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## **CHARTER**

### **ORGANIZATION AND OPERATION OF VIP GREENPORT JOINT STOCK COMPANY**

*Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, and the relevant implementing regulations;*

*Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019, and relevant implementing regulations;*

*Pursuant to Decree No. 155/2020/ND-CP of the Government dated December 31, 2020 providing in details the implementation of a number of articles of the Law on Securities;*

*Pursuant to Circular No. 116/2020/TT-BTC of the Ministry of Finance dated December 31, 2020 guiding a number of articles on corporate governance of public companies under Decree No. 155/2020/ND-CP;*

*This Charter is approved by the General Meeting of Shareholders of VIP Greenport Joint Stock Company in accordance with Decision No. 01/2014/NQ-DHDCD dated October 22<sup>nd</sup>, 2014, amended under Resolution No. 01/2022/NQ-DHDCD dated April 14, 2022.*

*This Charter shall be govern the operations of VIP Greenport Joint Stock Company.*

### **DEFINITIONS**

In this Charter, the following capitalized terms shall be construed as below:

1. “Company” means VIP Greenport Joint Stock Company;
2. “Charter” means this charter of VIP Greenport Joint Stock Company;
3. “Law on Enterprises” means the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;
4. “Law on Securities” means the Law on Securities No. 54/2019/QH14 dated November 26, 2019;
5. “Charter Capital” means the total par value of shares sold or registered for purchase on establishment of the Company, as recorded in the Company’s Enterprise Registration Certificate and as stipulated under Article 9 hereof;
6. “Share” means a share in the Charter Capital with each share of equal par value;
7. “Shareholder” means an individual or an entity holding at least one issued Share of the Company as recorded in the Shareholder Registry of the Company;
8. “Founding Shareholders” mean those Shareholders holding at least one ordinary Share and signing in the List of Founding Shareholders of the Company;
9. “Share Certificate” means the share certificate of a Shareholder;

10. “General Meeting of Shareholders” means the general meeting of shareholders consisting of all the Shareholders having the right to discuss and vote;
11. “Board” means the board of Directors of the Company elected by the General Meeting of Shareholders and having absolute power to, in the name of the Company, decide and perform all rights and obligations of the Company, except for the rights and obligations under the authority of the General Meeting of Shareholders;
12. “Inspection Committee” means a body elected by the General Meeting of Shareholders to assist the Shareholders in controlling the management and governance of the Company;
13. “Management Personnel” means Chairman of the Board, members of the Board, Director, Deputy Directors, Chief Accountant, Branch Directors, Chief of Representative Offices of the Company and other managerial positions in the Company approved by the Board;
14. “Executives” mean Director, Deputy Directors, Chief Accountant, Branch Directors, Chief of Representative Offices of the Company and other executive positions in the Company approved by the Board;
15. “Non-Executive Members” means members of the Board who is not the Director, Deputy Director, Chief Accountant, and other Executives;
16. “Related Persons” mean the individuals or entities as stipulated under Article 4.46 of the Law on Securities;
17. “Dividends” mean the net profit to be paid for each Share in cash or by shares from the remaining profits of the Company upon satisfaction of its financial obligations;
18. “Establishment Date” means the day on which the Company is issued with the first Enterprise Registration Certificate;
19. “Laws” mean all the legal normative documents as prescribed under Article 1 of the Law on the Promulgation of Legal Normative Documents;
20. “Authorized Representative” means an individual authorized in writing by a Shareholder of the Company to perform his/her rights in the Company in accordance with the Law on Enterprises and this Charter;
21. “Person” means an individual, a group of persons or an organization, as the case may be;
22. “Market Price of Shares” means the transaction price in securities markets or the price assessed by a professional valuer;
23. Terms or expressions as defined in the Law on Enterprises (if not contrary to the subject or context) shall have the same meaning in this Charter.

**CHAPTER I**  
**GENERAL PROVISIONS**  
**NAME AND FORM OF THE COMPANY**

**Article 1. Name and form of the Company**

1.1 Vietnamese name: **CÔNG TY CỔ PHẦN CẢNG XANH VIP**

English name: **VIP GREENPORT JOINT STOCK COMPANY**

Abbreviated name: **VIP GREENPORT**

1.2 Form of the Company: The Company is established in the form of a joint stock company. All of the Company's operations are governed by the Law on Enterprises, relevant regulations and Laws, and the Charter.

