

Số/No.: **245**/BKC-CBTT

Thái Nguyên, ngày **16** tháng 6 năm 2026  
Thai Nguyen, day **16** month 6 year 2026

**CÔNG BỐ THÔNG TIN BẤT THƯỜNG  
EXTRAORDINARY INFORMATION DISCLOSURE<sup>1</sup>**

**Kính gửi:** Ủy ban chứng khoán Nhà nước;  
Sở Giao dịch chứng khoán Việt Nam;  
Sở Giao dịch Chứng khoán Hà Nội;  
**To:** *State Securities Commission of Vietnam  
Vietnam Exchange  
Hanoi Stock Exchange*

1. Tên tổ chức/Name of organization: **CÔNG TY CỔ PHẦN KHOÁNG SẢN BẮC KẠN/ BAC KAN MINERALS JOINT STOCK CORPORATION**

- Mã chứng khoán/Mã thành viên/ Stock code/ Broker code: **BKC**
- Địa chỉ/Address: Tổ dân phố 4A, Phường Đức Xuân, tỉnh Thái Nguyên/ *Residential Group 4A, Duc Xuan Ward, Thai Nguyen Province.*
- Điện thoại liên hệ/Tel.: 02093 812 399
- E-mail: [bkc@backanco.com](mailto:bkc@backanco.com) - Website: <http://backanco.com/>

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

Công ty Cổ phần khoáng sản Bắc Kạn công bố Bản Điều lệ Công ty được sửa đổi, bổ sung và thông qua tại Đại hội đồng cổ đông thường niên năm 2026 họp ngày 16/6/2026;

*Bac Kan Mineral Joint Stock Corporation discloses the Company's Charter, which was amended, supplemented, and passed at the 2026 Annual General Meeting of Shareholders held on June 16, 2026.*

3. Thông tin này đã được công bố trên trang thông tin điện tử của công ty vào ngày 16/6/2026 tại đường dẫn <http://backanco.com/>./This information was published on the company's website on 16/6/2026 (date), as in the link <http://backanco.com/>

<sup>1</sup> Trường hợp có sự mâu thuẫn hoặc khác biệt trong cách hiểu giữa nội dung tiếng Việt và nội dung tiếng Anh, thì nội dung tiếng Việt được ưu tiên áp dụng./In the event of any discrepancy or difference in interpretation between the Vietnamese and English versions, the Vietnamese version shall prevail.

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

**Tài liệu đính kèm/Attached documents:**  
- Bản Điều lệ Công ty/ The Company Charter  
(Vietnamese & English);

**Đại diện tổ chức**  
Organization representative  
**Người UQ CBTT**  
Person authorized to disclose information



**Nguyễn Văn Vũ/Nguyen Van Vu**

**BAC KAN MINERAL JOINT STOCK CORPORATION**

**Business registration number: 4700149595**

Address: Group 4A, Duc Xuan Ward, Thai Nguyen province

Tel: (0209) 3 812399    Email: [bkc@backanco.com](mailto:bkc@backanco.com)



**CHARTER**

**BAC KAN MINERAL JOINT STOCK CORPORATION**

*(Approved by the 2026 Annual General Meeting of Shareholders on June 16, 2026)*

*Thai Nguyen, June 2026*

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**BAC KAN MINERAL JOINT STOCK CORPORATION**

*(Approved by the 2026 Annual General Meeting of Shareholders on June 16, 2026)*

*Thai Nguyen, June 2026*

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**CHARTER OF BAC KAN MINERALS JOINT STOCK CORPORATION**

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11/27/2011 10:00 AM

## INTRODUCTION

The Charter on the organization and operation of Bac Kan Mineral Joint Stock Corporation (hereinafter referred to as the "Company") serves as the legal basis for the Company's operations in accordance with the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, and the Law amending and supplementing certain provisions of the 2020 Law on Enterprises. The Charter, the Company's regulations, and the Resolutions of the General Meeting of Shareholders and the Board of Directors, if duly passed in compliance with applicable laws, shall be the binding rules and regulations governing the Company's business operations.

This Charter has been approved under Resolution of the General Meeting of Shareholders (GMS) No. 01/2026/NQ-ĐHĐCĐ dated June 16, 2026, at the 2026 Annual General Meeting of Shareholders of Bac Kan Mineral Joint Stock Corporation.

This Charter shall take full effect from 16 June, 2026.

### CHAPTER I. DEFINITIONS OF TERMS IN THE CHARTER

#### Article 1. Interpretation of terms

1. Unless otherwise provided by specific provisions or the context of this Charter, the following terms shall be understood as follows:

a. "Charter Capital" refers to the total capital contributed by all shareholders, as stipulated in Article 5 of this Charter.

b. "Law on Enterprises" refers to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020; and Law No. 03/2022/QH15 passed by the National Assembly on January 11, 2022, which amends and supplements certain provisions of the 2020 Law on Enterprises.

c. "Law on Securities" refers to the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019.

d. "Company" refers to Bac Kan Mineral Joint Stock Corporation.

e. "Date of Establishment" refers to the date on which the Company was first granted the Business Registration Certificate.

g. "Business Executives" include the General Director, Deputy General Directors, Chief Accountant, senior experts, and other executives as specified in the Company's Charter.

h. "Related Party" refers to any individual or organization as defined in Clause 23, Article 4 of the Law on Enterprises and Clause 46, Article 4 of the Law on Securities.

i. "Operating Term" refers to the Company's operating duration as stipulated in Article 2 of this Charter, including any extensions (if applicable) approved by the General Meeting of Shareholders through a resolution.

k. "Vietnam" refers to the Socialist Republic of Vietnam.

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

3. The headings (chapters and articles of this Charter) are provided for convenience of reference and do not affect the content of this Charter.

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

## **CHAPTER II. COMPANY NAME, TYPE, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, AND OPERATING TERM**

### **Article 2. Company Name, Type, Headquarters, Branches, Representative Offices, Legal Representative, and Operating Term**

#### 1. Company Name

- Vietnamese name: **CÔNG TY CỔ PHẦN KHOÁNG SẢN BẮC KẠN**
- English name: **BACKAN MINERAL JOINT STOCK CORPORATION**
- Trading name: **CÔNG TY CỔ PHẦN KHOÁNG SẢN BẮC KẠN**
- Abbreviation name: **BAMCORP**

2. The Company is a joint-stock corporation with legal entity status in accordance with the prevailing laws of Vietnam.

#### 3. Registered Headquarters:

- Address: Group 4A, Duc Xuan Ward, Thai Nguyen Province.
- Phone: (0209)3 812399
- E-mail: [bkc@backanco.com](mailto:bkc@backanco.com) Website: <https://backanco.com>

4. The General Director is the sole legal representative of the Company.

5. The Company may establish branches and representative offices in its business locations to achieve its operational objectives, in accordance with resolutions of the Board of Directors and within the scope permitted by law.

6. Unless terminated earlier as specified in Article 51 of this Charter, the Company's operating term shall commence from the date of establishment and shall be indefinite.

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

**Article 3. Company's Business Objectives**

1. The Company's business sectors include:

<b>TT</b>	<b>Mã ngành</b>	<b>Tên ngành</b>
1	0710	Mining of iron ores
2	0730	Mining of rare metal ores
3	0810	Mining of stone, sand, gravel, clay
4	0899	Mining of other minerals not yet classified
5	0990	Other Mining Support Service Activities
6	1030	Processing and Preserving of Fruit and Vegetables
7	1101	Distilling, Rectifying and Blending of Spirits
8	2392	Manufacture of Clay Building Materials
9	2394	Manufacture of Cement, Lime and Plaster
10	3530	Steam, Hot Water and Air Conditioning Supply, and Ice Production
11	3811	Collection of Non-Hazardous Waste
12	3812	Collection of Hazardous Waste
13	3821	Treatment and Disposal of Non-Hazardous Waste
14	3822	Treatment and Disposal of Hazardous Waste
15	3830	Materials Recovery
16	3900	Remediation Activities and Other Waste Management Services
17	4101	Construction of Residential Buildings
18	4102	Construction of Non-Residential Buildings
19	4291	Construction of Water Projects
20	4292	Construction of Mining Facilities
21	4293	Construction of Manufacturing Facilities
22	4299	Construction of Other Civil Engineering Projects
23	4311	Demolition

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24	4312	Site Preparation
25	4321	Electrical Installation
26	4322	Plumbing, Heat and Air-Conditioning Installation
27	4329	Other Construction Installation
28	4330	Building Completion and Finishing
29	4390	Other Specialized Construction Activities
30	4632	Wholesale of Food
31	4659	Wholesale of Other Machinery, Equipment and Supplies
		Wholesale of Mining, Construction and Civil Engineering Machinery, Equipment and Parts
32	4933	Freight Transport by Road
33	5225	Service Activities Incidental to Land Transportation
34	6810	Real Estate Activities with Own or Leased Property
35	0729	Mining of other non-ferrous metal ores
36	0891	Mining of chemical and fertilizer minerals
37	1105	Manufacture of non-alcoholic beverages and mineral water
38	2011	Manufacture of basic chemicals
39	2029	Manufacture of other chemical products not elsewhere classified
40	2410	Manufacture of basic iron, steel and cast iron
41	2420	Manufacture of precious and non-ferrous metals
42	2431	Casting of iron and steel
43	2432	Casting of non-ferrous metals
44	2511	Manufacture of structural metal products
45	2512	Manufacture of tanks, reservoirs and containers of metal
46	2591	Forging, pressing, stamping and roll-forming of metal; powder metallurgy
47	2592	Machining; treatment and coating of metals
48	2599	Manufacture of other fabricated metal products not elsewhere classified
49	2823	Manufacture of machinery and equipment for metallurgy

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50	2824	Manufacture of mining and construction machinery
51	3311	Repair and maintenance of fabricated metal products
52	3312	Repair and maintenance of machinery and equipment
53	3320	Installation of industrial machinery and equipment
54	3600	Water collection, treatment and supply
55	3700	Sewerage and wastewater treatment activities
56	4212	Construction of roads and highways
57	4221	Construction of utility projects for electricity
58	4222	Construction of water projects
59	4223	Construction of telecommunication and communication works
60	4229	Construction of other utility projects
61	4340	Specialized construction activities brokerage services
62	4633	Wholesale of beverages
63	4671	Wholesale of solid, liquid and gaseous fuels and related products
64	4672	Wholesale of metals and metal ores
65	4673	Wholesale of construction materials and other installation supplies
66	4679	Other specialized wholesale not elsewhere classified
67	4690	Non-specialized wholesale trade
68	4719	Other non-specialized retail trade
69	5210	Warehousing and storage
70	5224	Cargo handling
71	5229	Other transportation support activities
72	5520	Other short-term accommodation services
73	6421	Activities of holding companies
74	6821	Real estate brokerage activities
75	6829	Other real estate activities on a fee or contract basis
76	7730	Renting and leasing of other machinery, equipment and tangible goods without operator

2. The Company's objective is to continuously develop its business activities in mining, mineral processing, and other fields to generate profits. Additionally, the Company aims to improve employees' livelihoods, working conditions, and income while fulfilling its tax obligations to the State.

