

## **APPENDIX I**

*(Issued together with Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance)*

### **SOCIALIST REPUBLIC OF VIETNAM Independence - Freedom - Happiness**

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### **MODEL CHARTER APPLICABLE TO PUBLIC COMPANIES**

### **REGULATIONS JOINT STOCK COMPANY**

**(Company Name)**

..., day ... month ... year ...

## **INDEX**

### **INTRODUCTION**

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

Article 1. Explanation of terms

### **II. NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICE, BUSINESS LOCATION, DURATION OF OPERATION AND LEGAL REPRESENTATIVE OF THE COMPANY**

Article 2. Name, form, headquarters, branches, representative offices, business locations and duration of operation of the Company

Article 3. Legal representative of the Company

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

Article 4. Operating objectives of the Company

Article 5. Scope of business and operations of the Company

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

Article 6. Charter capital, shares, founding shareholders

Article 7. Stock certificate

Article 8. Other securities certificates

Article 9. Transfer of shares

Article 10. Revocation of shares (for cases when registering to establish an enterprise)

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

Article 11. Organizational structure, administration and control

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

Article 12. Rights of shareholders

Article 13. Obligations of shareholders

Article 14. General Meeting of Shareholders

Article 15. Rights and obligations of the General Meeting of Shareholders

Article 16. Authorization to attend the General Meeting of Shareholders

Article 17. Change of rights

Article 18. Convening of meetings, meeting agenda and notice of invitation to the General Meeting of Shareholders

Article 19. Conditions for conducting the General Meeting of Shareholders

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

Article 21. Conditions for the Resolution of the General Meeting of Shareholders to be passed

Article 22. Authority and procedures for collecting written opinions of shareholders to approve the Resolution of the General Meeting of Shareholders

Article 23. Resolution and Minutes of the General Meeting of Shareholders

Article 24. Request to cancel the Resolution of the General Meeting of Shareholders

## **VII. BOARD OF DIRECTORS**

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

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

Article 27. Powers and obligations of the Board of Directors

Article 28. Remuneration, bonuses and other benefits of members of the Board of Directors

Article 29. Chairman of the Board of Directors

Article 30. Meeting of the Board of Directors

Article 31. Subcommittees of the Board of Directors

Article 32. Person in charge of corporate governance

## **VIII. DIRECTOR (GENERAL DIRECTOR) AND OTHER EXECUTIVE PERSONS**

Article 33. Organization of management apparatus

Article 34. Company executives

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

## **IX. THE SUPERVISORY COMMITTEE OR AUDIT COMMITTEE IS UNDER THE BOARD OF DIRECTORS**

Article 36. Candidacy and nomination of members of the Supervisory Board (Controllors)

Article 37. Composition of the Supervisory Board

Article 38. Head of the Supervisory Board

Article 39. Rights and obligations of the Supervisory Board

Article 40. Meeting of the Supervisory Board

Article 41. Salaries, remunerations, bonuses and other benefits of members of the Supervisory Board

Article 42. Candidacy and nomination of members of the Audit Committee

Article 43. Composition of the Audit Committee

Article 44. Rights and obligations of the Audit Committee

Article 45. Meeting of the Audit Committee

Article 46. Report on activities of independent members of the Board of Directors in the Audit Committee at the Annual General Meeting of Shareholders

## **C**

Article 47. Responsibility to be honest and avoid conflicts of interest

Article 48. Responsibility for damage and compensation

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

Article 49. Right to search books and records

## **XII. EMPLOYEES AND UNIONS**

Article 50. Employees and trade unions

## **XIII. PROFIT DISTRIBUTION**

Article 51. Distribution of profits

## **XIV. BANK ACCOUNT, FISCAL YEAR AND ACCOUNTING REGIME**

Article 52. Bank account

Article 53. Fiscal year

Article 54. Accounting regime

## **XV. FINANCIAL REPORTS, ANNUAL REPORTS AND INFORMATION DISCLOSURE RESPONSIBILITIES**

Article 55. Annual, semi-annual and quarterly financial reports

Article 56. Annual report

## **XVI. COMPANY AUDIT**

Article 57. Auditing

## **XVII. ENTERPRISE SEAL**

Article 58. Enterprise seal

## **XVIII. DISSOLUTION OF THE COMPANY**

Article 59. Dissolution of the company

Article 60. Extension of operation

Article 61. Liquidation

## **XIX. RESOLVING INTERNAL DISPUTES**

Article 62. Resolving internal disputes

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

Article 63. Company charter

## **XXI. EFFECTIVE DATE**

Article 64. Effective date

## **INTRODUCTION**

This Charter was approved in accordance with the Resolution of the General Meeting of Shareholders No. ... date ... month ... year ...

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

### **Article 1. Explanation of terms**

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

- a) *Charter capital* is the total par value of shares sold or registered to buy when establishing a joint stock company and according to the provisions of Article 6 of this Charter;
- b) *Capital has voting rights* is share capital, whereby the owner has the right to vote on issues within the decision-making authority of the General Meeting of Shareholders;
- c) *Enterprise Law* is Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- d) *Securities Law* is Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- D) *Vietnam* is the Socialist Republic of Vietnam;
- and) *Date of establishment* is the date the Company is issued with an Enterprise Registration Certificate (Business Registration Certificate and documents of equivalent value) for the first time;
- g) *Business executive* being Director (General Director), Deputy Director (Deputy General Director), Chief Accountant and other executives according to the provisions of the company's Charter;
- h) *Business manager* is a company manager, including Chairman of the Board of Directors, members of the Board of Directors, Director (General Director) and individuals holding other management positions as prescribed in the company's Charter;
- i) *Related person* is an individual or organization specified in Clause 46, Article 4 of the Securities Law;
- k) *Shareholders* is an individual or organization that owns at least one share of a joint stock company;
- l) *Founding shareholder* be a shareholder who owns at least one common share and signs on the list of founding shareholders of the joint stock company;
- m) *Major shareholder* is a shareholder specified in Clause 18, Article 4 of the Securities Law;
- n) *Term of operation* is the Company's operating period as stipulated in Article 2 of this Charter and the extension period (if any) approved by the Company's General Meeting of Shareholders;
- the) *Stock Exchange* Vietnam Stock Exchange and its subsidiaries.

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

3. The titles (Section, Article of this Charter) are used to facilitate understanding of the content and do not affect the content of this Charter.

## **II. NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICE, BUSINESS LOCATION, DURATION OF OPERATION AND LEGAL REPRESENTATIVE OF THE COMPANY**

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

#### **1. Company Name**

- Company name written in Vietnamese:
- Company name written in a foreign language:
- Abbreviated Company name:

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

#### **3. Company's registered office:**

- Head office address:
- Phone:
- Fax:
- Email:
- Website:

4. The Company may establish branches and representative offices in the business area to implement the Company's operating objectives in accordance with the decisions of the Board of Directors and within the scope permitted by law.

5. Unless terminating operations before the deadline specified in Clause 2, Article 59 or extending operations as prescribed in Article 60 of this Charter, the Company's operating term is indefinite/[...] years from the date of establishment.

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

The company has [...] legal representatives, including:

1. [Chairman of the Board of Directors];
2. [Director (General Director)];
3. ...

Powers and obligations of the legal representative.

1. [Chairman of the Board of Directors];
2. [Director (General Director)];

.....

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

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

1. Company's business lines: [...]
2. Operational objectives of the Company: [...]

### **Article 5. Scope of business and operations of the Company**

The company is allowed to conduct business activities according to the lines of business specified in this Charter and has registered, notified changes in registration content with the business registration agency and published on the Business Registration Portal. national industry [In case the Company conducts business in conditional investment and business lines, the Company must meet all business conditions according to the provisions of the Investment Law and relevant specialized laws].

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

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

1. The Company's charter capital is [...] VND (in words)

The Company's total charter capital is divided into [...] shares with a par value of [...] VND/share.

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

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

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

5. Name, address, number of shares and other information about founding shareholders according to the provisions of the Enterprise Law are stated in the attached appendix [...]. This Appendix is a part of this Charter.

Ordinary shares must be prioritized for sale to existing shareholders in proportion to their ownership of ordinary shares in the Company, unless the General Meeting of Shareholders decides otherwise. Shareholders who do not register to buy all will be decided by the Board of Directors of the Company. The Board of Directors may distribute those shares to shareholders and others with conditions no more favorable than those offered to existing shareholders unless the General Meeting of Shareholders approves. other.

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

7. The company may issue other types of securities according to the provisions of law.

## **Article 7. Stock certificate**

1. Shareholders of the Company are issued stock certificates corresponding to the number of shares and type of shares owned.
2. Stock is a type of security that confirms the legal rights and interests of the owner of a portion of the share capital of the issuing organization. Shares must have all the contents as prescribed in Clause 1, Article 121 of the Law on Enterprises.
3. Within [...] from the date of submitting a complete application to transfer ownership of shares according to the Company's regulations or within [...] from the date of full payment of the purchase price. shares according to the provisions of the Company's stock issuance plan (or other time limit according to the prescribed issuance terms), the owner of the shares will be granted a stock certificate. Share holders do not have to pay the Company for the cost of printing stock certificates.
4. In case shares are lost, damaged or destroyed in another form, the shareholder will be re-issued shares by the Company at the request of that shareholder. Shareholders' proposals must include the following contents:
  - a) Information about shares that have been lost, damaged or destroyed in other forms;
  - b) Commit to taking responsibility for disputes arising from the re-issuance of new shares.

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

Bond certificates or other stock certificates of the Company are issued with the signature of the legal representative and the seal of the Company.

## **Article 9. Transfer of shares**

1. All shares are freely transferable unless this Charter and the law provide otherwise. Shares listed and registered for trading on the Stock Exchange are transferred in accordance with the provisions of law. about stocks and the stock market.
2. Shares that have not been fully paid cannot be transferred and enjoy related benefits such as the right to receive dividends, the right to receive shares issued to increase share capital from owner's capital, the right to buy new shares offering and other benefits according to the provisions of law.