**Article 2. Head office and business locality**

2.1 The head office of the Company is located at: Dinh Vu - Cat Hai Economic Zone, Dong Hai 2 Ward, Hai An District, Hai Phong City, Vietnam.

Telephone: (0225) 8830333

Fax: (0225) 8830668

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

Website: [vipgreenport.com.vn](http://vipgreenport.com.vn)

2.2 During the course of its operations, the Company shall, if it thinks expedient, register with the competent authorities for establishing representative offices and branches in other localities in Vietnam or in foreign countries in accordance with the Laws.

**Article 3. Legal status**

3.1 The Company has its full legal status in accordance with the Laws of Vietnam, independent accounting, financial self-control, self-liability for its production and business results, own seal, and bank accounts opened at domestic and offshore banks in accordance with the Laws.

3.2 The Company has its own Charter to govern its organization and operations.

3.3 The Company shall only bear limited financial liability for its debts within its Charter Capital.

3.4 The Company has its own balance sheet, and is entitled to establish its funds in accordance with the Law on Enterprises and Resolutions of the General Meeting of Shareholders.

3.5 The Company shall have the right to issue securities to the public in accordance with the Laws on Securities.

#### **Article 4. Objectives and scope of production and business of the Company**

4.1 Objectives: The Company is established to conduct its business and investment in its registered business lines and industries for the purpose of mobilizing and using capital in service of highly efficient production and business activities, generating works for workers, increasing profits for shareholders, and contributing to the State budget.

4.2 Registered business lines and industries of the Company:

<b>No.</b>	<b>Name of business lines and industries</b>	<b>Code</b>
1	Goods loading and unloading services - Container handling services (CPC 7411)	5224
2	Other supporting services activities relating to transport. - Customs clearance services; freight forwarding services; bills of lading examinations; goods transport brokerage services; goods inspections; sampling and weight determination services; goods receipt and acceptance services; transport documentation preparation services	5229
3	Warehouse and goods storage - Container warehouse service - Warehouse services (CPC 742)	5210
4	Coastal and transoceanic transport of goods - International goods transports (CPC 7212)	5012
5	Inland water transport of goods - Inland water transport services of goods (CPC 7222)	5022
6	Agency, brokerage, auction - Goods transport agency services (CPC 748)	4610
7	Road transport of goods - Road transport services of goods (CPC 7123)	4933
8	Repair of machinery and equipment - Maintenance and repair services of machinery and equipment services (not including maritime vessels, aircrafts or other transport means and equipment) (CPC 633)	3312

4.3 The Company is permitted to conduct business lines and industries announced on the national enterprise registration information portal and this Charter, in compliance

with the applicable Laws. In addition to the above-mentioned main business lines and industries, the Company may during the course of its operations conduct other business lines and industries not prohibited by the Laws and approved by the General Meeting of Shareholders.

#### **Article 5. Legal representative of the company**

5.1 According to this Charter, the Company shall have only one legal representative. The legal representative shall be the Director of the Company.

5.2 Rights and obligations of the legal representative are as follows:

- i. to exercise the rights and perform the obligations arising from transactions of the Company on behalf of the Company, represent the Company as a person requesting for resolution of civil matters, a plaintiff, a defendant, or a person with related rights and obligations before arbitral tribunals, courts, and perform other rights and obligations under the law.
- ii. the legal representative must reside in Vietnam and must authorize Deputy Director or one of Executives in writing to exercise the rights and perform the obligations of legal representatives when the former exits Vietnam. In this case, the legal representative must remain responsible for the performance of the authorized rights and obligations.

#### **Article 6. Term of operation**

The term of operation of the Company in accordance with the Laws shall be from the date of the first issue of its Enterprise Registration Certificate and indefinite, except where the Company is dissolved or bankrupt as stipulated under 0 hereof.

#### **Article 7. Principles for the Company's organization, operations, and management**

7.1. The Company shall operate on voluntary, equitable, and democratic basis in compliance with the Laws.

7.2. The General Meeting of Shareholders is the Company's highest decision-making body that includes all Shareholders having the right to vote.

7.3. The General Meeting of Shareholders shall elect the Board to run and manage the Company within the interval between two meetings of the General Meeting of Shareholders, and elect the Inspection Committee to control all business, governance, and management activities of the Company.