#### **Article 4. Business Scope and Operations**

1. The Company is authorized to plan and conduct all business activities as stipulated in its Business Registration Certificate and this Charter, in compliance with applicable laws, and to take appropriate measures to achieve its objectives.

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

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

#### **Article 5. Charter Capital, Shares, and Founding Shareholders**

1. The Company's charter capital is **VND 234,754,560,000** (*Two hundred thirty-four billion, seven hundred fifty-four million, five hundred sixty thousand Vietnamese dong*).

The total charter capital is divided into **23,475,456** (*Twenty-three million, four hundred seventy-five thousand, four hundred fifty-six*) shares, with a par value of VND 10,000 per share (ten thousand Vietnamese dong per share).

2. The Company may adjust its charter capital upon approval by the General Meeting of Shareholders and in accordance with legal regulations.

3. All shares of the Company at the time of adopting this Charter are ordinary shares. The rights and obligations associated with these shares are specified in Article 11.

4. The Company may issue other types of preferred shares upon approval by the General Meeting of Shareholders and in compliance with legal regulations.

5. The names, addresses, number of shares, and other details of the founding shareholders are in accordance with the Law on Enterprises.

6. Ordinary shares must be offered on a priority basis to existing shareholders in proportion to their ownership percentage, unless otherwise decided by the General Meeting of Shareholders. Any shares not subscribed by existing shareholders shall be determined by the Board of Directors. The Board of Directors may allocate such shares to other parties under conditions and methods deemed appropriate, provided that the shares are not sold under more favorable conditions than those offered to existing

shareholders, except when shares are sold through a stock exchange via an auction process.

7. The Company may repurchase its issued shares in accordance with the provisions of this Charter and applicable laws. Shares repurchased by the Company are classified as treasury shares, which the Board of Directors may resell in compliance with this Charter, the Law on Securities, and relevant guidelines.

8. The Company may issue other types of securities upon approval by the General Meeting of Shareholders and in compliance with legal regulations.

#### **Article 6. Share Certificates**

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

2. A share certificate is a document issued by the Company, an accounting book entry, or electronic data confirming ownership of one or multiple shares in the Company. Share certificates must contain all details specified in Clause 1, Article 121 of the Law on Enterprises.

3. Within 30 days from the date of submitting the complete application for the transfer of share ownership in accordance with the Company's regulations, or within 30 days (or another period specified in the issuance terms) from the date of full payment for the purchased shares as stipulated in the Company's share issuance plan, the shareholder shall be issued a share certificate. Shareholders are not required to pay the Company for the printing of share certificates.

4. In case a share certificate is damaged, erased, lost, stolen, or destroyed, the shareholder may request a replacement share certificate, provided that they present evidence of share ownership and cover all related costs incurred by the Company.

#### **Article 7. Other Securities Certificates**

Bond certificates or other securities certificates issued by the Company (excluding letters offering, temporary certificates, and similar documents) must bear the signature of the legal representative and the Company's seal.

#### **Article 8. Share Transfer**

1. All shares are freely transferable unless otherwise specified by this Charter or the law. Listed shares on the Stock Exchange shall be transferred in accordance with the regulations on securities and the securities market.

2. Shares that have not been fully paid for cannot be transferred and are not entitled to dividends, bonus shares issued from the Company's equity, preemptive rights for newly issued shares, or any other shareholder rights as prescribed by law.

### **Article 9. Share Repurchase**

1. If a shareholder fails to fully and timely pay for subscribed shares, the Board of Directors shall notify the shareholder and has the right to request full payment of the outstanding amount, including interest on the unpaid amount and any related costs incurred by the Company due to the late payment.

2. The payment notice must specify a new deadline for payment (at least seven (07) days from the date of notification), the payment location, and clearly state that if payment is not made on time, the unpaid shares will be subject to repurchase by the Company.

3. The Board of Directors has the right to repurchase unpaid shares if the payment requirements stated in the notification are not fulfilled.

4. Repurchased shares shall be treated as shares available for sale under Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly or authorize others to sell, redistribute, or dispose of the repurchased shares to former shareholders or other entities under conditions and methods deemed appropriate.

5. Shareholders holding repurchased shares must relinquish their shareholder status for those shares but remain liable for all outstanding amounts, plus interest at a rate not exceeding 10% per year at the time of repurchase, as determined by the Board of Directors. This liability applies from the date of repurchase until full payment is made. The Board of Directors has the full authority to enforce the payment of the entire share value at the time of repurchase.

6. A repurchase notice shall be sent to the shareholder before the repurchase date. The repurchase remains effective even in the event of errors or negligence in sending the notification.

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

### **Article 10. Management structure**

The Company's management structure consists of:

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

## CHAPTER VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

### Article 11. Shareholder Rights

1. Shareholders are the owners of the Company and have rights and obligations corresponding to the number and type of shares they own. Shareholders are only liable for the Company's debts and other financial obligations within the scope of their contributed capital.

2. Holders of common shares have the following rights:

a. Attend and speak at General Meetings of Shareholders and exercise voting rights directly, through an authorized representative, by remote voting, or by submitting votes via mail, fax, or email. Shareholders may also participate and vote via online meetings, electronic voting, or other digital means. The voting method shall be approved by the General Meeting of Shareholders in each session. Each common share carries one voting right.

Shareholders must submit their voting ballots via registered mail, fax, or email to the Board of Directors no later than one (01) day before the meeting. In the case of registered mail, the Head of the Voting Committee at the General Meeting of Shareholders has the right to open the shareholder's voting ballot at the meeting.

b. Receive dividends at a rate determined by the General Meeting of Shareholders.

c. Freely transfer fully paid shares in accordance with this Charter and applicable laws.

d. Have the preemptive right to purchase newly issued shares proportional to their current holdings of common shares.

e. Review, inspect, and extract shareholder-related information from the list of eligible shareholders for the General Meeting of Shareholders and request corrections to inaccurate information.

f. Review, inspect, extract, or copy the Company's Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders.

g. In case of Company dissolution or bankruptcy, receive a portion of the remaining assets proportional to their contributed capital after the Company has fulfilled its obligations to creditors and shareholders holding other types of shares, in accordance with legal regulations.

h. Request the Company to repurchase their shares in cases stipulated by the Law on Enterprises.

i. Be treated equally. Each share of the same type grants the shareholder the same rights, obligations, and benefits. If the Company issues preferred shares, the rights and obligations associated with them must be approved by the General Meeting of Shareholders and fully disclosed to shareholders.

k. Have full access to periodic and extraordinary information disclosed by the Company in accordance with the law.

l. Be protected in their legitimate rights and interests; request the suspension or annulment of resolutions and decisions of the General Meeting of Shareholders or the Board of Directors as stipulated by the Law on Enterprises.

m. Exercise other rights as provided in this Charter and the law.

3. Shareholders or groups of shareholders holding at least 5% of total common shares are entitled to:

a. Nominate candidates for the Board of Directors or the Supervisory Board as stipulated in Articles 24 and 35 of this Charter.

b. Review, inspect, and extract the minutes, resolutions, and decisions of the Board of Directors; semi-annual and annual financial statements; reports from the Supervisory Board; contracts and transactions that require Board of Directors' approval; and other documents, excluding those related to the Company's trade secrets or business secrets.

c. Request the Board of Directors to convene the General Meeting of Shareholders in accordance with Clause 3, Article 115, and Article 140 of the Law on Enterprises.

d. Inspect and obtain copies or extracts of the list of shareholders eligible to attend and vote at the General Meeting of Shareholders.

e. Request the Supervisory Board to examine specific issues related to the company's management and operations when deemed necessary. The request must be made in writing and must include: For individual shareholders: Full name, permanent address, nationality, identification number (Citizen ID, Passport, or another legally recognized personal document); For institutional shareholders: Name, permanent address, nationality, establishment decision number, or business registration number; Number of shares held, registration date of shares for each shareholder, total shares held by the group of shareholders, and their ownership percentage in the total company shares; The specific issue to be examined and the purpose of the examination.

f. Other rights as stipulated in this Charter.

## **Article 12. Obligations of Shareholders**

Shareholders have the following obligations:

1. Comply with the Company's Charter and regulations as well as the decisions of the General Meeting of Shareholders and the Board of Directors.

2. Not withdraw contributed capital in the form of common shares under any circumstances, except when the company or another party repurchases the shares. If a shareholder withdraws part or all of their contributed capital in violation of this clause, they and any related beneficiaries must be jointly liable for the company's debts and other financial obligations within the value of the withdrawn shares and any damages incurred.

3. Participate in General Meetings of Shareholders and exercise voting rights through the following methods:

- a) Attend and vote directly at the meeting.
- b) Authorize another person to attend and vote on their behalf.
- c) Attend and vote via online meetings, electronic voting, or other electronic means.

d) Send voting ballots to the meeting via mail, fax, or email.

4. Fully pay for the shares they have subscribed to as required.

5. Provide accurate contact information when registering for shares.

6. Fulfill other obligations as required by law.

7. Bear personal responsibility if acting on behalf of the company in any of the following cases:

a. Violating the law.

b. Engaging in business activities or transactions for personal gain or for the benefit of other individuals or organizations.

c. Settling debts before their due date while the company is at risk of financial instability.