## **Article 10. Revocation of shares (for cases when registering to establish an enterprise)**

1. In case a shareholder does not pay in full and on time the amount payable to purchase shares, the Board of Directors shall notify and have the right to request that shareholder to pay the remaining amount and be responsible accordingly. total par value of shares registered to buy for the Company's financial obligations arising from failure to pay in full.
2. The above payment notice must clearly state the new payment deadline (at least [07 days] from the date of sending the notice), payment location and the notice must clearly state in case of non-payment as required. demand, the unpaid shares will be revoked.
3. The Board of Directors has the right to recover shares that have not been paid in full and on time in case the requirements in the above notice are not fulfilled.
4. Revoked shares are considered shares with the right to be offered for sale as prescribed in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors can directly or authorize the sale and redistribution according to the conditions and methods that the Board of Directors deems appropriate.
5. Shareholders holding revoked shares must give up their status as shareholders for those shares, but must still be responsible for the total par value of the shares registered to buy for financial obligations. of the Company arising at the time of revocation according to the decision of the Board of Directors from the date of revocation until the date of payment. The Board of Directors has the full right to decide to force payment of the full value of shares at the time of recovery.
6. The notice of revocation is sent to the holder of the revoked shares before the time of revocation. The revocation remains effective even in the event of error or carelessness in sending the notice.

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

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

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

1. General Meeting of Shareholders.

2. [Board of Directors, Supervisory Board (in case the company organizes management and operates according to the model point a, Clause 1, Article 137 of the Enterprise Law)].
3. [Board of Directors, Audit Committee under the Board of Directors (in case the company organizes management and operates according to the model point b, Clause 1, Article 137 of the Enterprise Law)].
4. Director (General Director).

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

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

1. Common shareholders have the following rights:

- a) Attend and speak at the General Meeting of Shareholders and exercise the right to vote directly or through an authorized representative or other forms prescribed by the company's Charter and law. Each common share has one vote;
- b) Receive dividends at the level decided by the General Meeting of Shareholders;
- c) Priority to buy new shares corresponding to the ownership ratio of common shares of each shareholder in the Company;
- d) Freely transfer your shares to others, except for the cases specified in Clause 3, Article 120, Clause 1, Article 127 of the Law on Enterprises and other relevant laws;
- d) Review, look up and extract information about names and contact addresses in the list of shareholders with voting rights; request correction of your inaccurate information;
- e) Review, look up, extract or copy the Company Charter, minutes of the General Meeting of Shareholders and Resolution of the General Meeting of Shareholders;
- g) When the Company dissolves or goes bankrupt, you will receive a portion of the remaining assets corresponding to the percentage of share ownership in the Company;
- h) Request the Company to repurchase shares in the cases specified in Article 132 of the Law on Enterprises;
- i) Be treated equally. Each share of the same type gives the shareholder equal rights, obligations and benefits. In case the Company has preferential shares, the rights and obligations associated with the preferential shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;
- k) Have full access to periodic and unusual information published by the Company in accordance with the law;
- l) Have your legitimate rights and interests protected; Request to suspend or cancel resolutions and decisions of the General Meeting of Shareholders and the Board of Directors according to the provisions of the Enterprise Law;
- m) Other rights as prescribed by law and this Charter.

[Rights for other types of shares]

2. Shareholders or groups of shareholders owning [05%] of the total number of common shares or more [or a smaller percentage specified in the company's Charter] have the following rights:

- a) Request the Board of Directors to convene a meeting of the General Meeting of Shareholders according to the provisions of Clause 3, Article 115 and Article 140 of the Law on Enterprises;
- b) Review, look up, extract minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial reports, reports of the Supervisory Board, contracts and transactions that must be approved Board of Directors and other documents, except documents related to commercial secrets and business secrets of the Company;
- c) Request the Supervisory Board to examine each specific issue related to the management and operation of the Company when deemed necessary. The request must be in writing and must include the following contents: full name, contact address, nationality, legal document number of the individual for individual shareholders; name, business code or legal document number of the organization, head office address for institutional shareholders; number of shares and time of share registration of each shareholder, total number of shares of the entire group of shareholders and ownership ratio of the total shares of the Company; Issues to be inspected, purpose of inspection;

d) Propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company no later than [03 working days] before the opening date, [unless the Company Charter stipulates another deadline]. The proposal must clearly state the name of the shareholder, the number of each type of shareholder's shares, and the issue proposed to be included in the meeting agenda;

d) Other rights as prescribed by law and this Charter.

3. Shareholders or groups of shareholders owning [10%] of the total number of common shares or more or [another smaller percentage as prescribed in the company's Charter] have the right to nominate people to the Board of Directors , Control Board. In case [the Company Charter does not have other provisions], the nomination of people to the Board of Directors and Supervisory Board shall be carried out as follows:

a) Common shareholders forming a group to nominate people to the Board of Directors and the Supervisory Board must notify the attending shareholders of the group meeting before the opening of the General Meeting of Shareholders;

b) Based on the number of members of the Board of Directors and the Supervisory Board, a shareholder or group of shareholders specified in this Clause is entitled to nominate one or several people according to the decision of the General Meeting of Shareholders as candidates. Board of Directors and Board of Supervisors. In case the number of candidates nominated by a shareholder or group of shareholders is lower than the number of candidates they are entitled to nominate according to the decision of the General Meeting of Shareholders, the remaining number of candidates will be decided by the Board of Directors and the Board of Directors. control and other shareholders nominated.

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

Common shareholders have the following obligations:

1. Pay in full and on time for the number of shares committed to purchase.

2. Do not withdraw capital contributed by common shares from the Company in any form, except in cases where the shares are repurchased by the Company or another person. In case a shareholder withdraws part or all of the contributed share capital contrary to the provisions of this Clause, that shareholder and people with related interests in the Company must be jointly responsible for the debts and obligations. other assets of the Company to the extent of the value of shares withdrawn and damages incurred.

3. Comply with the Company Charter and Internal Management Regulations of the Company.

4. Comply with resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

5. Confidentiality of information provided by the Company according to the provisions of the Company Charter and the law; Only use the information provided to exercise and protect your legitimate rights and interests; It is strictly forbidden to distribute, copy or send information provided by the Company to other organizations or individuals.

6. Attend the General Meeting of Shareholders and exercise voting rights through the following forms:

a) Attend and vote directly at the meeting;

b) Authorize other individuals and organizations to attend and vote at the meeting;

c) Attend and vote through online conferences, electronic voting or other electronic forms;

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

d) Send voting slips by [other means] as prescribed in the company's Charter.

7. Take personal responsibility when performing one of the following acts on behalf of the Company in any form:

a) Violating the law;

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

c) Paying undue debts against financial risks to the Company.

8. Fulfill other obligations as prescribed by current law.

[Other obligations for other types of shares]

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



1. The General Meeting of Shareholders includes all shareholders with voting rights and is the highest decision-making body of the Company. The General Meeting of Shareholders holds an annual meeting once a year and within four (04) months from the end of the fiscal year. Unless otherwise stipulated in the Company's Charter, the Board of Directors decides to extend the Annual General Meeting of Shareholders in case of necessity, but not more than 06 months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The location of the General Meeting of Shareholders is determined as the place where the chairman attends the meeting and must be in the territory of Vietnam.

2. The Board of Directors convenes the Annual General Meeting of Shareholders and selects a suitable location. The Annual General Meeting of Shareholders decides on issues according to the provisions of law and the Company's Charter, especially through audited annual financial statements. In case the Company's annual financial statement audit report contains material exclusions, opposing audit opinions or refusals, the Company must invite a representative of an approved audit organization to audit the report. The Company's financial statements attend the Annual General Meeting of Shareholders and the representative of the approved auditing organization mentioned above is responsible for attending the Annual General Meeting of Shareholders of the Company.

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

- a) The Board of Directors considers it necessary for the benefit of the Company;
- b) The remaining number of members of the Board of Directors and Supervisory Board is less than the minimum number of members as prescribed by law;
- c) At the request of a shareholder or group of shareholders specified in Clause 2, Article 115 of the Enterprise Law; The request to convene a General Meeting of Shareholders must be made in writing, clearly stating the reason and purpose of the meeting, with enough signatures of the relevant shareholders, or the request must be made in multiple copies. and gather enough signatures of relevant shareholders;
- d) At the request of the Control Board;

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

4. Convene an extraordinary General Meeting of Shareholders

a) The Board of Directors must convene a meeting of the General Meeting of Shareholders within [30] days from the date on which the remaining number of members of the Board of Directors, independent members of the Board of Directors or members of the Control Board is as follows. specified in Point b, Clause 3 of this Article or receive the request specified in Points c and d, Clause 3 of this Article;

b) In case the Board of Directors does not convene a meeting of the General Meeting of Shareholders as prescribed in Point a, Clause 4 of this Article, within the next 30 days, the Supervisory Board will replace the Board of Directors to convene a meeting of the General Meeting of Shareholders. shareholder agreement as prescribed in Clause 3, Article 140 of the Law on Enterprises;

c) In case the Supervisory Board does not convene a meeting of the General Meeting of Shareholders as prescribed in Point b, Clause 4 of this Article, the shareholder or group of shareholders specified in Point c, Clause 3 of this Article has the right to request a representative of the Company. convene a General Meeting of Shareholders according to the provisions of the Enterprise Law;

[In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders can request the Business Registration Authority to supervise the order and procedures for convening, conducting the meeting and making decisions of the General Meeting. shareholders. All expenses for convening and conducting the General Meeting of Shareholders are reimbursed by the Company. This expense does not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.]