7.4. The daily operations of the Company shall be managed by the Director, who is appointed and dismissed by the Board.



- 7.5. The Director shall be assisted in the management of the daily operations of the Company by the Deputy Director, who is appointed and dismissed by the Board on the recommendation of the Director.

### **Article 8. Socio-political bodies in the Company**

- 8.1. The establishment and operations of any socio-political body in the Company shall be in compliance with the Laws and such body's charter.
- 8.2. The Company respects and provides such bodies with favorable conditions in order that such bodies shall operate in line with its functions, duties, and its charter in accordance with this Charter and Resolutions of the General Meeting of Shareholders.

## **CHAPTER II CAPITAL – SHARES – SHARE CERTIFICATES – SHAREHOLDERS**

### **SECTION 1. CAPITAL**

#### **Article 9. Charter Capital**

- 9.1. The Charter Capital of the Company is VND 632,500,000,000 (*Six hundred thirty two billion, five hundred million Vietnamese Dong*).
- 9.2. Any increase in the Charter Capital shall be determined by the General Meeting of Shareholders and registered with the competent authorities. The Charter Capital of the Company shall be in no cases lower than the legal capital as required by the Laws applicable to the Company's business areas.
- 9.3. Domestic organizations, Vietnamese people, foreign organizations, non-resident foreigners in Vietnam, and overseas Vietnamese are permitted to acquire shares of the Company under the Law on Enterprises, unless as otherwise stipulated under the Laws of Vietnam.
- 9.4. The Charter Capital of the Company shall be contributed by the Shareholders in Vietnamese Dong, gold, freely convertible foreign currencies, technology, technical know-hows or other assets as determined by the Board.
- (a) If the capital is contributed in the form of gold, freely convertible foreign currencies other than in Vietnamese Dong, it shall be converted into Vietnamese Dong according to the gold rate or foreign exchange rate published by the State Bank of Vietnam at the time of capital contribution.
- (b) If the capital is contributed in the form of assets other than in Vietnamese Dong, gold, or freely convertible foreign currencies, the Company shall establish an Evaluation Council that includes one or some members of the

Board, the Director or Deputy Director, Chief Accountant, members of the Inspection Committee, or engage a professional valuer to evaluate such contributed assets.

## **SECTION 2. SHARES – SHARE CERTIFICATES**

### **Article 10. Shares**

- 10.1. The Charter Capital of the Company shall be divided into equal amounts, each of which is called a share. Share ownership certificates issued by the Company shall be called share certificates, and the amount recorded therein means the value thereof of those Shareholders who acquired Shares.
- 10.2. The Company's Charter Capital is divided into 63,250,000 (sixty three million and two hundred fifty thousand) Shares, at a par value of VND10,000 (ten thousand Vietnamese Dong) each, fully contributed by the Founding Shareholders and other Shareholders. Shares of the same class shall provide its owners with equal rights, obligations, and benefits.

### **Article 11. Classes of Shares**

- 11.1. The Company's Shares include ordinary shares and preferred shares. Preferred shares include redeemable preferred shares, preferred shares with voting rights, shares with preferred dividends, and shares with preferred purchase price. Preferred shares may be converted into ordinary shares as determined by the General Meeting of Shareholders. Ordinary shares may not be converted into preferred shares. The Company shall initially issue ordinary shares only.
- 11.2. Each ordinary share has a par value of VND10,000 (ten thousand Vietnamese Dong) at the time of registration of the Company's business.
- 11.3. Preferred shares with voting rights
  - (a) Preferred shares with voting rights are those that have higher number of votes than those of the ordinary shares. Shareholders holding preferred shares with voting rights shall have the number of votes as determined by the General Meeting of Shareholders when such preferred shares with voting rights are issued.
  - (b) Only Founding Shareholders are entitled to hold preferred shares with voting rights, and their voting preferred shares shall only be valid for three years of the date the Company is issued with Enterprise Registration Certificate. After such said three-year period, their preferred shares with voting rights shall be converted into ordinary shares.
  - (c) Rights of the Shareholders holding preferred shares with voting rights:

- to vote on matters falling under the authority of the General Meeting of Shareholders with the number of votes as stipulated in Item a, Clause 3 of this Article; and
- Other rights as those of ordinary shareholders, except for the right to transfer such shares to another person.