8. Maintain confidentiality of information provided by the company as stipulated in the Company's Charter and applicable laws. Shareholders must only use the provided information to exercise and protect their legitimate rights and interests. It is strictly prohibited to distribute, copy, or share the company's provided information with any third party.

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

1. The General Meeting of Shareholders is the highest authority of the Company. The annual General Meeting of Shareholders is held once (01) a year. The annual General Meeting of Shareholders must be convened within four (04) months from the end of the financial year.



If it is not possible to hold the meeting within this period, the Board of Directors may extend the time for holding the annual General Meeting of Shareholders, but not exceeding six (06) months from the end of the financial year.

2. The Board of Directors shall convene the annual General Meeting of Shareholders and select a suitable location. The annual General Meeting of Shareholders decides on matters stipulated by law and the Company's Charter, particularly approving the audited annual financial statements. If the audit report on the Company's annual financial statements contains material exceptions, an adverse opinion, or a disclaimer of opinion, the Company must invite a representative of the approved audit firm to attend the annual General Meeting of Shareholders, and such representative is responsible for attending the meeting.

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

a. When the Board of Directors deems it necessary for the benefit of the Company;

b. When the number of remaining members of the Board of Directors or the Supervisory Board is less than the minimum number required by law;

c. At the request of a shareholder or group of shareholders as stipulated in Clause 3, Article 11 of this Charter. The request for convening the General Meeting of Shareholders must be made in writing, stating the reason and purpose of the meeting, and must be signed by the relevant shareholders or compiled from multiple documents with the necessary signatures;

d. At the request of the Supervisory Board;

e. Other cases as prescribed by law and the Company's Charter.

4. Convening an extraordinary General Meeting of Shareholders

a. The Board of Directors must convene the General Meeting of Shareholders within thirty (30) days from the date when the number of members of the Board of Directors or Supervisory Board falls below the required minimum, as specified in Point c, Clause 3 of this Article, or upon receiving a request as stated in Points d and e, Clause 3 of this Article.

b. If the Board of Directors fails to convene the General Meeting of Shareholders as stipulated in Point a, Clause 4 of this Article, the Supervisory Board must replace the Board of Directors in convening the meeting within the next thirty (30) days, in accordance with Clause 3, Article 140 of the Enterprise Law.

c. If the Supervisory Board fails to convene the General Meeting of Shareholders as required in Point b, Clause 4 of this Article, then within the following thirty (30) days,

the shareholder or group of shareholders specified in Point d, Clause 3 of this Article has the right to replace the Board of Directors and the Supervisory Board in convening the General Meeting of Shareholders, in accordance with Clause 4, Article 140 of the Enterprise Law.

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders has the right to request the business registration authority to oversee the procedures, conduct of the meeting, and resolutions of the General Meeting of Shareholders. All costs related to the convening and holding of the General Meeting of Shareholders shall be reimbursed by the Company. These costs do not include expenses incurred by shareholders attending the General Meeting of Shareholders, including accommodation and travel costs.

#### **Article 14. Rights and Duties of the General Meeting of Shareholders**

1. The annual General Meeting of Shareholders has the right to discuss and approve:

- a. Audited annual financial statements;
- b. Report of the Board of Directors;
- c. Report of the Supervisory Board;
- d. The Company's short-term and long-term development plans.

2. The annual and extraordinary General Meeting of Shareholders shall decide on the following matters:

- a. Approval of annual financial statements;
- b. Annual dividend payments for each type of share in accordance with the Enterprise Law and the rights attached to such shares. The dividend rate shall not exceed the rate proposed by the Board of Directors after consulting shareholders at the General Meeting of Shareholders;
- c. The number of members of the Board of Directors;
- d. Selection of the auditing firm;
- e. Election, dismissal, removal, and replacement of members of the Board of Directors and the Supervisory Board;
- f. Total remuneration for members of the Board of Directors and the remuneration report of the Board of Directors;
- g. Amendments and supplements to the Company's Charter;
- h. Determination of the type of shares and the total number of shares of each type that may be offered for sale;

- i. Division, separation, consolidation, merger, or conversion of the Company;
- j. Reorganization and dissolution (liquidation) of the Company and appointment of a liquidator;
- k. Examination and handling of violations committed by the Board of Directors or the Supervisory Board that cause damage to the Company and its shareholders;
- l. Decision on investment or sale of assets valued at 35% or more of the total asset value recorded in the most recent financial statements;
- m. The Company repurchasing more than 10% of the total number of issued shares of each type;
- n. The Company or its subsidiaries entering into contracts with persons specified in Clause 1, Article 167 of the Enterprise Law, with a value equal to or exceeding 35% of the total asset value of the Company and its subsidiaries recorded in the most recent audited financial statements;
- o. Approval of internal governance regulations; operational regulations of the Board of Directors and the Supervisory Board;
- p. Other matters as prescribed by law, this Charter, and the Company's other regulations.

3. Shareholders are not allowed to participate in voting in the following cases:

- a. Approval of contracts specified in Clause 2, Article 14, where the shareholder or a related party of the shareholder is a party to the contract;
- b. The repurchase of shares of that shareholder or of a related party of that shareholder, except in cases where the repurchase is conducted in proportion to the ownership ratio of all shareholders or through order matching or public tender offers on the Stock Exchange;
- c. All resolutions and matters included in the meeting agenda must be discussed and voted on at the General Meeting of Shareholders.

#### **Article 15. Authorized Representatives**

1. Shareholders entitled to attend the General Meeting of Shareholders under the law may authorize their representatives to attend. If more than one representative is appointed, the specific number of shares and votes authorized to each representative must be clearly determined.

2. The authorization for an individual or organization to represent a shareholder at the General Meeting of Shareholders, as stipulated in Clause 1 of this Article, must be made in writing. The authorization document must be prepared in accordance with civil

law regulations and must clearly state the name of the authorizing shareholder, the individual or organization being authorized, the number of shares authorized, the scope and content of the authorization, the duration of the authorization, and the signatures of both the authorizing party and the authorized party.

The individual or organization authorized to attend the General Meeting of Shareholders must present the authorization document when registering for the meeting before entering the meeting room.

3. In cases where a lawyer signs the appointment of a representative on behalf of the authorizing party, such an appointment is only considered valid if the appointment document is submitted together with the power of attorney granted to the lawyer (if it has not been previously registered with the Company).

4. Except as provided in Clause 3 of this Article, the voting ballot of an authorized representative within the scope of authorization remains valid in the following cases:

- a. The authorizing party has passed away, has limited legal capacity, or has lost legal capacity;
- b. The authorizing party has revoked the authorization appointment;
- c. The authorizing party has revoked the authority of the authorized representative.

This provision does not apply if the Company receives notification of any of the above events before the opening of the General Meeting of Shareholders or before the reconvening of the meeting.

#### **Article 16. Changes to Rights**

1. Changes or cancellations of special rights attached to a class of preferred shares shall take effect when approved by shareholders holding at least 65% of the ordinary shares attending the meeting and simultaneously approved by shareholders holding at least 65% of the voting rights of the respective preferred shares. A meeting of shareholders holding a specific class of preferred shares to approve changes to these rights shall only be valid if at least two (02) shareholders (or their authorized representatives) are present and hold at least one-third (1/3) of the par value of the issued shares of that class. If the required number of attendees is not met, the meeting shall be reconvened within thirty (30) days, and the holders of shares of that class (regardless of the number of shareholders and shares) who are present either in person or through authorized representatives shall be considered sufficient to constitute a quorum. At such meetings of preferred shareholders, shareholders holding that class of shares, whether present in person or through representatives, may request a secret ballot. Each share of the same class shall have equal voting rights at such meetings.

2. The procedures for conducting such separate meetings shall follow the provisions of Articles 18 and 20 of this Charter.

3. Unless otherwise stipulated in the share issuance terms, the special rights attached to preferred shares regarding some or all matters related to profit distribution or the Company's assets shall not be altered when the Company issues additional shares of the same class.

**Article 17. Convening the General Meeting of Shareholders, Meeting Agenda, and Notice of the General Meeting of Shareholders**

1. The Board of Directors shall convene the General Meeting of Shareholders, or the General Meeting of Shareholders shall be convened in the cases specified in Points b and c, Clause 4, Article 13 of this Charter.

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

a. Prepare the list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the meeting shall be prepared no more than ten (10) days before the date of sending the notice of the General Meeting of Shareholders;

b. Prepare the agenda and content of the meeting;

c. Prepare materials for the General Meeting;

d. Draft the resolutions of the General Meeting of Shareholders based on the expected meeting agenda;

e. Determine the time and venue of the General Meeting;

f. Notify and send the meeting invitation to all shareholders eligible to attend;

g. Perform other tasks necessary for the meeting.

3. The notice of the General Meeting of Shareholders shall be sent to all shareholders by a guaranteed method and shall also be announced on the Company's website, the State Securities Commission, and the Stock Exchange. The person convening the meeting must send the meeting invitation to all shareholders in the list of eligible attendees no later than twenty-one (21) days before the opening date of the General Meeting of Shareholders (calculated from the date the notice is sent, dispatched with prepaid postage, or placed in the mailbox). The meeting agenda and related documents for voting shall be sent to shareholders and/or published on the Company's website. If the documents are not attached to the notice, the notice must specify the website address where shareholders can access them, including:

a. The meeting agenda and documents to be used in the meeting;

b. The list and details of candidates in case of electing members of the Board of Directors or Supervisory Board;

c. Voting ballots;

d. The proxy form for authorizing representatives to attend the meeting;

e. Draft resolutions for each issue on the agenda.

4. Shareholders or groups of shareholders mentioned in Clause 3, Article 11 of this Charter have the right to propose matters to be included in the meeting agenda. The proposal must be made in writing and sent to the Company at least seven (07) working days before the opening date of the General Meeting of Shareholders. The proposal must include the shareholder's full name, permanent address, nationality, ID card number, Citizen Identification Card, Passport, or other valid personal identification for individual shareholders; the name, enterprise code, or establishment decision number, and headquarters address for institutional shareholders; the number and type of shares held, and the proposed issues for inclusion in the meeting agenda.