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

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

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

- a) Approve the Company's development orientation;

- b) Decide on the types of shares and the total number of shares of each type that can be offered for sale; decide on the annual dividend level of each type of share;
- c) Elect, dismiss, dismiss members of the Board of Directors and members of the Supervisory Board;
- d) Decide to invest or sell assets with a value of [35%] of the total asset value or more recorded in the Company's most recent financial report, [except in cases where the Company Charter stipulates a ratio or another value];
- d) Decide to amend and supplement the company charter;
- e) Approve annual financial reports;
- g) Decide to repurchase more than 10% of the total sold shares of each type;
- h) Consider and handle violations of members of the Board of Directors and members of the Supervisory Board that cause damage to the Company and its shareholders;
- i) Decision to reorganize and dissolve the Company;
- k) Decide on the budget or total remuneration, bonus and other benefits for the Board of Directors and Supervisory Board;
- l) Approve the Internal Management Regulations; Operating regulations of the Board of Directors and Supervisory Board;
- m) Approve the list of approved auditing companies; Decide on an approved auditing company to inspect the Company's operations, dismiss an approved auditor when deemed necessary;
- n) Other rights and obligations according to the law.

2. The General Meeting of Shareholders discussed and approved the following issues:

- a) The Company's annual business plan;
- b) Audited annual financial statements;
- c) Report of the Board of Directors on the management and performance of the Board of Directors and each member of the Board of Directors; [In case the company operates according to the model specified in Point b, Clause 1, Article 137 of the Law on Enterprises, independent members of the Board of Directors are responsible for reporting at the Annual General Meeting of Shareholders according to the provisions of Article 284 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Securities Law];
- d) Report of the Supervisory Board on the Company's business results, the performance of the Board of Directors and the Director (General Director);
- d) Self-assessment report on the performance of the Supervisory Board and members of the Supervisory Board;
- e) Dividend level for each share of each type;
- g) Number of members of the Board of Directors and Supervisory Board;
- h) Elect, dismiss, dismiss members of the Board of Directors and members of the Supervisory Board;
- i) Decide on the budget or total remuneration, bonus and other benefits for the Board of Directors and Supervisory Board;
- k) Approve the list of approved auditing companies; decide on an approved auditing company to inspect the company's activities when deemed necessary;
- l) Supplement and amend the company Charter;
- m) Type of shares and number of new shares issued for each type of share and transfer of shares by founding members within the first 03 years from the date of establishment;
- n) Divide, split, consolidate, merge or convert the Company;
- o) Reorganize and dissolve (liquidate) the Company and appoint a liquidator;
- p) Decide to invest or sell assets with a value of [35%] of the total asset value or more recorded in the Company's most recent financial report [except in cases where the Company Charter stipulates the ratio or other value];

- q) Decide to repurchase more than 10% of the total sold shares of each type;
- r) The Company signs contracts and transactions with the entities specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total value of the Company's assets recorded in the financial statements. nearest;
- s) Approve the transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Securities Law;
- t) Approve internal regulations on corporate governance, operating regulations of the Board of Directors, and operating regulations of the Supervisory Board;
- u) Other issues as prescribed by law and this Charter.

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

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

1. Shareholders and authorized representatives of shareholders who are organizations may directly attend the meeting or authorize one or several other individuals or organizations to attend the meeting or attend the meeting through one of the following forms: stipulated in Clause 3, Article 144 of the Law on Enterprises.
2. Authorization for individuals and organizations to represent the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be made in writing. The authorization document is made according to the provisions of civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of authorized shares, the content of the authorization, and the scope of the authorization. authorization, authorization term, signature of the authorizing party and the authorized party.

Persons authorized to attend the General Meeting of Shareholders must submit a written authorization when registering to attend the meeting. In case of re-authorization, the meeting attendee must additionally present the original authorization document of the shareholder or the authorized representative of the shareholder who is an organization (if not previously registered with the Company).

3. The vote of the person authorized to attend the meeting within the scope of authorization remains valid when one of the following cases occurs except:

- a) The authorizer has died, has limited civil act capacity or has lost civil act capacity;
- b) The authorizer has canceled the authorization appointment;
- c) The authorizing person has revoked the authority of the person performing the authorization.

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

#### **Article 17. Change of rights**

1. Changing or canceling special rights attached to a type of preferred stock takes effect when approved by shareholders representing 65% or more of the total votes of all shareholders attending the meeting. The resolution of the General Meeting of Shareholders on content that adversely changes the rights and obligations of shareholders owning preferred shares can only be passed if the number of preferred shareholders of the same type attending the meeting owns at least 75% of the total number. preferred shares of that type or more approved or approved by preferred shareholders of the same type owning 75% or more of the total number of preferred shares of that type in case of passing a resolution in the form of soliciting opinions by document.

2. Organizing a meeting of shareholders holding a type of preferred stock to approve the above change of rights is only valid when there are at least 02 shareholders (or their authorized representatives) and hold at least 1/3 of the par value of the issued shares of that type. In case there is not enough delegates as mentioned above, the meeting will be re-organized within the next 30 days and the holders of shares of that type (regardless of the number of people and shares) are present. directly or through an authorized representative is considered a sufficient number of delegates. At the meetings of shareholders holding preferred shares mentioned above, holders of shares of that type present in person or through representatives may request a secret vote. Each share of the same type has equal voting rights at the above meetings.

3. Procedures for conducting such separate meetings are similar to the provisions in Articles 19, 20 and 21 of this Charter.

4. Unless the terms of the issue of shares provide otherwise, special rights attach to classes of shares that have preferential rights with respect to some or all matters relating to the distribution of profits or assets. The Company's assets are not changed when the Company issues additional shares of the same type.

#### **Article 18. Convening of meetings, meeting agenda and notice of invitation to the General Meeting of Shareholders**

1. The Board of Directors convenes the annual and extraordinary General Meeting of Shareholders. The Board of Directors convenes an extraordinary General Meeting of Shareholders according to the cases specified in Clause 3, Article 14 of this Charter.

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

a) Prepare a list of shareholders eligible to participate and vote at the General Meeting of Shareholders. The list of shareholders with the right to attend the General Meeting of Shareholders shall be drawn up no more than [10 days] before the date of sending the notice inviting the General Meeting of Shareholders [if the Company Charter does not stipulate a shorter time limit]. The company must publish information about the preparation of a list of shareholders with the right to attend the General Meeting of Shareholders at least 20 days before the last registration date;

b) Prepare the program and content of the congress;

c) Prepare documents for the congress;

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

d) Determine the time and location of the congress;

e) Notify and send notice of the General Meeting of Shareholders to all shareholders with the right to attend the meeting;

g) Other tasks serving the congress.

3. The invitation to the General Meeting of Shareholders is sent to all shareholders by a method that ensures it reaches the shareholder's contact address, and at the same time is announced on the Company's and the Board of Directors' websites. State Securities Commission, Stock Exchange where the Company's shares are listed or registered for trading. The person convening the General Meeting of Shareholders must send a meeting invitation to all shareholders in the List of shareholders entitled to attend the meeting at least [21 days] before the opening date of the meeting [if the Company Charter does not stipulate longer period of time] (counting from the date on which the notice is validly sent or transmitted). The agenda for the General Meeting of Shareholders and documents related to the issues to be voted on at the meeting are sent to shareholders or/and posted on the Company's website. In case the documents are not included with the notice of the General Meeting of Shareholders, the meeting invitation must clearly state the link to all meeting documents so that shareholders can access them, including:

a) Meeting agenda and documents used in the meeting;

b) List and detailed information of candidates in case of election of members of the Board of Directors and members of the Supervisory Board;

c) Voting slip;

d) Draft resolution for each issue in the meeting agenda.

4. Shareholders or groups of shareholders as prescribed in Clause 2, Article 12 of this Charter have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and must be sent to the Company no later than [03 working days] before the opening date of the meeting [unless otherwise stipulated in the Company's Charter]. The proposal must clearly state the name of the shareholder, the number of each type of shareholder's shares, and the issue proposed to be included in the meeting agenda.

5. The convener of the General Meeting of Shareholders has the right to refuse the proposal specified in Clause 4 of this Article if it falls into one of the following cases:

a) The petition is sent incorrectly as prescribed in Clause 4 of this Article;

b) At the time of the petition, the shareholder or group of shareholders does not hold enough common shares of [5%] or more as prescribed in Clause 2, Article 12 of this Charter;

c) The proposed issue is not within the scope of decision-making authority of the General Meeting of Shareholders;

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

6. The convener of the General Meeting of Shareholders must accept and include the recommendations specified in Clause 4 of this Article in the proposed agenda and content of the meeting, except for the cases specified in Clause 5 of this Article; The proposal will be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

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

1. The General Meeting of Shareholders is conducted when the number of shareholders attending the meeting represents more than [50%] of the total votes [or a specific ratio prescribed by the company's Charter].

2. In case the first meeting does not meet the conditions to proceed as prescribed in Clause 1 of this Article, the notice inviting the second meeting will be sent within [30 days] from the intended date of the first meeting. [if the company charter does not stipulate otherwise]. The second General Meeting of Shareholders is conducted when the number of shareholders attending the meeting represents [33%] of the total votes or more [the specific ratio is prescribed by the company's Charter].

3. In case the second meeting does not meet the conditions to proceed as prescribed in Clause 2 of this Article, the notice inviting the third meeting must be sent within [20] days from the intended date of the second meeting. , [if the company charter does not stipulate otherwise]. The third General Meeting of Shareholders is conducted regardless of the total number of votes of shareholders attending the meeting.

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

1. Before opening the meeting, the Company must carry out shareholder registration procedures and must carry out the registration until all shareholders with the right to attend the meeting are present and registered in the following order:

a) When registering shareholders, the Company issues to each shareholder or authorized representative with the right to vote a voting card, on which is written the registration number, full name of the shareholder, full name of the representative. authorized representative and number of votes of that shareholder. The General Meeting of Shareholders discussed and voted on each issue in the program content. Voting is conducted by voting for, against, and no opinion. At the Congress, the number of cards approving the resolution is collected first, the number of cards disapproving of the resolution is collected later, and finally the total number of votes in favor or disapproval is counted to decide. The results of vote counting are announced by the Chairman immediately before closing the meeting [unless otherwise stipulated in the company charter]. The Congress elects those responsible for counting votes or supervising vote counting at the request of the Chairman. The number of members of the vote counting committee is decided by the General Meeting of Shareholders based on the proposal of the Chairman of the meeting;

b) Shareholders, authorized representatives of shareholders who are organizations or authorized persons arriving after the meeting has opened have the right to register immediately and then have the right to participate and vote at the meeting immediately after. when registering. The chairman is not responsible for stopping the meeting to allow late shareholders to register and the validity of previously voted contents remains unchanged.

