's Charter, among:

- a. Shareholders and the Company;
- b. Shareholders and the Board of Directors, the Supervisory Board, the General Director, or other executives;

The involved parties shall attempt to resolve such disputes through negotiation and conciliation. Except for disputes related to the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the dispute resolution and request each party to present information related to the dispute within 15 working days from the date the dispute arises. In case the dispute relates to the Board of Directors or the Chairman of the Board of Directors, any party may request or appoint an independent expert to act as a mediator for the dispute resolution process.

2. In case a conciliation decision is not reached within 06 weeks from the start of the conciliation process, or if the mediator's decision is not accepted by the parties, any party may refer the dispute to Arbitration or the Court. The parties shall bear their own costs related to the negotiation and conciliation procedures. The payment of Court costs shall be carried out according to the Court's judgment.

## **XX. SUPPLEMENTS AND AMENDMENTS TO THE CHARTER**

### **Article 58. Company Charter**

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

2. In case the law has regulations related to the Company's operations that have not been mentioned in this Charter, or in case new legal regulations differ from the provisions in this Charter, those regulations shall apply to govern the Company's operations.

## **XXI. EFFECTIVE DATE**

### **Article 59. Effective date**

1. This Charter, consisting of 21 Sections and 59 Articles, was unanimously approved by the General Meeting of Shareholders of Thac Mo Hydro Power Joint Stock Company on June 02, 2026, at the 2026 Annual General Meeting of Shareholders of Thac Mo Hydro Power Joint Stock Company, and all parties agreed to the full validity of this Charter.

2. This Charter is made in 10 copies, having equal validity, in which:

a. Five (05) copies are registered with the government authorities in accordance with the regulations of the Provincial or City People's Committee.

b. Five (05) copies are kept at the Company's headquarters.

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

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

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



A red circular stamp of Công ty Cổ phần Thủy điện Thác Mơ, Phường Phước Long, TP. Đồng Nai, with registration number S.D.K.K.D: 3800311306-C.T.C.P. and a blue ink signature.

**Huynh Van Khanh**