5. The person convening the General Meeting of Shareholders has the right to reject proposals mentioned in Clause 4 of Article 17 in the following cases:

a. The proposal is not submitted within the required time frame or does not meet the required conditions;

b. At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of the ordinary shares as stipulated in Clause 3, Article 11 of this Charter;

c. The proposed issue is beyond the decision-making authority of the General Meeting of Shareholders;

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

**Article 18. Conditions for Holding the General Meeting of Shareholders**

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

2. If the required number of attendees is not met within thirty (30) minutes from the scheduled opening time, the convener shall cancel the meeting. The General Meeting of Shareholders must be reconvened within thirty (30) days from the originally planned date of the first meeting. The reconvened meeting shall only proceed if the attending shareholders represent at least 33% of the total voting shares.

3. If the second meeting cannot be conducted due to insufficient attendance within thirty (30) minutes from the scheduled opening time, a third meeting may be convened within twenty (20) days from the intended date of the second meeting. In this case, the

meeting shall proceed regardless of the total voting shares represented by the attending shareholders and shall be considered valid, with the authority to decide on all matters initially scheduled for approval at the first General Meeting of Shareholders.

**Article 19. Procedures for Conducting and Voting at the General Meeting of Shareholders**

1. Before the meeting begins, the Company must complete the shareholder registration process and continue registering until all eligible shareholders attending the meeting have completed their registration.

2. During the registration process, the Company shall issue each shareholder or authorized representative with a voting card, which includes the registration number, the shareholder's name, the authorized representative's name (if applicable), and the number of votes the shareholder holds. The General Meeting of Shareholders shall vote on each agenda item separately. Voting shall be conducted in three forms: approval, disapproval, or abstention. The vote count results must be announced by the Chairperson before the meeting is adjourned. The General Meeting of Shareholders shall elect vote counters or vote-counting supervisors as proposed by the Chairperson. The number of vote counters shall be determined by the General Meeting based on the Chairperson's proposal.

3. Shareholders or authorized representatives who arrive after the meeting has started may register immediately upon arrival and thereafter participate and vote. The Chairperson is not required to pause the meeting to allow latecomers to register, and prior voting results shall remain valid.

4. The General Meeting of Shareholders shall be presided over by the Chairperson of the Board of Directors. In the absence or temporary incapacity of the Chairperson, the remaining members of the Board of Directors shall elect one among themselves to chair the meeting based on the majority principle. If none of them can preside, the highest-ranking Board member shall facilitate the election of a Chairperson from the attendees, and the individual with the highest votes shall preside.

In other cases, the person signing the notice convening the meeting shall oversee the election of the Chairperson, with the highest-voted individual being designated as Chairperson.

5. The agenda and content of the meeting must be approved by the General Meeting of Shareholders at the opening session. The agenda must clearly define the timing of each item.

6. The Chairperson may postpone the meeting with the consent or request of the General Meeting of Shareholders, provided that the required quorum is met in accordance with Clause 8, Article 146 of the Law on Enterprises.

7. The Chairperson may take necessary actions to conduct the meeting in an orderly and legal manner, following the approved agenda and reflecting the majority's views.

8. The convener of the General Meeting of Shareholders may require shareholders or authorized representatives to undergo reasonable security checks before attending the meeting. If a shareholder or representative refuses to comply, the convener, after careful consideration, has the right to deny or expel them from the meeting.

9. The convener of the General Meeting of Shareholders, after careful consideration, may take necessary measures to:

- a. Arrange seating at the meeting venue;
- b. Ensure safety for all attendees;
- c. Facilitate shareholder participation (or continued participation). The convener has full discretion to modify or implement necessary measures, including issuing entry passes or using alternative arrangements.

10. If security measures are applied at the meeting, the convener may:

- a. Announce that the meeting is taking place at the location stated in the notice and that the Chairperson is present there (“Main Meeting Venue”);
- b. Arrange for shareholders or authorized representatives who cannot physically attend the Main Meeting Venue to participate remotely from another location while still being considered attendees.

The meeting notice does not need to specify the security arrangements in detail.

11. Under this Charter (unless otherwise required by circumstances), all shareholders shall be deemed to be attending the meeting at the Main Meeting Venue.

12. The Company shall hold at least one (01) General Meeting of Shareholders per year. The Annual General Meeting of Shareholders shall not be conducted through written consultation.

#### **Article 20. Approval of Resolutions of the General Meeting of Shareholders**

1. Except as provided in Clauses 2 and 3 of this Article, resolutions of the General Meeting of Shareholders on the following matters shall be approved when more than 50% of the total votes of shareholders with voting rights, either attending in person or through an authorized representative, vote in favor:

- a. Approval of the annual financial statements;
- b. The Company's short-term and long-term development plans;
- c. Dismissal, removal, and replacement of members of the Board of Directors and the Supervisory Board, and reporting on the appointment of the General Director by the Board of Directors.

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

3. Resolutions of the General Meeting of Shareholders concerning amendments and supplements to the Charter; types and total number of shares of each type; changes in the Company's organization and structure; reorganization or dissolution of the enterprise; investment projects or asset sales valued at 35% or more of the total assets recorded in the Company's latest financial statement shall be approved when at least 65% of the total voting shares of all attending and voting shareholders vote in favor.

4. Resolutions of the General Meeting of Shareholders that receive 100% approval of all shares with voting rights shall be considered valid and effective immediately, even if the process and procedures for approving such resolutions were not carried out in full compliance with regulations.

**Article 21. Authority and Procedures for Collecting Shareholders' Opinions in Writing to Approve Resolutions of the General Meeting of Shareholders**

The authority and procedures for collecting shareholders' opinions in writing to approve resolutions of the General Meeting of Shareholders shall be carried out as follows:

1. The Board of Directors has the right to collect shareholders' opinions in writing to approve resolutions of the General Meeting of Shareholders when deemed necessary for the Company's benefit.

2. The Board of Directors must prepare opinion collection ballots, draft resolutions, and explanatory materials related to the draft resolution. These materials must be sent and disclosed to shareholders at least fifteen (15) days before the deadline for returning the ballots, ensuring shareholders have reasonable time for review and voting. The requirements and methods for sending the ballots and accompanying materials shall comply with Clause 3, Article 17 of this Charter.

3. The opinion collection ballot must include the following key contents:

- a. Company name, headquarters address, business registration number;
- b. Purpose of collecting opinions;

c. Shareholder information: Full name, permanent address, nationality, and identification details (Citizen ID, Passport, or equivalent) for individual shareholders; for institutional shareholders, company name, business registration number, headquarters address, or representative details; number of shares held and voting rights;

d. Issues to be voted on;

e. Voting options: Approve, Disapprove, No opinion for each issue;

f. Deadline for returning completed opinion ballots to the Company;

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

4. The completed opinion ballot must bear the signature of the shareholder (for individuals) or the legal representative (for institutions) or their authorized representatives.

5. The completed opinion ballot can be submitted to the Company via:

a. Mail: Must be sealed and unopened before vote counting.

b. Fax or Email: Must remain confidential until the vote counting.

Any ballots received after the deadline, opened prematurely, or disclosed before vote counting are invalid. Ballots not submitted are considered as not participating in the vote.

6. The Board of Directors conducts the vote counting in the presence of the Supervisory Board or a shareholder who does not hold a managerial position. The vote counting minutes must include:

a. Company name, headquarters address, business registration number;

b. Purpose and issues voted on;

c. Number of shareholders and votes cast, distinguishing between valid and invalid votes, along with voting method details and an attached list of participating shareholders;

d. Total votes for Approve, Disapprove, and No opinion for each issue;

e. Resolutions passed and corresponding approval percentages;

f. Full names and signatures of the Chairman of the Board, vote counters, and supervisors.

Members of the Board, vote counters, and supervisors share joint responsibility for the accuracy and integrity of the vote counting minutes and any damages caused by inaccurate vote counting.

7. The vote counting minutes or resolution must be disclosed on the Company's website within twenty-four (24) hours or sent to shareholders within fifteen (15) days from the vote counting completion date.

8. The collected opinion ballots, vote counting minutes, approved resolution, and relevant materials must be retained at the Company's headquarters.

9. A resolution passed via written opinions is valid as a resolution approved at a General Meeting of Shareholders if it receives approval from shareholders representing more than 50% of the total voting shares.

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

1. The General Meeting of Shareholders must be recorded in minutes and may also be audio-recorded, video-recorded, or stored in other electronic formats. The minutes must be prepared in Vietnamese and may have an additional English version. The minutes must include the following key contents:

- a. Company name, headquarters address, and business registration number;
- b. Time and venue of the General Meeting of Shareholders;
- c. Agenda and discussion topics of the meeting;
- d. Full names of the Chairperson and Secretary of the meeting;
- e. Summary of discussions and shareholder opinions on each agenda item;
- f. Number of shareholders attending and their total voting rights, including an attached list of registered shareholders or their representatives and their corresponding shareholding and voting rights;
- g. Total voting results for each issue, including voting methods, total valid and invalid votes, votes in favor, against, and abstentions, along with corresponding voting percentages;
- h. Resolutions passed and their corresponding approval percentages;
- i. Signatures of the Chairperson and Secretary.

Both the Vietnamese and English versions of the minutes have equal legal effect. However, in case of any discrepancy, the Vietnamese version prevails.

2. The minutes of the General Meeting of Shareholders must be prepared and approved before the meeting concludes. The Chairperson and Secretary are jointly responsible for the accuracy and integrity of the minutes.

3. The meeting minutes must be published on the Company's website within twenty-four (24) hours or sent to all shareholders within fifteen (15) days from the meeting's conclusion.

4. The minutes serve as official evidence of the proceedings of the General Meeting of Shareholders unless objections are raised within ten (10) days from the date the minutes were sent, following the proper procedures.

5. The minutes of the General Meeting of Shareholders, the annex listing the registered shareholders attending the meeting with their signatures, the proxy documents for attendance, the approved resolutions, and related documents must be kept at the company's headquarters.