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

a) The Chairman of the Board of Directors chairs or authorizes another member of the Board of Directors to chair the General Meeting of Shareholders convened by the Board of Directors. In case the Chairman is absent or temporarily unable to work, the remaining members of the Board of Directors elect one of them to chair the meeting according to the principle of majority. In case the chairperson cannot be elected, the Head of the Executive Control Board will let the General Meeting of Shareholders elect a chairperson of the meeting from among the attendees and the person with the highest votes will be the chairperson of the meeting;

b) Except for the case specified in Point a of this Clause, the person who signs to convene the General Meeting of Shareholders directs the General Meeting of Shareholders to elect the chairman of the meeting and the person with the highest number of votes to chair the meeting. ;

c) The chairman appoints one or several people to act as secretary of the meeting;

d) The General Meeting of Shareholders elects one or more people to the vote counting committee at the request of the meeting chairman.

3. The agenda and content of the meeting must be approved by the General Meeting of Shareholders in the opening session. The program must clearly define and detail the time for each issue in the meeting agenda.
4. The Chairman of the General Meeting of Shareholders has the right to take necessary and reasonable measures to run the General Meeting of Shareholders in an orderly manner, in accordance with the approved program and reflecting the wishes of the majority. number of people attending the meeting.
  - a) Arrange seating at the location of the General Meeting of Shareholders;
  - b) Ensure safety for everyone present at meeting locations;
  - c) Create conditions for shareholders to attend (or continue to attend) the meeting. The convenor of the General Meeting of Shareholders has full authority to change the above measures and apply all necessary measures. Measures may include issuing admission documents or using other options.
5. The General Meeting of Shareholders discusses and votes on each issue in the program content. Voting is conducted by voting for, against, and no opinion. The results of the vote counting were announced by the chairman immediately before closing the meeting.
6. Shareholders or authorized persons attending the meeting who arrive after the meeting has opened are still registered and have the right to vote immediately after registration; In this case, the validity of the previously voted contents remains unchanged.
7. The person who convenes the meeting or chairs the General Meeting of Shareholders has the following rights:
  - a) Require all meeting attendees to be subject to inspection or other legal and reasonable security measures;
  - b) Request the competent authority to maintain order at the meeting; Expel those who do not comply with the chairman's authority, intentionally disrupt order, prevent the normal progress of the meeting or do not comply with security check requirements from the General Meeting of Shareholders winter.
8. The Chairman has the right to postpone a General Meeting of Shareholders that has a sufficient number of people registered to attend the meeting for a maximum of no more than 03 working days from the date the meeting is scheduled to open and can only postpone the meeting or change the location. meeting point in the following cases:
  - a) The meeting location does not have enough convenient seats for all meeting attendees;
  - b) Information facilities at the meeting location do not ensure that shareholders attending the meeting can participate, discuss and vote;
  - c) Someone attending the meeting obstructs, disrupts order, and threatens to prevent the meeting from being conducted fairly and legally.
9. In case the chairman postpones or suspends the General Meeting of Shareholders contrary to the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the chairman to run the meeting. until the end; All resolutions passed at that meeting are effective.
10. In case the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company is responsible for ensuring that shareholders attend and vote in the form of electronic or physical voting. Other electronic formats as prescribed in Article 144 of the Enterprise Law and Clause 3, Article 273 of Decree No. 155/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Securities Law.

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

1. The following resolution is passed if approved by the number of shareholders representing [65%] or more of the total votes of all shareholders attending the meeting, except for the cases specified in Clause 3 , 4 and 6, Article 148 of the Enterprise Law [specific rates are prescribed by the company charter]:
  - a) Type of shares and total number of shares of each type;
  - b) Change in industry, profession and business field;
  - c) Change the Company's organizational and management structure;
  - d) Investment projects or asset sales with a value of 35% or more of the total asset value recorded in the Company's most recent financial report, unless the Company Charter stipulates the ratio or value. other;
  - d) Reorganize and dissolve the Company;

e) [Other issues prescribed by the company's charter].

2. Resolutions are passed when approved by the number of shareholders holding more than [50%] of the total votes of all shareholders attending the meeting, except for the cases specified in Clauses 1 of this Article and Clause 3, 4 and 6, Article 148 of the Enterprise Law [specific rates are prescribed by the company charter].

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

#### **Article 22. Authority and procedures for collecting written opinions of shareholders to approve the Resolution of the General Meeting of Shareholders**

The authority and procedures for collecting written opinions from shareholders to pass a Resolution of the General Meeting of Shareholders are implemented according to the following regulations:

1. The Board of Directors has the right to collect shareholders' opinions in writing to pass a resolution of the General Meeting of Shareholders when deemed necessary for the benefit of the Company, except for the cases specified in Clause 2, Article 147 of the Law. Enterprise [if the company charter does not provide otherwise].

2. The Board of Directors must prepare opinion forms, draft resolutions of the General Meeting of Shareholders, documents explaining the draft resolution and send them to all shareholders with voting rights no later than [10 days] Before the deadline, the opinion form must be returned [if the company charter does not stipulate another longer time limit]. Requirements and methods for sending opinion forms and accompanying documents are implemented in accordance with the provisions of Clause 3, Article 18 of this Charter.

3. The opinion form must have the following main contents:

a) Name, head office address, business code;

b) Purpose of collecting opinions;

c) Full name, contact address, nationality, legal document number of individual for individual shareholders; name, business code or legal document number of the organization, head office address for shareholders who are organizations or full name, contact address, nationality, legal document number of individuals for with representatives of shareholders who are organizations; number of shares of each type and number of votes of shareholders;

d) Issues requiring comments to pass a decision;

d) Voting options include approval, disapproval and no opinion for each issue for which comments are sought;

e) Time limit for sending the answered opinion form to the Company;

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

4. Shareholders can send answered opinion forms to the Company by mail, fax or email according to the following regulations:

a) In case of mailing, the answered opinion form must have the signature of the shareholder who is an individual, the authorized representative or the legal representative of the shareholder who is an organization. Opinion forms sent to the Company must be kept in sealed envelopes and no one is allowed to open them before counting the votes;

b) In case of sending a fax or email, the opinion form sent to the Company must be kept secret until the time of counting the votes;

c) Opinion forms sent to the Company after the deadline specified in the opinion form content or opened in case of mail and disclosed in case of fax or email are invalid. . Opinion forms that are not returned are considered non-voting votes.

5. The Board of Directors counts the votes and prepares a record of the vote counting in the presence of the Supervisory Board or shareholders who do not hold management positions in the Company. The vote counting minutes must contain the following main contents:

a) Name, head office address, business code;

b) Purpose and issues requiring comments to pass the resolution;

- c) Number of shareholders with total number of votes who participated in the vote, distinguishing between valid and invalid votes and method of sending votes, accompanied by an appendix of list of shareholders participate in voting;
- d) Total number of votes for, against and no opinion on each issue;
- d) The issue has been approved and the corresponding voting approval rate;
- e) Full names and signatures of the Chairman of the Board of Directors, the person counting the votes and the person supervising the counting of votes.

Members of the Board of Directors, vote counters and vote counting supervisors must be jointly responsible for the truthfulness and accuracy of vote counting records; jointly responsible for damages arising from decisions adopted due to dishonest or inaccurate vote counting.

6. Minutes of vote counting and resolutions must be sent to shareholders within 15 days from the date of completion of vote counting. Sending the vote counting minutes and resolutions can be replaced by posting them on the Company's website within 24 hours from the time the vote counting ends.

7. The answered opinion form, vote counting minutes, approved resolutions and related documents enclosed with the opinion form must be kept at the Company's headquarters.

8. The resolution is passed in the form of collecting shareholders' opinions in writing if it is approved by the number of shareholders holding more than [50%] of the total votes of all shareholders with voting rights or [proportion] specifically stipulated by the company charter] and has the same value as the resolution passed at the General Meeting of Shareholders.

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

1. The General Meeting of Shareholders must be minuted and may be audio-recorded or recorded and stored in another electronic form. The minutes must be drawn up in Vietnamese, may be drawn up in a foreign language, and have the following main contents:

- a) Name, head office address, business code;
- b) Time and location of the General Meeting of Shareholders;
- c) Meeting agenda and meeting content;
- d) Full names of the chairman and secretary;
- d) Summary of meeting proceedings and opinions expressed at the General Meeting of Shareholders on each issue in the meeting agenda;
- e) Number of shareholders and total votes of shareholders attending the meeting, appendix of list of shareholder registration, shareholder representatives attending the meeting with the corresponding number of shares and votes;
- g) Total number of votes for each voting issue, clearly stating the voting method, total number of valid votes, invalid votes, approval, disapproval and no comments; corresponding proportion of the total number of votes of shareholders attending the meeting;
- h) Issues that have been approved and the corresponding percentage of votes for approval;
- i) Full name and signature of the chairman and secretary. In case the chairman or secretary refuses to sign the meeting minutes, these minutes will be effective if signed by all other members of the Board of Directors attending the meeting and have all the content as prescribed in this Clause. The meeting minutes clearly state that the chairman and secretary refused to sign the meeting minutes.

2. Minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The chairman and secretary of the meeting or another person who signs the meeting minutes must be jointly responsible for the truthfulness and accuracy of the minutes' content.