#### 11.4. Shares with preferred dividends

- (a) Shares with preferred dividends are shares that pay higher dividends than the dividends paid on ordinary shares, or that pay a fixed amount of annual dividends. Annually distributed dividends include fixed dividends and bonus dividends, with fixed dividends not subject to the Company's business outcomes. The specific rate of fixed dividends and method of determination of bonus dividends shall be written on the Share Certificates of the shares with preferred dividends.
- (b) Rights of the Shareholders holding shares with preferred dividends:
- to receive dividends at the rate as regulated;
  - to be entitled to receive part of the remaining assets in proportion to their contributed capital to the Company after the Company has paid all of its debts and redeemable preferred shares upon its dissolution or bankruptcy;
  - Other rights as those of ordinary shareholders, except for voting rights, the right to attend meetings of the General Meetings of Shareholders, and the right to nominate candidates to the Board and the Inspection Committee.

#### 11.5. Redeemable preferred shares

- (a) Redeemable preferred shares are shares that will be redeemed by the Company at any time at the request of their holders or under the conditions written on their Share Certificates.
- (b) Shareholders holding redeemable preferred shares shall have the same rights as those of ordinary shareholders, except for voting rights, the right to attend meetings of the General Meetings of Shareholders, and the right to nominate candidates to the Board and the Inspection Committee.

#### 11.6. Conditions for payment and treatment of redeemed shares:

- (a) Share Certificates recording the ownership of the redeemed shares must be destroyed after such shares have been fully paid for. The Chairman of the Board and Director shall be jointly responsible for losses incurred by the

Company as a result of their failure or delay in destroying such Share Certificates.

- (b) After the redeemed shares have been fully paid for, if the total asset value as recorded in the Company's accounting books reduces by more than 10%, then the Company must notify all of its creditors of the same within fifteen (15) days of the date on which such redeemed shares are fully paid for.

## **Article 12. Form of Share Certificates**

12.1 Share Certificates are certificates issued by a joint stock company, book entries or electronic data certifying the ownership of one or a number of shares in that company. Share Certificates must contain the following information:

- (a) Name, enterprise code, head office address of the Company;
- (b) Number and date of issue of Enterprise Registration Certificate;
- (c) Amount and class of shares;
- (d) Par value of each share and total par value of the number of shares recorded in the Share Certificate;
- (e) In case of a shareholder that is an individual, full name, mailing address, nationality, ID numbers of such shareholder; in case of a shareholder that is an entity, name, enterprise/organization ID numbers, domicile address, of such shareholder with respect to name-bearing Share Certificates;
- (f) signature of the Legal Representative and the seal of the Company;
- (g) Registration number in the Shareholder Registry of the Company and issuance date of Share Certificates;
- (h) Other information as required under Articles 116, 117 and 118 of the Law on Enterprises as applicable to Share Certificates of preferred shares.

12.2. In case of any errors in the form and substance of the Share Certificates issued by the Company, rights and interests of its holders shall not be affected. The Chairman of the Board and Director of the Company shall be jointly liable for losses caused to the Company as a result of such errors.

12.3. If a Share Certificate is lost, deformed, burned down, or otherwise destroyed, the shareholder holding the same shall be re-issued with new Share Certificate by the Company at such shareholder's request.

The shareholder giving such request must expressly state in the request that:

- (a) His/her Share Certificate is actually lost, burned down, or otherwise destroyed; in case of loss, such shareholder must further undertake that he/she

has used his/her best efforts to look for it and will give it back to the Company for destruction if it is found;

- (b) He/she shall be responsible for any dispute arisen as a result of the re-issuance of a new Share Certificate.

With regard to any Share Certificate having a face value of more than ten million Vietnamese Dong, prior to acceptance of the request for re-issuance of a new Share Certificate, the Legal Representative of the Company may request the holder thereof to print a notification that his/her Share Certificate is lost, burned down or otherwise destroyed on a newspaper and then to request the Company to re-issue a new Share Certificate after fifteen (15) days of the day on which the notification is posted.

- 12.4. Share Certificates of the Company shall be issued in the form as regulated by the Ministry of Finance of the Socialist Republic of Vietnam.