**Article 23. Request for Annulment of Resolutions of the General Meeting of Shareholders**

Within ninety (90) days from the date of receipt of the minutes of the General Meeting of Shareholders or the minutes of the voting results collected by written consultation, members of the Board of Directors, Supervisors, the General Director, shareholders, or groups of shareholders as specified in Clause 3, Article 11 of this Charter have the right to request a Court or Arbitration to review and annul the resolutions of the General Meeting of Shareholders in the following cases:

1. The procedures for convening the meeting or collecting written opinions from shareholders were not conducted in accordance with the provisions of the Law on Enterprises and the Company Charter, except for the case specified in Clause 4, Article 20 of this Charter.

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

If a resolution of the General Meeting of Shareholders is annulled by a Court or Arbitration decision, the person who convened the annulled meeting may consider reorganizing the General Meeting of Shareholders within thirty (30) days following the procedures and regulations under the Law on Enterprises and this Charter.

**CHAPTER VII. BOARD OF DIRECTORS**

**Article 24. Nomination and Candidacy for the Board of Directors**

1. If candidates for the Board of Directors have been identified in advance, information regarding these candidates must be included in the meeting materials of the General Meeting of Shareholders and publicly disclosed at least ten (10) days before the opening of the meeting on the Company's website. This allows shareholders to review the candidates before voting. Candidates for the Board of Directors must provide a written commitment to the accuracy, truthfulness, and reasonableness of their disclosed personal information and must commit to performing their duties with integrity if elected.

The information about the candidates for the Board of Directors must include at least the following:

- a. Full name, date of birth;;
- b. Educational background;
- c. Professional qualifications;
- d. Work experience;
- e. Companies where the candidate currently holds a position as a member of the Board of Directors or other management roles;
- f. Evaluation report on the candidate's contributions to the Company (if the candidate is currently a Board member of the Company);
- g. Any related interests in the Company (if applicable);
- h. Name of the shareholder or group of shareholders nominating the candidate (if applicable);
- i. Other relevant information (if any).

2. Shareholders holding common shares have the right to aggregate their voting rights to nominate candidates for the Board of Directors. Shareholders or groups of shareholders holding from 05% to under 10% of the total voting shares may nominate one (01) candidate; from 10% to under 30% may nominate up to two (02) candidates; from 30% to under 40% may nominate up to three (03) candidates; from 40% to under 50% may nominate up to four (04) candidates; from 50% to under 60% may nominate up to five (05) candidates; from 60% to under 70% may nominate up to six (06) candidates; from 70% to 80% may nominate up to seven (07) candidates; and from 80% to under 90% may nominate up to eight (08) candidates.

3. If the number of candidates nominated and self-nominated is still insufficient, the incumbent Board of Directors may nominate additional candidates or organize nominations as per the Company's internal governance regulations. The nomination procedure by the incumbent Board must be clearly disclosed and approved by the General Meeting of Shareholders before proceeding with the nomination in accordance with the law.

#### **Article 25. Composition and Term of the Board of Directors Members**

1. The Board of Directors consists of five (05) members. The term of each Board member shall not exceed five (05) years, and members may be re-elected without limitation on the number of terms.

2. The total number of independent Board members must account for at least one-third (1/3) of the total Board members. The minimum number of independent Board members shall be rounded down.

3. A Board member shall no longer hold the position in the following cases:

a. No longer meets the qualifications for Board membership as prescribed by the Law on Enterprises or is legally prohibited from serving as a Board member;

b. Voluntarily resigns;

c. Suffers from mental disorders, and other Board members provide professional evidence proving the member is no longer capable of performing their duties;

d. Fails to attend Board meetings for six (06) consecutive months, except in cases of force majeure;

e. Removed by the General Meeting of Shareholders;

f. Provides false personal information when submitting candidacy to the Company as a Board member;

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

4. The appointment, dismissal, or removal of a Board member must be publicly disclosed in accordance with the regulations on securities and the stock market.

5. Board members are not required to be shareholders of the Company.

#### **Article 26. Powers and Duties of the Board of Directors**

1. The Company's business activities and operations shall be subject to the supervision and direction of the Board of Directors. The Board has full authority to exercise all rights and obligations of the Company, except for matters under the authority of the General Meeting of Shareholders.

2. The powers and duties of the Board of Directors are stipulated by law, the Company's Charter, and resolutions of the General Meeting of Shareholders. Specifically, the Board has the following powers and responsibilities:

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

b. Establish operational objectives based on strategic goals approved by the General Meeting of Shareholders;

c. Appoint, dismiss, sign, and terminate contracts with the General Director and other executives, and determine their salaries;

d. Supervise and direct the General Director and other executives;

e. Decide on the organizational structure, establishment of subsidiaries, branches, representative offices, and the contribution of capital or share acquisitions in other businesses;

f. Handle complaints by the Company against business executives and decide on the Company's legal representatives in legal matters involving executives;

g. Propose the reorganization or dissolution of the Company;

h. Issue and approve Board of Directors' operational regulations, internal governance regulations, and information disclosure policies after approval by the General Meeting of Shareholders;

i. Approve meeting agendas and materials for the General Meeting of Shareholders, convene General Meetings, or collect shareholders' opinions;

j. Propose annual dividends, determine the timeline and procedures for dividend distribution;

k. Propose types of shares to be issued and the total number of shares for each type;

l. Propose the issuance of convertible bonds and bonds with warrants;

m. Determine the offering price for shares and bonds when authorized by the General Meeting of Shareholders;

n. Present the audited annual financial statements and corporate governance report to the General Meeting of Shareholders;

o. Report the appointment of the General Director to the General Meeting of Shareholders;

p. Approve investments or sales of assets valued below 35% of the Company's total assets as recorded in the most recent financial statement (which must not be older than 90 days);

q. Approval of purchase, sale, loan, lending contracts and other contracts and transactions with a value of 35% or more of the total asset value recorded in the Company's most recent financial report . This provision does not apply to contracts and transactions specified in Point d, Clause 2, Article 138, Clauses 1 and 3, Article 167 of the Enterprise Law ;

r. Exercise other rights and fulfill obligations as required by law.

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

a. Establishment of branches or representative offices;

b. Establishment of subsidiaries;

c. Within the scope of Clause 2, Article 153 of the Law on Enterprises, and except for cases stipulated in Clause 2, Article 138 and Clauses 1 and 3, Article 167 of the Law on Enterprises, which require approval from the General Meeting of Shareholders, the

Board of Directors may, at its discretion, decide on the execution, amendment, and termination of the Company's major contracts from time to time;

- d. Appointment and dismissal of authorized representatives and Company lawyers;
- e. Borrowing and execution of mortgages, guarantees, and indemnities by the Company
- f. Investments not included in the business plan and exceeding 10% of total Company assets or exceeding 10% of the annual business plan;
- g. Purchase or sale of shares and equity in other companies in Vietnam or abroad;
- h. Valuation of non-cash assets contributed to the Company, including gold, land use rights, intellectual property, technology, and trade secrets;
- i. Repurchasing or redeeming up to 10% of each type of shares
- j. Determination of share repurchase prices;
- k. Other business matters or transactions requiring Board approval.

4. The Board must report to the General Meeting of Shareholders on its activities, particularly regarding its oversight of the General Director and other executives during the financial year.

5. Unless otherwise required by law or the Company Charter, the Board may delegate authority to lower-level employees or other executives to act on behalf of the Company.

6. Board members (excluding alternate representatives) shall receive compensation for their services. The total compensation for the Board is determined by the General Meeting of Shareholders and is distributed either by mutual agreement or equally if no agreement is reached.

7. The total compensation and benefits of each Board member, including salaries, expenses, commissions, stock options, and other benefits from the Company, subsidiaries, and affiliates, must be disclosed in detail in the Company's annual report. Board member compensation must be separately reported in the annual financial statements.

8. Board members who hold executive positions or serve on Board committees may receive additional compensation in the form of lump-sum payments, salaries, commissions, profit shares, or other forms as decided by the Board.

9. Board members are entitled to reimbursement for travel, accommodation, and other reasonable expenses incurred while performing their duties, including attending

meetings of the General Meeting of Shareholders, Board of Directors, or Board committees.

**Article 27. Chairman and Vice Chairman of the Board of Directors**

1. The General Meeting of Shareholders or the Board of Directors must elect a Chairman from among the members of the Board of Directors.

2. The Chairman of the Board of Directors is responsible for preparing agendas, documents, convening, and presiding over meetings of the Board of Directors and the General Meeting of Shareholders. The Chairman also has other rights and obligations as stipulated in this Charter and the Law on Enterprises.

3. The Chairman of the Board of Directors must ensure that the Board of Directors submits the annual financial statements, the company's operational report, the audit report, and the inspection report of the Board of Directors to shareholders at the General Meeting of Shareholders.

4. The Chairman of the Board of Directors may be dismissed by a resolution of the Board of Directors. In the event of resignation or dismissal of the Chairman, the Board of Directors must elect a replacement within ten (10) days.

5. Between meetings of the Board of Directors, the Chairman of the Board of Directors represents the Board in directly directing, urging, and supervising the activities of the Executive Board and other management personnel.

**Article 28. Meetings of the Board of Directors**

1. If the Board of Directors elects a Chairman, the Chairman shall be elected at the first meeting of the Board of Directors' term within seven (07) working days from the date of completion of the election for that term. This meeting shall be convened by the member who received the highest number of votes. In the event of more than one (01) member receiving the highest or equal number of votes, the members shall vote by majority to select one (01) among them to convene the Board of Directors meeting.

2. The Chairman of the Board of Directors must convene regular and extraordinary meetings of the Board, set the agenda, and determine the time and place of the meeting at least five (05) working days before the meeting date. The Chairman may call a meeting whenever necessary and must hold at least one (01) meeting per quarter.

3. The Chairman of the Board of Directors must convene a Board meeting without unreasonable delay upon a written request specifying the purpose of the meeting and the matters to be discussed from any of the following:

- a. The General Director or at least five (05) other executives;
- b. At least two (02) members of the Board of Directors;

- c. An independent member of the Board of Directors;
- d. The Supervisory Board.