3. Minutes made in Vietnamese and foreign languages have the same legal effect. In case there is a difference in content between the minutes in Vietnamese and in a foreign language, the content in the minutes in Vietnamese shall apply.

4. Resolution, Minutes of the General Meeting of Shareholders, appendix of list of shareholders registered to attend the meeting with signatures of shareholders, written authorization to attend the meeting, all documents attached to the Minutes (if yes) and relevant documents attached to the meeting invitation must be disclosed in



accordance with the law on information disclosure on the stock market and must be kept at the Company's headquarters.

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

Within 90 days from the date of receipt of the resolution or minutes of the General Meeting of Shareholders or minutes of vote counting results to collect opinions from the General Meeting of Shareholders, shareholders or groups of shareholders specified in Clause 2, Article 115 The Enterprise Law has the right to request the Court or Arbitration to consider and cancel the resolution or part of the resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening meetings and making decisions of the General Meeting of Shareholders seriously violate the provisions of the Enterprise Law and the company's Charter, except for the case specified in Clause 3, Article 21 of this Charter.
2. The content of the resolution violates the law or this Charter.

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

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

1. In case candidates for the Board of Directors have been identified, the Company must disclose information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the website of the Company so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must have a written commitment to the truthfulness and accuracy of published personal information and must commit to performing their duties honestly, carefully and for the highest benefit of the Company if elected as a member of the Board of Directors. Information related to announced candidates for the Board of Directors includes:

- a) Full name, date, month and year of birth;
  - b) Professional qualifications;
  - c) Work history;
  - d) Other management positions (including positions of Board of Directors of other companies);
  - d) Benefits related to the Company and its related parties;
  - e) Other information (if any) as prescribed in the company's Charter;
  - g) Public companies must be responsible for disclosing information about the companies where candidates are holding the positions of members of the Board of Directors, other management positions and benefits related to the company of candidates for the Board of Directors (if any).
2. Shareholders or groups of shareholders owning 10% or more of the total number of common shares or a smaller percentage as prescribed in the company's Charter have the right to nominate candidates for the Board of Directors according to regulations of Enterprise Law and Company Charter.
3. In case the number of candidates for the Board of Directors through nomination and candidacy is still not enough as prescribed in Clause 5, Article 115 of the Law on Enterprises, the current Board of Directors introduces additional candidates. Nominating member or organization according to the provisions of the company's Charter, internal regulations on corporate governance and operating regulations of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the provisions of law.
4. Members of the Board of Directors must meet the standards and conditions as prescribed in Clauses 1 and 2, Article 155 of the Enterprise Law and [Company Charter].

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

1. The number of members of the Board of Directors is [.....] people.
2. The term of a member of the Board of Directors shall not exceed 05 years and may be re-elected for an unlimited number of terms. An individual can only be elected as an independent member of the Board of Directors of a company for no more than 02 consecutive terms. In case all members of the Board of Directors end their terms at the same time, those members will continue to be members of the Board of Directors until a new member is elected to replace them and take over the work, [except in the case of The company charter has other provisions].

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

The structure of the Board of Directors of a public company must ensure that at least 1/3 of the total number of members of the Board of Directors are non-executive members. The Company minimizes members of the Board of Directors who concurrently hold executive positions of the Company to ensure the independence of the Board of Directors.

[In case of an unlisted public company operating according to the model specified in Point b, Clause 1, Article 137 of the Enterprise Law], the member structure of the Board of Directors of the company must ensure at least 1/5 of the total number of members. Members of the Board of Directors are independent members. In case the number of members of the Board of Directors of an unlisted public company operating under the above model is less than 05 people, the Company must ensure that 01 member of the Board of Directors is an independent member.

[For listed companies] The total number of independent members of the Board of Directors must ensure the following regulations:

- a) There is at least 01 independent member in case the company has a Board of Directors of 03 to 05 members;
- b) Have at least 02 independent members in case the company has a Board of Directors of 06 to 08 members;
- c) There are at least 03 independent members in case the company has a Board of Directors number from 09 to 11 members.

4. Members of the Board of Directors no longer have the status of members of the Board of Directors in the case of being dismissed, dismissed or replaced by the General Meeting of Shareholders according to the provisions of Article 160 of the Law on Enterprises.

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

6. Members of the Board of Directors do not necessarily have to be shareholders of the Company [unless otherwise stipulated in the Company's Charter].

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

1. The Board of Directors is the Company's management agency, with full authority on behalf of the Company to make decisions and exercise the rights and obligations of the Company, except for the rights and obligations under the authority of the General Meeting of Shareholders. .

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

- a) Decide on the Company's strategy, medium-term development plan and annual business plan;
- b) Propose types of shares and total number of shares authorized to be offered for sale of each type;
- c) Decide to sell unsold shares within the number of shares authorized to be offered for each type; decide to mobilize additional capital in other forms;
- d) Decide the selling price of the Company's shares and bonds;
- d) Decide to repurchase shares according to the provisions of Clauses 1 and 2, Article 133 of the Law on Enterprises;
- e) Decide on investment plans and investment projects within the authority and limits prescribed by law;
- g) Decide on solutions for market development, marketing and technology;
- h) Approve contracts to buy, sell, borrow, lend 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, [ except in cases where the company charter stipulates a ratio or other value] and contracts and transactions under the decision-making authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138, Clauses 1 and Clause 3 Article 167 of the Enterprise Law;
- i) Election, dismissal, dismissal of the Chairman of the Board of Directors; appoint, dismiss, sign contracts, terminate contracts with the Director (General Director) and other important managers as prescribed by the company's Charter; decide on salaries, remunerations, bonuses and other benefits of those managers; appoint authorized representatives to participate in the Board of Members or General Meeting of Shareholders in other companies, and decide on the remuneration and other benefits of those persons;

- k) Supervise and direct the Director (General Director) and other managers in operating the Company's daily business;
- l) Decide on the Company's organizational structure and internal management regulations, decide on the establishment of subsidiaries, branches, representative offices and capital contributions and share purchases of other enterprises;
- m) Approve the agenda and content of documents for the General Meeting of Shareholders, convene the General Meeting of Shareholders or collect opinions so that the General Meeting of Shareholders can pass a resolution;
- n) Submit audited annual financial statements to the General Meeting of Shareholders;
- o) Propose the amount of dividends to be paid; decide on the time limit and procedures for paying dividends or handling losses arising during the business process;
- p) Proposing the reorganization or dissolution of the Company; request bankruptcy of the Company;
- q) Decision to promulgate operating regulations of the Board of Directors and internal regulations on corporate governance after being approved by the General Meeting of Shareholders; Decision to promulgate the Operating Regulations of the Audit Committee under the Board of Directors, Regulations on information disclosure of the company;
- s) Other rights and obligations according to the provisions of the Enterprise Law, Securities Law, other provisions of law and the company Charter.

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

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

1. The company has the right to pay remuneration and bonuses to members of the Board of Directors according to business results and efficiency.
2. Members of the Board of Directors are entitled to remuneration and bonuses. Remuneration for work is calculated according to the number of work days needed to complete the duties of a member of the Board of Directors and the remuneration rate per day. The Board of Directors estimates the remuneration for each member according to the principle of consensus. The total remuneration and bonus of the Board of Directors is decided by the General Meeting of Shareholders at the annual meeting.
3. The remuneration of each member of the Board of Directors is included in the Company's business expenses according to the provisions of law on corporate income tax, shown as a separate section in the Company's annual financial report. company and must report to the General Meeting of Shareholders at the annual meeting.
4. [Members of the Board of Directors holding executive positions or members of the Board of Directors working in subcommittees of the Board of Directors or performing other tasks outside the scope of normal duties of a member Members of the Board of Directors, may be paid additional compensation in the form of a lump-sum salary, salary, commission, percentage of profit or in other forms according to the decision of the Board of Directors.]
5. Members of the Board of Directors have the right to be paid all travel, meals, accommodation and other reasonable expenses that they have to pay when performing their responsibilities as members of the Board of Directors of the Company. including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors or subcommittees of the Board of Directors.
6. Members of the Board of Directors can have liability insurance purchased by the Company after approval from the General Meeting of Shareholders. This insurance does not include insurance for the responsibilities of members of the Board of Directors related to violations of the law and the company Charter.

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

1. The Chairman of the Board of Directors is elected, dismissed, and dismissed by the Board of Directors from among the members of the Board of Directors.
2. The Chairman of the Board of Directors cannot concurrently be the Director (General Director).
3. The Chairman of the Board of Directors has the following rights and obligations:
  - a) Prepare programs and operational plans of the Board of Directors;

b) Prepare the agenda, content, and documents for the meeting; convene, chair and chair meetings of the Board of Directors;

c) Organize the adoption of resolutions and decisions of the Board of Directors;

d) Supervise the process of organizing and implementing resolutions and decisions of the Board of Directors;

d) Chair the General Meeting of Shareholders;

e) Other rights and obligations according to the provisions of the Enterprise Law and [Company Charter].

4. In case the Chairman of the Board of Directors resigns or is dismissed or dismissed, the Board of Directors must elect a replacement within [10 days] from the date of receipt of the resignation or dismissal. dismissed.

5. In case the Chairman of the Board of Directors is absent or unable to perform his duties, he must authorize in writing another member to exercise the rights and obligations of the Chairman of the Board of Directors [according to the principle of rules stipulated in the company's charter]. In case there is no authorized person or the Chairman of the Board of Directors dies, is missing, is detained, is serving a prison sentence, is serving administrative measures at a compulsory detoxification facility, or Compulsory education, running away from place of residence, having limited or lost civil act capacity, having difficulty in cognition or controlling behavior, being banned by the Court from holding a position, practicing a profession or working as an employee. For certain matters, the remaining members elect one person among them to hold the position of Chairman of the Board of Directors according to the principle that a majority of the remaining members agree until there is a new decision of the Board of Directors.