### **Article 13. Transfer of Shares**

- 13.1 All Shares shall be freely transferrable unless otherwise stipulated by this Charter and the Laws. Shares listed or registered for trading on the stock exchange shall be transferred in accordance with the law on securities and securities market.
- 13.2 Shares which have not yet been paid for in full shall not be transferrable nor entitled to related benefits such as right to receive dividends, right to receive Shares issued to increase share capital from equity, right to purchase new Shares offered for sale and other benefits as stipulated by the Laws.

### **Article 14. Inheritance of Shares**

- 14.1 On the decease of an individual shareholder or liquidation or dissolution of entity shareholder, the Company shall recognize the following persons to have the right to own the Shares, in whole or in part, of the deceased:
  - (a) The only legal successor as stipulated by applicable laws;
  - (b) In case of having more than one lawful successor, they must nominate only one person representing them by way of notarized authorization procedures. The Company shall not settle disputes among the legal successors under the Laws.
- 14.2 An individual person or entity who legally inherits rights of ownership shall register as the owner of the inherited shares, become a new shareholder and be entitled to all benefits and all obligations of the shareholder that he/she/it inherits from.

## **SECTION 3. SHAREHOLDERS**

### **Article 15. Rights of ordinary shareholders**

#### **15.1 Shareholders of the Company:**

- (a) Shareholders of the Company are organizations or individuals that legally own one or more shares of the Company, whose names are recorded in the Shareholder Registry of the Company;
- (b) A Shareholder is entitled to appoint an authorized representative (in writing) to represent himself/herself to exercise a shareholder's rights, attend the General Meeting of Shareholders, or meetings of the Board and the Inspection Committee in accordance with this Charter and the applicable Laws. In case of a shareholder that is an organization having more than one authorized representatives so appointed, it is required to specify the number of shares and votes of each such authorized representative. Any appointment, termination or replacement of an authorized representative must be notified in writing to the Company as soon as possible. Such notice must contain the following information:
  - Name, domicile address, nationality, number and date of establishment decision or of Enterprise Registration Certificate of such shareholder.
  - Number of shares and class of shares and date of registering to be a shareholder of the Company.
  - Full name, domicile address, nationality, ID numbers of the authorized representative.
  - Number of shares authorized to be represented.
  - Term of service of the authorized representative.
  - Full name, signature of the authorized representative and Legal Representative of the shareholder.
- (c) If a shareholder is an entity newly merged from an old entity, or inheriting the rights and obligations from the old entity, then such new shareholder must submit to the Board legal documents regarding such consolidation or succession for treatment of the shares, shareholders, Share Certificates, and representatives under the applicable Laws.

#### **15.2 Ordinary shareholders shall have the following rights:**

- (a) Attending and speaking at meetings of the General Meeting of Shareholders and voting directly or through their authorized representatives; each ordinary share shall have one vote;

- (b) Receiving dividends in accordance with resolutions of the General Meeting of Shareholders;
- (c) Having pre-emption rights to buy newly offered shares in proportion to the ordinary shares held by each shareholder in the Company;
- (d) Being at liberty to transfer their shares to other shareholders and to those who are not shareholders;
- (e) Examining, looking up, and making extracts of information in the list of shareholders entitled to vote and requiring to correct any incorrect information;
- (f) Examining, looking up, making extracts or copies of the Charter, the minutes book and resolutions of the General Meeting of Shareholders;
- (g) Voting from a distance with respect to meetings of the General Meeting of Shareholders (if applicable);
- (h) Being equitably treated; particularly, each Share of the same class shall provide the shareholders with equal rights, obligations, and benefits;
- (i) Being provided with sufficient periodical and ad hoc information about the operations of the Company;
- (j) Being protected for their legitimate interests; particularly, if any decision of the General Meeting of Shareholders or the Board is in breach of the Laws or fundamental interests of the Shareholders as stipulated under the Laws, the Shareholders shall have right to request for nullifying such decision in accordance with the processes and procedures as provided for by the Laws and in Article 31 and Article 32.6 of this Charter. In the event the decisions violating the Laws cause losses to the Company, the Board, the Inspection Committee, and the Director shall indemnify the Company based on its liability. The Shareholders shall have the right to require the Company to indemnify them against all losses in accordance with the Laws;
- (k) Upon dissolution or bankruptcy of the Company, receiving a part of the remaining assets in proportion to the number of shares contributed to the Company upon payments by the Company for all of its debts to all creditors and senior creditors as stipulated under the Laws, and upon payments to preference shareholders (if any) in accordance with their rights under the decision of the General Meeting of Shareholders; and
- (l) Having other rights and obligations as stipulated under the Laws and this Charter.