4. The Chairman must convene the meeting within seven (07) working days from the date of receiving a request as stated in Clause 3 of this Article. If the Chairman fails to convene the meeting as requested, they shall be liable for any damage caused to the company, and the requesters specified in Clause 3 of this Article have the right to convene the meeting.

5. If required by an independent auditing firm conducting the Company's financial statement audit, the Chairman must convene a Board meeting to discuss the audit report and the Company's financial status.

6. Meeting Venue: Board meetings shall be held at the Company's headquarters or another location in Vietnam or abroad as decided by the Chairman of the Board and agreed upon by the Board.

7. Notice and Agenda of the meeting: The notice of the Board of Directors meeting must be sent to members of the Board of Directors and the Supervisors at least five (05) working days before the meeting date. A member of the Board of Directors may waive the meeting notice in writing, and such waiver may be modified or revoked in writing by that member. The notice of the Board of Directors meeting must be in Vietnamese and must include the full agenda, time, and location of the meeting, the contents of the matters to be discussed, along with necessary documents regarding the issues to be discussed and voted upon at the meeting, and the voting ballot of the member.

The meeting notice shall be sent via mail, fax, email, or other means, but it must ensure delivery to the registered address of each member of the Board of Directors and the Supervisors at the Company.

8. Quorum: The meetings of the Board of Directors shall be conducted when at least three-fourths (3/4) of the members of the Board of Directors are present either directly or through a representative (authorized person) if approved by the majority of the Board of Directors members.

In the event that the required number of attendees is not met, the meeting must be reconvened within seven (07) days from the originally scheduled meeting date. The second meeting shall proceed if more than half (1/2) of the members of the Board of Directors are present.

9. Online Meetings: The Board of Directors meetings may be held in the form of an online conference among members of the Board of Directors when all or some members are in different locations, provided that each participating member can:

- a. Hear each other member of the Board of Directors speaking at the meeting;

b. Speak to all other members attending simultaneously.

The discussion among members may be conducted directly via telephone, other communication means, or a combination of these methods. A member of the Board of Directors participating in such a meeting shall be considered "present" at the meeting. The location of the meeting conducted in this manner shall be where the majority of the Board of Directors members are located or the location where the Chairperson of the meeting is present.

10. Voting ballots: A member of the Board of Directors may send their voting ballot to the meeting via mail, fax, or email. In the case of mailing the voting ballot, the ballot must be placed in a sealed envelope and delivered to the Chairman of the Board of Directors no later than one (01) hour before the start of the meeting. The voting ballots shall only be opened in the presence of all attendees.

11. Voting:

a. Except as provided in point b of Clause 11 of this Article, each member of the Board of Directors or an authorized representative as stipulated in Clause 8 of this Article who is physically present at the Board of Directors meeting shall have one (01) vote;

b. A member of the Board of Directors shall not vote on contracts, transactions, or proposals in which they or their related parties have an interest that conflicts or may conflict with the interests of the Company. Such members shall not be counted in the minimum number of members required to hold a meeting of the Board of Directors regarding decisions in which they are not entitled to vote;

c. In the event of an issue arising at the Board of Directors meeting regarding a member's interest or voting rights, and the member does not voluntarily relinquish their voting rights, the Chairperson's decision shall be final, except where the nature or scope of the Board member's interest has not been fully disclosed;

d. A member of the Board of Directors benefiting from a contract specified in points a and d, Clause 5, Article 39 of this Charter shall be deemed to have a significant interest in that contract.

12. A member of the Board of Directors who directly or indirectly benefits from a contract or transaction that has been signed or is expected to be signed with the Company and is aware of their interest must publicly disclose such interest at the first meeting of the Board of Directors discussing the signing of such contract or transaction. If a Board member was unaware at the time of signing the contract or transaction, they must disclose their interest at the first meeting of the Board of Directors held after they become aware that they have or will have an interest in the said contract or transaction.

13. The Board of Directors shall pass resolutions and issue decisions based on the majority approval of the attending Board members. In the event of an equal number of votes in favor and against, the vote of the Chairman of the Board of Directors shall be decisive.

14. A resolution adopted in the form of written voting shall be approved if the majority of the Board of Directors members with voting rights agree. This resolution shall have the same validity and effect as a resolution adopted at a meeting.

15. The Chairman of the Board of Directors is responsible for sending the minutes of the Board of Directors meetings to the members, and such minutes shall serve as valid evidence of the matters discussed at the meetings unless objections regarding the contents of the minutes are raised within ten (10) days from the date of sending. The minutes of the Board of Directors meetings shall be prepared in Vietnamese. The minutes must be signed by the Chairperson and the minutes taker.

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

1. The Board of Directors may establish subcommittees responsible for personnel development policies, remuneration, and internal control. The number of members in each subcommittee shall be determined by the Board of Directors but should include at least three (03) members, consisting of members of the Board of Directors and external members. Independent members of the Board of Directors should constitute the majority of the subcommittee, and one of these members shall be appointed as the Head of the subcommittee by decision of the Board of Directors. The operations of the subcommittee must comply with the regulations set forth by the Board of Directors. Resolutions of the subcommittee shall only be valid when a majority of the attending members vote in favor, and those voting must be members of the Board of Directors.

2. The implementation of decisions made by the Board of Directors, the subcommittees under the Board of Directors, or any individual acting in the capacity of a subcommittee member of the Board of Directors must be in accordance with current laws and the Company's Charter.

#### **Article 30. Corporate Governance Officer**

1. The Board of Directors shall appoint at least one (01) Corporate Governance Officer to support the effective implementation of corporate governance activities. The Corporate Governance Officer may concurrently serve as the Company Secretary. The term of office for the Corporate Governance Officer shall be determined by the Board of Directors, with a maximum duration of five (05) years.

2. The Corporate Governance Officer must meet the following criteria:

a. Possess legal knowledge;

b. Must not be concurrently employed by an independent auditing firm that is auditing the Company's financial statements;

c. Other standards as prescribed by law, this Charter, and the decisions of the Board of Directors.

3. The Board of Directors may dismiss the Corporate Governance Officer when necessary, provided such dismissal does not violate applicable labor laws. The Board of Directors may also appoint an assistant to the Corporate Governance Officer as needed.

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

a. Advise the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and managing matters related to the Company's interactions with shareholders;

b. Prepare meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders as requested by the Board of Directors or the Supervisory Board;

c. Provide guidance on meeting procedures;

d. Attend meetings;

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

f. Provide financial information, copies of Board of Directors meeting minutes, and other relevant information to members of the Board of Directors and Supervisors;

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

h. Maintain confidentiality of information as required by law and the Company's Charter;

i. Perform other rights and duties as prescribed by law and the Company's Charter.

## **CHAPTER VIII. CHIEF EXECUTIVE OFFICER, OTHER EXECUTIVES, AND COMPANY SECRETARY**

### **Article 31. Management Structure**

The Company's management system must ensure that the executive apparatus is accountable to the Board of Directors and operates under its supervision and direction in the daily business activities of the Company. The Company shall have a Chief Executive officer (General Director), Deputy Chief Executive Officers (Deputy General Directors), a Chief Accountant, and other managerial positions appointed by the Board

of Directors. The appointment, dismissal, and removal of these positions must be approved through a resolution of the Board of Directors.

**Article 32. Business Executives**

1. Based on the General Director's recommendations and with the approval of the Board of Directors, the Company may recruit additional business executives in quantities and with qualifications appropriate to the Company's structure and management regulations as prescribed by the Board of Directors. Business executives are responsible for diligently supporting the Company in achieving its organizational and operational objectives.

2. The salary, remuneration, benefits, and other terms in the employment contract of the General Director shall be determined by the Board of Directors, while the contracts for other business executives shall be decided by the Board of Directors after consulting with the General Director .

**Article 33. Appointment, Dismissal, Duties, and Powers of The General Director and Deputy General Director**

1. Appointment: The Board of Directors shall appoint a member of the Board of Directors or another individual as the General Director or Deputy General Director and enter into a contract specifying salary, remuneration, and other benefits. The salary, remuneration, and other benefits of the General Director must be reported at the Annual General Meeting of Shareholders, presented as a separate item in the annual financial statements, and included in the Company's Annual Report.

2. Term of office: The General Director 's term shall not exceed five (05) years and may be reappointed. The appointment may be terminated as stipulated in the employment contract. The General Director must not be a person prohibited by law from holding this position and must meet the standards and conditions prescribed by law and the Company's Charter.

3. The General Director has the following powers and obligations:

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

b. Decide all issues that do not require a decision from the Board of Directors, including signing financial and commercial contracts on behalf of the Company, organizing, and managing the Company's daily business activities according to the best management practices;

c. Recommend to the Board of Directors the organizational structure, internal management regulations of the Company;

- d. Propose measures to improve the operations and management of the Company;
- e. Recommend the number and executives that the Company needs to hire for the Board of Directors to appoint or dismiss in accordance with internal regulations and propose the remuneration, salary, and other benefits for executives to the Board of Directors for approval;
- f. Consult with the Board of Directors to decide the number of employees, appointments, dismissals, salaries, allowances, benefits, and other terms related to their labor contracts;
- g. On December 31 each year, the General Director must submit to the Board of Directors for approval a detailed business plan for the next fiscal year based on the requirements of the budget as well as the five-year financial plan;
- h. Prepare long-term, annual, and quarterly budget plans (hereinafter referred to as budget plans) to serve the long-term, annual, and quarterly management activities of the Company according to the business plan. The annual budget plan (including balance sheets, profit and loss statements, and projected cash flow statements) for each fiscal year must be submitted to the Board of Directors for approval and must include the information specified in the Company's regulations;
- i. Decide on investments and asset purchase contracts of the Company valued below 10% of the total asset value as stated in the Company's most recent financial report;
- j. Other rights and duties as stipulated by law, this Charter, internal regulations of the Company, resolutions of the Board of Directors, and the labor contract signed with the Company.