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

1. The Chairman of the Board of Directors is elected at the first meeting of the Board of Directors within 07 working days from the end of the election of that Board of Directors. This meeting is convened and chaired by the member with the highest number of votes or the highest percentage of votes. In case there is more than one member with the highest and equal number of votes or percentage of votes, the members vote according to the majority principle to select 01 person among them to convene a meeting of the Board of Directors.

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

3. The Chairman of the Board of Directors convenes a meeting of the Board of Directors in the following cases:

a) There is a request from the Supervisory Board or an independent member of the Board of Directors;

b) There is a request from the Director (General Director) or at least 05 other managers;

c) There is a request from at least 02 members of the Board of Directors;

d) [Other cases prescribed by the company's charter].

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

5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receiving the request specified in Clause 3 of this Article. In case of failure to convene a meeting of the Board of Directors as requested, the Chairman of the Board of Directors must be responsible for any damage caused to the Company; The requester has the right to replace the Chairman of the Board of Directors to convene a meeting of the Board of Directors.

6. The Chairman of the Board of Directors or the person convening the meeting of the Board of Directors must send a notice inviting the meeting no later than [03 working days] before the meeting date [if the company Charter does not have other provisions]. The meeting invitation must specifically identify the meeting time and location, program, issues discussed and decisions. The meeting invitation must be accompanied by documents used at the meeting and members' votes.

Notice of invitation to a meeting of the Board of Directors can be sent by invitation, phone, fax, electronic means or other methods prescribed by the Company's Charter and guaranteed to reach the contact address of each member of the Board of Directors. Administrator is registered at the Company.

7. The Chairman of the Board of Directors or the convener sends the meeting invitation notice and accompanying documents to the members of the Supervisory Board as for members of the Board of Directors.

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

8. A meeting of the Board of Directors is conducted when 3/4 or more of the total members attend the meeting. In case the meeting convened according to the provisions of this Clause does not have enough members attending the meeting as prescribed, it will be convened a second time within [07 days] from the intended date of the first meeting, [except in cases where Where the company charter stipulates another shorter period]. In this case, the meeting is conducted if more than half of the members of the Board of Directors attend the meeting.

9. Members of the Board of Directors are considered to attend and vote at the meeting in the following cases:

- a) Attend and vote directly at the meeting;
- b) Authorize another person to attend the meeting and vote according to the provisions of Clause 11 of this Article;
- c) Attend and vote through online conferences, electronic voting or other electronic forms;
- d) Send voting ballots to the meeting via mail, fax, or email;
- d) Send voting ballots by other means [as prescribed in the company's Charter].

10. In case of sending votes to the meeting via mail, the votes must be in a sealed envelope and must be delivered to the Chairman of the Board of Directors no later than 01 hour before the opening. Voting ballots may only be opened in the presence of all meeting attendees.

11. Members must attend all meetings of the Board of Directors. Members are authorized to authorize others to attend meetings and vote if approved by a majority of the Board of Directors.

12. [Unless the company charter stipulates a higher ratio], resolutions and decisions of the Board of Directors are passed if approved by a majority of members attending the meeting; In case the number of votes is equal, the final decision belongs to the side with the opinion of the Chairman of the Board of Directors.

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

1. The Board of Directors can establish an affiliated subcommittee to be in charge of development policies, human resources, compensation, internal audit, and risk management. The number of members of the subcommittee decided by the Board of Directors is at least [03 people] including members of the Board of Directors and external members. [Independent members of the Board of Directors/non-executive members of the Board of Directors should constitute the majority of the subcommittee and one of these members is appointed as Head of the subcommittee according to the decision of the Board of Directors. .] Activities of the subcommittee must comply with the regulations of the Board of Directors. Subcommittee resolutions are only effective when a majority of members attend and vote for approval at the subcommittee meeting.

2. The implementation of decisions of the Board of Directors, or of subcommittees under the Board of Directors, must be in accordance with current legal regulations and the provisions of the company's Charter and internal regulations on governance. company.

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

1. The Board of Directors of the Company must appoint at least 01 person in charge of corporate governance to support corporate governance at the enterprise. The person in charge of corporate governance can concurrently act as the Company Secretary according to the provisions of Clause 5, Article 156 of the Law on Enterprises.

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

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

- a) Advise the Board of Directors in organizing the General Meeting of Shareholders according to regulations and related work between the Company and shareholders;
- b) Prepare meetings of the Board of Directors, Supervisory Board and General Meeting of Shareholders at the request of the Board of Directors or Supervisory Board;
- c) Advise on meeting procedures;
- d) Attend meetings;
- d) Consulting on procedures for making resolutions of the Board of Directors in accordance with the provisions of law;
- e) Provide financial information, copies of Board of Directors meeting minutes and other information to members of the Board of Directors and members of the Supervisory Board;

- g) Monitor and report to the Board of Directors on the Company's information disclosure activities;
- h) Act as a contact point with relevant parties;
- i) Confidentiality of information according to the provisions of law and the Company's Charter;
- k) Other rights and obligations according to the provisions of law and [Company Charter].

## **VIII. DIRECTOR (GENERAL DIRECTOR) AND OTHER EXECUTIVE PERSONS**

### **Article 33. Organization of management apparatus**

The Company's management system must ensure that the management apparatus is responsible to the Board of Directors and is subject to the supervision and direction of the Board of Directors in the daily business of the Company. The company has a Director (General Director), Deputy Directors (Deputy General Directors), Chief Accountant and [other management positions appointed by the Board of Directors]. The appointment and dismissal of the above positions must be approved by resolution or decision of the Board of Directors.

### **Article 34. Company executives**

1. Executives of the Company include the Director (General Director), Deputy Director (Deputy General Director), Chief Accountant and [other executives according to the provisions of the Company's Charter].
2. At the request of the Director (General Director) and with the approval of the Board of Directors, the Company may recruit other executives with numbers and standards consistent with the structure and management regulations of the Company. The company is regulated by the Board of Directors. Business executives must be responsible for supporting the Company in achieving its goals in operations and organization.
3. Director (General Director) is paid salary and bonus. The salary and bonus of the Director (General Director) are decided by the Board of Directors.
4. The executive's salary is included in the Company's business expenses according to the provisions of law on corporate income tax, shown as a separate item in the Company's annual financial statements and must be reported. Report to the General Meeting of Shareholders at the annual meeting.

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

1. The Board of Directors appoints 01 member of the Board of Directors or hires another person to be the Director (General Director).
2. The Director (General Director) is the person who runs the Company's daily business; subject to the supervision of the Board of Directors; Be responsible before the Board of Directors and before the law for the implementation of assigned rights and obligations.
3. The term of office of the Director (General Director) shall not exceed 05 years and may be reappointed for an unlimited number of terms. The Director (General Director) must meet the standards and conditions prescribed by law and [Company Charter].
4. The Director (General Director) has the following rights and obligations:
  - a) Decide on issues related to the Company's daily business that are not under the authority of the Board of Directors;
  - b) Organize the implementation of resolutions and decisions of the Board of Directors;
  - c) Organize the implementation of the Company's business plans and investment plans;
  - d) Proposing the Company's organizational structure and internal management regulations;
  - d) Appoint, dismiss, and dismiss management positions in the Company, except for positions under the authority of the Board of Directors;
  - e) Decide salaries and other benefits for employees in the Company, including managers under the appointment authority of the Director (General Director);
  - g) Labor recruitment;
  - h) Propose a plan to pay dividends or handle business losses;
  - i) Other rights and obligations according to the provisions of law, [Company Charter and resolutions and decisions of the Board of Directors].

5. The Board of Directors can dismiss the Director (General Director) when a majority of the members of the Board of Directors with the right to vote at the meeting approve and appoint a new Director (General Director) to replace him.

## **IX. THE SUPERVISORY COMMITTEE OR AUDIT COMMITTEE IS UNDER THE BOARD OF DIRECTORS**

[In case the Company operates according to the model specified in Point a, Clause 1, Article 137 of the Law on Enterprises, the Company establishes a Supervisory Board according to the provisions of the Law on Enterprises, Decree 155/2020/ND-CP dated March 31 December 2020 of the Government detailing the implementation of a number of articles of the Securities Law and according to the provisions of Article 36 to Article 41 of this Charter].

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

1. The candidacy and nomination of members of the Supervisory Board are carried out similarly to the provisions in Clauses 1 and 2, Article 25 of this Charter.

2. In case the number of Supervisory Board candidates through nomination and candidacy is not enough, the incumbent Supervisory Board may nominate additional candidates or organize nominations according to the provisions of [Charter] company], Internal regulations on corporate governance and Operating regulations of the Supervisory Board. The introduction of additional candidates by the incumbent Supervisory Board must be clearly announced before the General Meeting of Shareholders votes to elect members of the Supervisory Board in accordance with the provisions of law.

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

1. The number of members of the Company's Supervisory Board is [... people]. The term of office of a member of the Supervisory Board shall not exceed 05 years and may be re-elected for an unlimited number of terms.

2. Members of the Supervisory Board must meet the standards and conditions as prescribed in Article 169 of the Law on Enterprises and do not fall into the following cases:

- a) Work in the accounting and finance department of the Company;
- b) Be a member or employee of an independent auditing company that audited the company's financial statements for the previous 3 years.

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

- a) No longer meets the standards and conditions to be a member of the Supervisory Board as prescribed in Clause 2 of this Article;
- b) There is a resignation letter and it is accepted;
- c) [Other cases as prescribed in this Charter].

4. Members of the Supervisory Board are dismissed in the following cases:

- a) Failure to complete assigned tasks and work;
- b) Failure to exercise their rights and obligations for 6 consecutive months, except in cases of force majeure;
- c) Repeated violations, serious violations of the obligations of members of the Supervisory Board according to the provisions of the Enterprise Law and [Company Charter];
- d) Other cases according to the resolution of the General Meeting of Shareholders.