4. Powers and duties of Deputy General Directors: Deputy General Directors are assigned to manage specific departments/fields as authorized by the Company's legal representative to sign, stamp, and comprehensively resolve issues within their assigned departments/fields. Deputy General Directors act and are personally responsible to the Board of Directors and the General Meeting of Shareholders based on the delegation of authority from the Board of Directors and the management team.

5. Reporting to the Board of Directors and Shareholders: The Board of General Directors is responsible to the Board of Directors and the General Meeting of Shareholders for the performance of its duties and powers and must report to these bodies when requested.

6. The Board of Directors may dismiss the General Director or Deputy General Director when the majority of members with voting rights at the meeting agree and appoint a new General Director to replace them.

**Article 34. Company Secretary**

1. The Board of Directors shall appoint one (1) or more persons as Company Secretary for a term and under terms determined by the Board of Directors. The Board of Directors may dismiss the Company Secretary when necessary, but in accordance with applicable labor laws. The Board of Directors may also appoint one or more Assistants to the Company Secretary at any given time.

2. The role and duties of the Company Secretary include:

a. Preparing meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders as requested by the Board of Directors or the Supervisory Board;

b. Advising on meeting procedures;

c. Attending meetings;

d. Ensuring that the resolutions of the Board of Directors comply with the law;

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

f. The Company Secretary is responsible for maintaining confidentiality of information according to legal regulations and the Company's Charter.

**CHAPTER IX. SUPERVISORY BOARD**

**Article 35. Nomination and Election of Supervisors**

1. The nomination and election of Supervisors shall follow the procedures set out in Clause 1 and Clause 2 of Article 24 of this Charter.

2. In the case where the number of candidates nominated and elected by the Supervisory Board is insufficient, the incumbent Supervisory Board may nominate additional candidates or organize nominations according to the procedures set out in the Company Charter and the internal regulations on corporate governance. The nomination procedure of the incumbent Supervisory Board must be clearly published and approved by the General Meeting of Shareholders before proceeding.

**Article 36. Supervisors**

1. The Company shall have three (03) Supervisors. The term of each Supervisor shall not exceed five (5) years, and they may be re-elected for an unlimited number of terms.

2. Supervisors must meet the qualifications and conditions set out in Clause 1, Article 169 of the Enterprise Law, the Company Charter, and must not fall under any of the following categories:

a. Working in the accounting or finance department of the Company;

b. Being a member or employee of the independent auditing firm that audits the Company's financial statements in the previous three (03) consecutive years.

3. The Head of the Supervisory Board shall be elected by the Supervisory Board members from among themselves; the election, dismissal, or removal must follow the majority principle. The Supervisory Board must have more than half of its members residing in Vietnam. The Head of the Supervisory Board must be a certified auditor or professional accountant. The Head of the Supervisory Board has the following rights and responsibilities:

a. Convening meetings of the Supervisory Board;

b. Requesting the Board of Directors, General Director, and other executives to provide relevant information to report to the Supervisory Board;

c. Preparing and signing the Supervisory Board's report after consulting the Board of Directors to present it to the General Meeting of Shareholders.

4. Supervisors may be dismissed in the following cases:

a. Failure to complete their assigned duties and tasks;

b. They fail to perform their duties for six (06) consecutive months, unless due to force majeure;

c. They submit a resignation letter and it is approved;

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

5. Supervisors may be removed in the following cases:

a. Failure to complete assigned tasks or work;

b. Serious or repeated violations of the obligations of Supervisors as prescribed by the Enterprise Law and the Company Charter;

c. By decision of the General Meeting of Shareholders;

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

#### **Article 37. Supervisory Board**

1. The Supervisory Board has the rights and obligations as prescribed in Article 170 of the Enterprise Law and the following additional rights and obligations:

a. Proposing and recommending the General Meeting of Shareholders to approve the appointment of an independent auditing firm to audit the Company's financial statements;

b. Being responsible to the shareholders for its supervisory activities;

c. Supervising the Company's financial situation, the legality of activities by members of the Board of Directors, General Director, other executives, and the coordination between the Supervisory Board and the Board of Directors, General Director, and shareholders;

d. If any violation of the law or the Company Charter by members of the Board of Directors, the General Director, or other executives is detected, the Supervisory Board must inform the Board of Directors in writing within forty-eight (48) hours, request the violator to stop the violation, and take corrective measures;

e. Reporting to the General Meeting of Shareholders as required by the Enterprise Law;

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

2. Members of the Board of Directors, the General Director, and other executives must provide full, accurate, and timely information and documents about the management, operations, and activities of the Company as requested by the Supervisory Board. The Company Secretary must ensure that copies of resolutions, meeting minutes of the General Meeting of Shareholders and the Board of Directors, financial information, and other documents provided to shareholders and members of the Board of Directors are also provided to the Supervisors at the same time and in the same manner as to the shareholders and Board members.

3. The Supervisory Board may issue regulations on the meetings and operations of the Supervisory Board. The Supervisory Board must meet at least twice (02) a year, and a meeting is considered valid if at least two-thirds (2/3) of the Supervisors are present.

4. The remuneration, salary, and other benefits of Supervisors shall be determined by the General Meeting of Shareholders. Supervisors shall be reimbursed for reasonable expenses for accommodation, travel, and other costs incurred while attending Supervisory Board meetings or carrying out other activities of the Supervisory Board.

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

### **Article 38. Duty of Care**

Members of the Board of Directors, Supervisors, the General Director, and other executives shall perform their duties, including those as members of subcommittees of the Board of Directors, with honesty and diligence in the best interest of the Company.

**Article 39. Duty of Integrity and Avoidance of Conflicts of Interest**

1. Members of the Board of Directors, Supervisors, the General Director, and other executives must disclose their related interests in accordance with Article 164 of the Enterprise Law and other applicable legal regulations.

2. Members of the Board of Directors, Supervisors, the General Director, and other executives are prohibited from taking advantage of business opportunities that could benefit the Company for personal gain. They must not use the information acquired through their positions for personal benefit or for the benefit of other organizations or individuals.

3. Members of the Board of Directors, Supervisors, the General Director, and other executives are obligated to notify the Board of Directors and the Supervisory Board in writing regarding transactions between the Company, its subsidiaries, or other companies in which the Company holds more than 50% of the charter capital, with Themselves; or their related persons as prescribed by law.

In cases where such transactions require approval from the General Meeting of Shareholders or the Board of Directors, the Company must disclose information regarding these resolutions in accordance with securities laws on information disclosure.

4. Members of the Board of Directors shall not vote on transactions that provide benefits to themselves or their related persons as prescribed by the Enterprise Law and this Charter.

5. Unless otherwise decided by the General Meeting of Shareholders, the Company shall not provide loans or guarantees to members of the Board of Directors, Supervisors, the General Director, other executives, management officers, or individuals and organizations related to such members. This shall not apply where the Company and the related organization are subsidiaries or affiliates of the Company, and where specialized laws provide otherwise.

6. Transactions between the Company and one or more members of the Board of Directors, Supervisors, the General Director, other executives, and individuals or organizations related to such persons (except for transactions stipulated in Point n, Clause 2, Article 14, and Clause 5, Article 39 of this Charter) shall not be deemed invalid under the following circumstances:

a. For transactions valued at 20% or less of the total assets recorded in the most recent financial statements, the key terms of the contract or transaction, as well as the relationships and interests of the members of the Board of Directors, Supervisors, the General Director, and other executives involved, have been reported to the Board of Directors and approved by a majority vote of non-interested Board members.

b. For transactions valued at more than 20%, or transactions resulting in an aggregate transaction value within 12 months from the first transaction reaching 20% or more of the total assets recorded in the most recent financial statements, the key terms of such transactions, as well as the relationships and interests of the members of the Board of Directors, Supervisors, the General Director, and other executives involved, have been disclosed to shareholders and approved by the General Meeting of Shareholders through a vote of shareholders who do not have related interests.

c. The contract or transaction has been deemed fair and reasonable in all aspects concerning the Company's shareholders at the time of the transaction or contract execution by an independent consulting organization or has been approved by the Board of Directors or the General Meeting of Shareholders.

Members of the Board of Directors, Supervisors, the General Director, other executives, and individuals or organizations related to such members shall not use the Company's undisclosed information or disclose such information to others for conducting related transactions.

#### **Article 40. Liability for Damages and Compensation**

1. Members of the Board of Directors, Supervisors, the General Director, and other executives who violate their duties, obligations of honesty and prudence, or fail to fulfill their responsibilities with due diligence and professional competence shall be held liable for any damages caused by their violations.

2. The Company shall compensate individuals who have been, are currently, or may become involved as a party in complaints, lawsuits, or prosecutions (including civil and administrative cases, but excluding lawsuits initiated by the Company) if such individuals are or were members of the Board of Directors, Supervisors, the General Director, other executives, employees, or authorized representatives of the Company, or if they acted at the Company's request in the capacity of a member of the Board of Directors, an executive, an employee, or an authorized representative of the Company. This compensation shall be provided on the condition that such individuals acted honestly, prudently, and diligently for the benefit of the Company or without conflicting with the Company's interests, in compliance with the law, and that there is no evidence confirming that they violated their responsibilities.

3. While performing their functions, duties, or tasks authorized by the Company, members of the Board of Directors, Supervisors, other executives, employees, or authorized representatives of the Company shall be compensated by the Company if they become involved in complaints, lawsuits, or prosecutions (except for lawsuits initiated by the Company) under the following conditions:

a. They acted honestly, prudently, and diligently for the benefit of the Company and without conflicting with its interests;

b. They complied with the law, and there is no evidence confirming that they failed to fulfill their responsibilities.

4. Compensation expenses include incurred costs (including attorney fees), judgment costs, fines, and actual or reasonably determined amounts payable in connection with resolving such cases within the limits permitted by law. The Company may purchase insurance for such individuals to mitigate the compensation liabilities mentioned above.

## **CHAPTER XI. RIGHT TO INSPECT THE COMPANY'S BOOKS AND RECORDS**

### **Article 41. Right to Inspect Books and Records**

1. A shareholder or a group of shareholders as specified in Clause 3, Article 11, and Clause 2, Article 24 of this Charter has the right, either directly or through an authorized representative, to submit a written request to inspect, during working hours and at the Company's principal place of business, the minutes of the General Meeting of Shareholders and to copy or excerpt such records. A request for inspection made by an authorized representative of a shareholder must be accompanied by a power of attorney from the shareholder being represented or a notarized copy of such power of attorney.