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

1. The Head of the Supervisory Board is elected by the Supervisory Board from among the members of the Supervisory Board; Election, dismissal, dismissal according to the majority principle. The Supervisory Board must have more than half of its members permanently residing in Vietnam. The Head of the Supervisory Board must have a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration or a major related to the business activities of the enterprise. [except in cases where the company charter stipulates other higher standards].

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

- a) Convene a meeting of the Supervisory Board;

- b) Request the Board of Directors, Director (General Director) and other executives to provide relevant information to report to the Supervisory Board;
- c) Prepare and sign the report of the Supervisory Board after consulting the Board of Directors to submit to the General Meeting of Shareholders.

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

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

1. Propose and recommend that the General Meeting of Shareholders approve the list of auditing organizations approved to audit the Company's financial statements; Decide on an approved audit organization to inspect the Company's operations and dismiss approved auditors when deemed necessary.
2. Be responsible to shareholders for your monitoring activities.
3. Monitor the financial situation of the Company, compliance with the law in the activities of members of the Board of Directors, Director (General Director), and other managers.
4. Ensure coordination of activities with the Board of Directors, Director (General Director) and shareholders.
5. In case of detecting violations of law or violations of the Company Charter by members of the Board of Directors, Director (General Director) and other executives of the enterprise, the Supervisory Board must notify in writing, send a document to the Board of Directors within 48 hours, requesting the violator to stop the violation and have solutions to overcome the consequences.
6. Develop operating regulations of the Supervisory Board and submit to the General Meeting of Shareholders for approval.
7. Report at the General Meeting of Shareholders according to the provisions of Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Securities Law.
8. Have the right to access the Company's records and documents kept at its headquarters, branches and other locations; have the right to go to the workplace of managers and employees of the Company during working hours.
9. Have the right to request the Board of Directors, Board members, Director (General Director) and other managers to provide complete, accurate and timely information and documents on management work , management and business operations of the Company.
10. Other rights and obligations as prescribed by law and [this Charter].

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

1. The Supervisory Board must meet at least twice a year, the number of members attending the meeting is at least 2/3 of the members of the Supervisory Board. Minutes of meetings of the Supervisory Board are detailed and clear. The person taking the minutes and the members of the Supervisory Board attending the meeting must sign the meeting minutes. Minutes of meetings of the Supervisory Board must be kept to determine the responsibilities of each member of the Supervisory Board.
2. The Supervisory Board has the right to request members of the Board of Directors, Director (General Director) and representatives of approved audit organizations to attend and answer issues that need to be clarified.

### **Article 41. Salaries, remunerations, bonuses and other benefits of members of the Supervisory Board**

[In case the Company Charter does not have other provisions], salaries, remunerations, bonuses and other benefits of members of the Supervisory Board shall be implemented according to the following regulations:

1. Members of the Supervisory Board are paid salaries, remunerations, bonuses and other benefits according to the decision of the General Meeting of Shareholders. The General Meeting of Shareholders decides on the total salary, remuneration, bonus, other benefits and annual operating budget of the Supervisory Board.
2. Members of the Supervisory Board are paid for meals, accommodation, travel, and expenses for using independent consulting services at reasonable rates. This total remuneration and expense does not exceed the total annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless the General Meeting of Shareholders decides otherwise.



3. Salaries and operating expenses of the Supervisory Board are included in the Company's business expenses according to the provisions of law on corporate income tax and other relevant laws and must be established. separate section in the Company's annual financial statements.

[In case the company operates according to the model specified in Point b, Clause 1, Article 137 of the Law on Enterprises, the Company establishes an Audit Committee according to the provisions of the Law on Enterprises, Decree 155/2020/ND-CP dated March 31. December 2020 of the Government detailing the implementation of a number of articles of the Securities Law and according to the provisions of Article 42 to Article 46 of this Charter]

#### **Article 42. Candidacy and nomination of members of the Audit Committee**

1. The Chairman of the Audit Committee and other members of the Audit Committee are nominated by the Board of Directors and are not executives of the Company.
2. The appointment of the Chairman of the Audit Committee and other members of the Audit Committee must be approved by the Board of Directors at a meeting of the Board of Directors.

#### **Article 43. Composition of the Audit Committee**

1. The audit committee has 02 or more members. The Chairman of the Audit Committee must be an independent member of the Board of Directors. The other members of the Audit Committee must be non-executive members of the Board of Directors.
2. Audit Committee members must have knowledge of accounting and auditing, have a general understanding of the law and operations of the Company and do not fall into the following cases:
  - a) Work in the accounting and finance department of the Company;
  - b) Be a member or employee of an auditing organization approved to audit the company's financial statements for the previous 3 years.
3. The Chairman of the Audit Committee must have a university diploma or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration, except in the case of [Company Charter stipulate other higher standards].

#### **Article 44. Rights and obligations of the Audit Committee**

The Audit Committee has the rights and obligations as prescribed in Article 161 of the Law on Enterprises, the Company's Charter and the following rights and obligations:

1. Have the right to access documents related to the Company's operations, discuss with other members of the Board of Directors, Director (General Director), Chief Accountant and other managers to Collect information to serve the activities of the Audit Committee.
2. Have the right to request representatives of approved audit organizations to attend and answer issues related to audited financial statements at meetings of the Audit Committee.
3. Use legal, accounting or other outside consulting services when necessary.
4. Develop and submit to the Board of Directors policies for detecting and managing risks; Propose to the Board of Directors solutions to handle risks arising in the Company's operations.
5. Prepare a written report to send to the Board of Directors when detecting that members of the Board of Directors, Director (General Director) and other managers do not fully carry out their responsibilities as prescribed in the Law on Enterprises. and Company Charter.
6. Develop operating regulations of the Audit Committee and submit to the Board of Directors for approval.

#### **Article 45. Meeting of the Audit Committee**

1. The Audit Committee must meet at least twice a year. Meeting minutes are detailed and clear and must be fully kept. The person taking the minutes and the members of the Audit Committee attending the meeting must sign the minutes of the meeting.
2. The Audit Committee passes the decision by voting at the meeting, collecting opinions in writing or in other forms prescribed by the [Company Charter or Regulations on Audit Committee operations]. Each member of the Audit Committee has one vote. Except in cases where [the Company's Charter or the Audit Committee's Operating Regulations] stipulate a higher ratio, the decision of the Audit Committee will be passed if it is

approved by a majority of the members attending the meeting; In case the number of votes is equal, the final decision belongs to the side with the opinion of the Chairman of the Audit Committee.

**Article 46. Report on activities of independent members of the Board of Directors in the Audit Committee at the Annual General Meeting of Shareholders**

1. Independent members of the Board of Directors in the Audit Committee are responsible for reporting activities at the Annual General Meeting of Shareholders.
2. Report on activities of independent members of the Board of Directors in the Audit Committee at the Annual General Meeting of Shareholders must ensure the following contents:
  - a) Remuneration, operating expenses and other benefits of the Audit Committee and each member of the Audit Committee according to the provisions of the Enterprise Law and [Company Charter];
  - b) Summary of meetings of the Audit Committee and conclusions and recommendations of the Audit Committee;
  - c) Results of supervision of financial statements, operations and financial situation of the Company;
  - d) Evaluation report on transactions between the Company, its subsidiaries, and other companies whose charter capital the Company holds control over 50% or more of and members of the Board of Directors and Director (General Director). , other executives of the enterprise and related persons of that object; Transactions between the Company and the company in which members of the Board of Directors, Director (General Director), and other executives of the enterprise are founding members or managers of the enterprise within the last 03 years before the transaction time;
  - d) Evaluation results of the Company's internal control and risk management system;
  - e) Results of supervision of the Board of Directors, Director (General Director) and other executives of the enterprise;
  - g) Results of evaluating the coordination of activities between the Audit Committee and the Board of Directors, Director (General Director) and shareholders;
  - h) [Other contents (if any)].

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Members of the Board of Directors, Members of the Supervisory Board, Director (General Director) and other executives are responsible for performing their duties, including duties as members of subcommittees of the Board of Directors. The Board of Directors, in good faith, is careful in the interests of the Company.

**Article 47. Responsibility to be honest and avoid conflicts of interest**

1. Members of the Board of Directors, members of the Supervisory Board, Director (General Director) and other managers must disclose relevant interests in accordance with the provisions of the Enterprise Law and related legal documents. mandarin.
2. Members of the Board of Directors, members of the Supervisory Board, Director (General Director), other managers and related people of these members may only use information obtained through their positions. to serve the interests of the Company.
3. Members of the Board of Directors, members of the Supervisory Board, Director (General Director) and other managers are obliged to notify in writing the Board of Directors and the Supervisory Board about transactions between the Company and the Company. company, subsidiary, or other company in which the public company holds control of more than 50% or more of the charter capital with that entity or with related persons of that entity in accordance with the provisions of law. For the above transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with the provisions of securities law on information disclosure.
4. A member of the Board of Directors is not allowed to vote on transactions that benefit that member or that member's related person according to the provisions of the Enterprise Law and [Company Charter].
5. Members of the Board of Directors, members of the Supervisory Board, Director (General Director), other managers and related persons of these entities are not allowed to use or disclose information to others. internal information to carry out relevant transactions.

6. Transactions between the Company and one or more members of the Board of Directors, members of the Supervisory Board, Director (General Director), other executives and individuals and organizations related to the subjects This is not disabled in the following cases:

a) For transactions with a value less than or equal to [...] of the total asset value recorded in the most recent financial report, important contents of the contract or transaction as well as relationships Relations and interests of members of the Board of Directors, members of the Supervisory Board, Director (General Director), and other executives have been reported to the Board of Directors and approved by the Board of Directors by majority vote. approval of members of the Board of Directors who have no related interests;

b) For transactions with a value greater than [...] or transactions resulting in a transaction value arising within 12 months from the date of the first transaction with a value of [...] or more of the total asset value recorded in the most recent financial report, the important contents of this transaction as well as the relationships and interests of members of the Board of Directors, members of the Supervisory Board, and Directors. Director (General Director) and other executives have been announced to shareholders and approved by the General Meeting of Shareholders by votes of shareholders without related interests.

#### **Article 48. Responsibility for damage and compensation**

1. Members of the Board of Directors, members of the Supervisory Board, Director (General Director) and other executives who violate their obligations, responsibilities of honesty and prudence, and fail to fulfill their obligations must be held responsible. responsible for damages caused by their violations.

2. The Company indemnifies those who have been, are or may become a related party in complaints, lawsuits and prosecutions (including civil and administrative cases and not lawsuits caused by Company is the person suing) if that person is or has been a member of the Board of Directors, member of the Supervisory Board, Director (General Director), other executive, employee or authorized representative of the Company has been or is performing tasks authorized by the Company, acting honestly and carefully for the benefit of the Company on the basis of compliance with the law and there is no evidence confirming that that person has violated the responsibilities of the Company. me.

3. [Compensation costs include judgment costs, fines, and payments incurred in reality (including attorney fees) when resolving these cases within the legal framework for permission. The company can buy insurance for these people to avoid the above compensation responsibilities].

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

#### **Article 49. Right to search books and records**

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

a) Common shareholders have the right to review, look up and extract information about names and contact addresses in the list of shareholders with voting rights; request correction of your inaccurate information; Review, look up, extract or copy the Company Charter, minutes of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;

b) Shareholders or groups of shareholders owning from [05%] of the total number of common shares or more or [another smaller percentage as prescribed in the company's Charter] have the right to review, look up, and extract Minute books and resolutions, decisions of the Board of Directors, mid-year and annual financial reports, reports of the Supervisory Board, contracts, transactions that must be approved by the Board of Directors and other documents, except Documents related to commercial secrets and business secrets of the Company.

2. In case an authorized representative of a shareholder and group of shareholders requests to look up books and records, it must be accompanied by a power of attorney from the shareholder and group of shareholders that he or she represents or a notarized copy of the document. this authorization.

3. Members of the Board of Directors, members of the Supervisory Board, Director (General Director) and other executives have the right to look up the Company's shareholder registration book, list of shareholders, books and records other members of the Company for purposes related to their positions on the condition that this information must be kept confidential.

4. The Company must keep this Charter and any amendments and supplements to the Charter, Business Registration Certificate, regulations, documents proving property ownership, and resolutions of the General Meeting of Shareholders. and Board of Directors, minutes of meetings of the General Meeting of Shareholders and Board of Directors, reports of the Board of Directors, reports of the Supervisory Board, annual financial statements, accounting books and financial statements. Other documents as prescribed by law at the head office

or another place, provided that shareholders and the Business Registration Authority are informed of the location where these documents are stored.

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

## **XII. EMPLOYEES AND UNIONS**

### **Article 50. Employees and trade unions**

1. The Director (General Director) must make a plan for the Board of Directors to approve issues related to recruitment, dismissal of employees, salaries, social insurance, benefits, and rewards and discipline for workers and business executives.

2. The Director (General Director) must make a plan for the Board of Directors to approve issues related to the Company's relationship with trade unions according to good management standards, practices and policies. especially, the practices and policies stipulated in this Charter, the Company's regulations and current legal regulations.

## **XIII. PROFIT DISTRIBUTION**

### **Article 51. Distribution of profits**

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

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

3. The Board of Directors can propose that the General Meeting of Shareholders approve the payment of all or part of dividends in shares and the Board of Directors is the agency that implements this decision.

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

5. Pursuant to the Enterprise Law and Securities Law, the Board of Directors passes resolutions and decisions to determine a specific date to finalize the list of shareholders. Based on that date, those registered as shareholders or owners of other securities are entitled to receive dividends in cash or shares, receive notices or other documents.

6. Other issues related to profit distribution are carried out in accordance with the provisions of law.

## **XIV. BANK ACCOUNT, FISCAL YEAR AND ACCOUNTING REGIME**

### **Article 52. Bank account**

1. The company opens accounts at Vietnamese banks or at foreign bank branches licensed to operate in Vietnam.

2. Subject to prior approval of the competent authority, in case of necessity, the Company may open a bank account abroad in accordance with the provisions of law.

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

### **Article 53. Fiscal year**

The Company's fiscal year begins on ... month ... every year and ends on ... month ... every year. The first fiscal year begins from the date of issuance of the Business Registration Certificate and ends on...month...year...

### **Article 54. Accounting regime**

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

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

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

## **XV. FINANCIAL REPORTS, ANNUAL REPORTS AND INFORMATION DISCLOSURE RESPONSIBILITIES**

### **Article 55. Annual, semi-annual and quarterly financial reports**

1. The company must prepare annual financial statements and the annual financial statements must be audited according to the provisions of law. The company publishes audited annual financial statements in accordance with the law on information disclosure on the stock market and submits them to competent state agencies.

2. Annual financial statements must include all reports, appendices, and explanations according to legal regulations on corporate accounting. Annual financial reports must honestly and objectively reflect the Company's operating situation.

3. The company must prepare and publish reviewed semi-annual financial reports and quarterly financial reports in accordance with the law on information disclosure on the stock market and submit them to competent state agencies. .

### **Article 56. Annual report**

The company must prepare and publish an Annual Report in accordance with the provisions of law on securities and the stock market.

## **XVI. COMPANY AUDIT**

### **Article 57. Auditing**

1. The General Meeting of Shareholders appoints an independent auditing company or approves a list of independent auditing companies and authorizes the Board of Directors to decide on selecting one of these units to conduct the audit. Calculate the Company's financial statements for the next fiscal year based on the terms and conditions agreed with the Board of Directors.

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

3. The independent auditor who audits the Company's financial statements is entitled to attend the General Meeting of Shareholders and is entitled to receive notices and other information related to the General Meeting of Shareholders, shareholders and to express their opinions at the general meeting on issues related to the audit of the Company's financial statements.

## **XVII. ENTERPRISE SEAL**

### **Article 58. Enterprise seal**

1. Stamps include stamps made at a seal engraving facility or stamps in the form of digital signatures in accordance with the law on electronic transactions.

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

3. The Board of Directors and Director (General Director) use and manage the seal according to current law provisions.

## **XVIII. DISSOLUTION OF THE COMPANY**

### **Article 59. Dissolution of the company**

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

- a) The operating term stated in the company charter ends without a decision to extend;
- b) According to resolutions and decisions of the General Meeting of Shareholders;
- c) The Certificate of Business Registration is revoked, unless the Law on Tax Administration has other provisions;
- d) Other cases as prescribed by law.

2. The dissolution of the Company before the deadline (including the extended deadline) is decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified or approved by the competent authority (if required) according to regulations.

#### **Article 60. Extension of operation**

1. The Board of Directors convenes a General Meeting of Shareholders at least [7 months] before the end of the operating term so that shareholders can vote on extending the Company's operations at the request of the Board administration.

2. The operating term is extended when the number of shareholders representing 65% or more of the total votes of all shareholders attending the General Meeting of Shareholders approve.

#### **Article 61. Liquidation**

1. At least [06 months] before the end of the Company's operating term or after the decision to dissolve the Company, the Board of Directors must establish a Liquidation Committee consisting of 03 members, of which 02 members appointed by the General Meeting of Shareholders and 01 member appointed by the Board of Directors from an independent auditing company. The liquidation board prepares its operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All costs related to liquidation are given priority by the Company before other debts of the Company.

2. The Liquidation Board is responsible for reporting to the Business Registration Authority on the date of establishment and date of commencement of operation. Since that time, the Liquidation Board represents the Company in all work related to the liquidation of the Company before the Court and administrative agencies.

3. Proceeds from liquidation are paid in the following order:

a) Liquidation costs;

b) Salary debts, severance pay, social insurance and other benefits of employees according to the collective labor agreement and signed labor contract;

c) Tax debt;

d) Other debts of the Company;

d) The remainder after paying all debts from items (a) to (d) above is divided to shareholders. Preference shares are given priority for payment first.

### **XIX. RESOLVING INTERNAL DISPUTES**

#### **Article 62. Resolving internal disputes**

1. In case a dispute or complaint arises related to the Company's operations, the rights and obligations of shareholders according to the provisions of the Enterprise Law, the Company's Charter, other legal regulations or agreements between:

a) Shareholders with the Company;

b) Shareholders with the Board of Directors, Supervisory Board, Director (General Director) or other executives;

The parties involved attempt to resolve such disputes through negotiation and conciliation. Except for disputes related to the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors presides over dispute resolution and requires each party to present information related to the dispute within [... business days] from the date the dispute arose. In case of a dispute related to the Board of Directors or the Chairman of the Board of Directors, any party can request [...] to appoint an independent expert to mediate the resolution process. dispute.

2. In case a conciliation decision is not reached within [06 weeks] from the start of the conciliation process or if the conciliator's decision is not accepted by the parties, a party may refer the dispute to Arbitration or Court.

3. The parties shall bear their own costs related to negotiation and conciliation procedures. Payment of Court expenses is made according to the Court's decision.

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

#### **Article 63. Company charter**

1. Amendments and supplements to this Charter must be considered and decided by the General Meeting of Shareholders.
2. In case the law has regulations related to the Company's activities that are not mentioned in this Charter or in case there are new legal regulations different from the provisions in this Charter, those regulations will apply. to regulate the Company's operations.

## **XXI. EFFECTIVE DATE**

### **Article 64. Effective date**

1. This charter includes [21 sections, 64 articles] unanimously approved by the General Meeting of Shareholders of Joint Stock Company on ... month ... year ... at ... and jointly accepted. Agree the full text of this Charter.
2. The Charter is made in .... copies, has equal value and must be kept at the Company's headquarters.
3. This Charter is unique and official of the Company.
4. Copies or extracts of the company charter are valid when signed by the Chairman of the Board of Directors or at least 1/2 of the total number of members of the Board of Directors.

*Full name and signature of the legal representative or of the founding shareholders or of the authorized representative of the Company's founding shareholders.*