2. Members of the Board of Directors, Supervisors, the General Director, and other executives have the right to inspect the Company's shareholder register, the list of shareholders, and other books and records of the Company for purposes related to their positions, provided that such information is kept confidential.

3. The Company must keep this Charter and its amendments and supplements, the Enterprise Registration Certificate, internal regulations, documents proving ownership of assets, 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 required by law at the Company's headquarters or another location, provided that shareholders and the business registration authority are informed of the storage location of these documents.

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

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

### **Article 42. Employees and Trade Union**

1. The General Director must develop plans for approval by the Board of Directors regarding matters related to recruitment, employee termination, salaries, social insurance, welfare, rewards, and disciplinary actions for employees and executives.
2. The General Director must develop plans for approval by the Board of Directors regarding the Company's relations with trade union organizations in accordance with best management practices, the practices and policies stipulated in this Charter, the Company's regulations, and applicable laws.

## **CHAPTER XIII. PROFIT DISTRIBUTION**

### **Article 43. Profit distribution**

1. The General Meeting of Shareholders shall determine the annual dividend payout ratio and method of payment from the Company's retained earnings.
2. The Company shall not pay interest on dividends or payments related to any class of shares.
3. The Board of Directors may propose that the General Meeting of Shareholders approve the payment of all or part of the dividends in shares, and the Board of Directors shall be the body responsible for implementing this decision.
4. If dividends or other payments related to a class of shares are paid in cash, the Company must make payments in Vietnamese Dong. Payments may be made directly or through banks based on the bank account details provided by the shareholder. If the Company has transferred funds correctly according to the bank details provided by the shareholder and the shareholder does not receive the money, the Company shall not be liable for the amount transferred to such shareholder. The payment of dividends for shares listed on the Stock Exchange may be carried out through securities companies or the Vietnam Securities Depository.
5. Based on the Enterprise Law and the Securities Law, the Board of Directors shall pass a resolution to determine a specific record date for the list of shareholders. Based on that date, individuals registered as shareholders or holders of other securities shall be entitled to receive dividends, interest, profit distribution, shares, notifications, or other documents.
6. Other matters related to profit distribution shall be carried out in accordance with the provisions of law.

## **CHAPTER XIV. BANK ACCOUNTS, RESERVE FUNDS, FISCAL YEAR, AND ACCOUNTING REGIME**

### **Article 44. Bank accounts**

1. The Company shall open accounts at Vietnamese banks or foreign banks permitted to operate in Vietnam.
2. With prior approval from the competent authority, when necessary, the Company may open bank accounts abroad in accordance with legal regulations.
3. The Company shall conduct all payments and accounting transactions through Vietnamese Dong or foreign currency accounts at banks where the Company has opened accounts.

### **Article 45. Fiscal year**

The Company's fiscal year begins on the first day of January each year and ends on the 31st day of December of the same year. The first fiscal year shall commence from the date of issuance of the Enterprise Registration Certificate and end on the 31st day of December immediately following the issuance of such certificate.

### **Article 46. Accounting regime**

1. The Company shall adopt the Vietnamese Accounting Standards (VAS), corporate accounting regime, or any other specialized accounting regime issued by the competent authority and approved by the Ministry of Finance.
2. The Company shall maintain accounting records in Vietnamese and preserve accounting records in accordance with accounting laws and relevant legal regulations. These records must be accurate, up-to-date, systematic, and sufficient to prove and explain the Company's transactions.
3. The Company shall use Vietnamese Dong as its accounting currency. If the Company's main economic transactions are conducted in a foreign currency, it may select that foreign currency as its accounting currency, bearing legal responsibility for such selection and notifying the relevant tax authority.

## **CHAPTER XV. ANNUAL REPORTS, FINANCIAL STATEMENTS, AND DISCLOSURE OBLIGATIONS**

### **Article 47. Annual, Semi-Annual, and Quarterly Financial Statements**

1. The Company must prepare annual financial statements in accordance with the law and the regulations of the State Securities Commission. These statements must be audited as prescribed in Article 49 of this Charter. The Company must disclose the audited annual financial statements in accordance with securities market disclosure regulations and submit them to the competent state authorities.

2. The annual financial statements must include a business performance report that truthfully and objectively reflects the Company's profit/loss situation for the fiscal year, a financial position report that truthfully and objectively reflects the Company's financial activities as of the reporting date, a cash flow statement, and explanatory notes to the financial statements.

3. The Company must prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with the legal requirements on information disclosure in the securities market. These statements must be submitted to the State Securities Commission, the Stock Exchange, and other competent state authorities.

4. The audited annual financial statements (including the auditor's opinion), reviewed semi-annual financial statements, and quarterly financial statements must be published on the Company's website.

5. Interested organizations and individuals have the right to review or obtain copies of the audited annual financial statements, reviewed semi-annual financial statements, and quarterly financial statements during business hours at the Company's headquarters. A reasonable fee may be charged for making copies.

#### **Article 48. Annual report**

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

### **CHAPTER XVI. COMPANY AUDIT**

#### **Article 49. Audit**

1. The Annual General Meeting of Shareholders shall appoint an independent auditing firm or approve a list of independent auditing firms and authorize the Board of Directors to select one of these firms to audit the Company's financial statements for the next fiscal year, based on terms and conditions agreed upon with the Board of Directors. The Company must prepare and submit its annual financial statements to the independent auditing firm after the fiscal year ends.

2. The independent auditing firm shall examine, verify, prepare an audit report, and submit it to the Board of Directors within two (02) months from the end of the fiscal year.

3. A copy of the audit report shall be attached to the Company's annual financial statements.

4. The independent auditors conducting the Company's audit shall be allowed to attend General Meetings of Shareholders and shall have the right to receive notices and

other information related to such meetings that shareholders are entitled to receive. They shall also have the right to express opinions at the General Meeting regarding matters related to the audit of the Company's annual financial statements.

## **CHAPTER XVII. COMPANY SEAL**

### **Article 50. Company Seal**

1. The Board of Directors shall decide on the official seal of the Company, which shall be engraved in accordance with the provisions of the law and the Company's Charter.

2. The Company's seal is its property. The Board of Directors and the General Director shall use and manage the seal in compliance with current legal regulations.

## **CHAPTER XVIII. TERMINATION OF OPERATION AND LIQUIDATION**

### **Article 51. Termination of Operation**

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

- a. Pursuant to a resolution of the General Meeting of Shareholders;
- b. If its Business Registration Certificate is revoked;
- c. In other cases as prescribed by law.

2. The dissolution of the Company shall be decided by the General Meeting of Shareholders and executed by the Board of Directors. This dissolution decision must be notified to or approved by the competent authorities (if required) in accordance with regulations.

### **Article 52. Liquidation**

1. Within at least six (06) months after a dissolution decision is made, the Board of Directors must establish a Liquidation Committee consisting of three (03) members. Two (02) members shall be appointed by the General Meeting of Shareholders, and one (01) member shall be appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its own operating regulations. The members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All liquidation-related expenses shall be prioritized for payment before any other Company debts.

2. The Liquidation Committee is responsible for reporting to the business registration authority on its establishment date and commencement of operations. From that point onward, the Liquidation Committee shall represent the Company in all matters related to its liquidation before courts and administrative authorities.

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

- a. Liquidation expenses;
- b. Salary debts, severance allowances, social insurance contributions, and other benefits of employees under collective labor agreements and signed labor contracts;
- c. Taxes payable;
- d. Other outstanding debts of the Company;
- e. The remaining amount, after the payments from items (a) to (d) above have been settled, shall be distributed to the shareholders, with priority given to preferred shares.

## **CHAPTER XIX. INTERNAL DISPUTE RESOLUTION**

### **Article 53. Internal Dispute Resolution**

1. In case of disputes or complaints arising concerning the Company's operations, the rights and obligations of shareholders under the Law on Enterprises, other legal regulations, the Company's Charter, or agreements between:

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

The relevant parties shall first attempt to resolve the dispute through negotiation and mediation. Unless the dispute involves the Board of Directors or the Chairman of the Board, the Chairman shall preside over the dispute resolution process and request each party to present relevant information within fifteen (15) working days from the date the dispute arises. If the dispute involves the Board of Directors or the Chairman of the Board, any party may request the Head of the Supervisory Board to appoint an independent expert as a mediator for the resolution process.

2. If no mediation agreement is reached within six (06) weeks from the start of the mediation process or if the mediation decision is not accepted by the parties, either party may refer the dispute to economic arbitration or an economic court.

3. Each party shall bear its own costs related to negotiation and mediation procedures. The court fees shall be paid in accordance with the court's judgment.

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

### **Article 54. Amendments and Supplements to the Charter**

1. Any amendments or supplements to this Charter must be reviewed and decided by the General Meeting of Shareholders.

2. In the event that legal provisions related to the Company's operations are not mentioned in this Charter, or in the event that new legal provisions differ from the provisions in this Charter, such legal provisions shall automatically apply and regulate the Company's activities.

## **CHAPTER XXI. EFFECTIVE DATE**

### **Article 55. Effective date**

This Charter consists of XXI Chapters and 56 Articles, which was unanimously approved by the 2026 Annual General Meeting of Shareholders of Bac Kan Mineral Joint Stock Company, and shall take effect as from June 16, 2026. All previous Charters, amended or supplemented Charters, shall cease to be effective from the effective date of this Charter.

This Charter is prepared in ten (10) copies, all of equal legal value, as follows:

One (01) copy shall be submitted to the local Public Notary Office;

Five (05) copies shall be registered with government agencies as required by the People's Committee;

Four (04) copies shall be kept at the Company's headquarters.

This Charter is the sole official Charter of the Company.

Copies or excerpts of the Company's Charter must bear the signature of the Chairman of the Board of Directors or at least one-half (1/2) of the total number of Board members.

### **Article 56. Signature of the Legal Representative of the Company.**

**General Director**



**Dinh Van Hien**