**15.3 Shareholders or groups of shareholders owning from 05% or more of the total ordinary shares shall have the following rights:**

- (a) Nominating themselves/nominating candidates to the Board and the Inspection Committee;
- (b) Reviewing and making extracts of the minutes book and Resolutions of the Board, annual and mid-year financial statements prepared in the form regulated under the Vietnamese accounting system and reports of the Inspection Committee, contracts and transactions subject to approval by the Board and other documents, except documents relevant to the Company's business and trade secrets;
- (c) Requesting to convene meetings of the General Meeting of Shareholders in such cases as stipulated under Item 4 of this Article;
- (d) Requesting the Inspection Committee to inspect each specific matter relating to the management and operations of the Company as they think necessary. Such request must be in writing and must contain the following information: full name, mailing address, nationality, ID numbers in case of the shareholder that is an individual; name, enterprise/organization ID numbers and domicile addresses in case of the shareholder that is an entity; the number of shares and the time of share registration of each shareholder, the total number of shares of groups of shareholders and their shareholding of the total number of shares in the Company; matters required to be inspected and inspection purposes;
- (e) Proposing matters to be included in the agenda of the General Meeting of Shareholders as provided in Article 23.2 of this Charter; and
- (f) Having other rights and obligations as stipulated under the Laws and this Charter.

**15.4 Shareholders or groups of shareholders as stipulated in Item 3 of this Article shall have the right to require for convening meetings of the General Meeting of Shareholders in the following cases:**

- (a) The Board is in serious breach of the shareholders' rights, obligations of Management Personnel, or makes decisions falling beyond its granted power;
- (b) A request to convene a meeting of the General Meeting of Shareholders must be in writing and must contain the following information: full name, mailing address, ID numbers, in case of the shareholder that is an individual; name, enterprise/organization ID numbers and domicile address, in case of the shareholder that is an entity; the number of shares and the time of share registration of each shareholder, the total number of shares of the group of shareholders and their shareholding ratios of the Company; grounds and reasons for requiring to convene the meeting of the General Meeting of Shareholders. And such request must be attached with the documents and



evidence with respect to such breaches of the Board, severity of such breaches or with respect to the decision made beyond the Board's authority.

## **Article 16. Obligations of ordinary shareholders**

16.1 Making full payment for the number of shares committed to be acquired within ninety (90) days of the date the Company is issued with Enterprise Registration Certificate; being liable for debts and other asset obligations of the Company within the capital amount they contributed to the Company.

Not allowed to withdraw their capital contributed in the form of ordinary shares from the Company in any way, unless their shares are redeemed by the Company or other persons. If any shareholder withdraws its contributed share capital, in whole or in part, which is contrary to the provisions of this clause, such shareholder and the persons with related interests in the Company shall be jointly responsible for debts and other asset obligations of the Company within the withdrawn amount and for damages incurred.

16.2 Complying with the Charter and internal management regulations of the Company.

16.3 Attending meetings of the General Meeting of Shareholders and exercising voting rights by the following methods:

- (a) Attending and voting directly at the meeting;
- (b) Authorizing another person to attend and vote at the meeting;
- (c) Attending and voting at an online meeting, sending an electronic vote, or voting by some other electronic means;
- (d) Sending votes to the meeting by letter, fax or email.

16.4 Complying with resolutions, decisions of the General Meeting of Shareholders and the Board.

16.5 Performing other obligations in accordance with the Law on Enterprises and the Charter.

16.6 Being personally responsible for any of the following acts taken in the name of the Company in any way:

- (a) Violating the Laws;
- (b) Conducting business and other transactions for its own benefits and/or for the benefits of other organizations or individuals;
- (c) Paying immature debts that would possibly leave the Company in financial risks.

16.7 Protecting the confidential of information provided by the Company in accordance

with the Company's Charter and the Law; only using the provided information for exercising and protecting their lawful rights and interests; no copying, sending the information provided by the Company to any other organizations and individuals.

## **Article 17. Redeeming shares at Shareholders' request**

### 17.1 Redeeming shares at a Shareholder's request:

- (a) Any Shareholder voting against the decision on re-organization of the Company, or on change of rights and obligations of the Shareholders as stipulated herein shall have the right to request the Company to redeem its shares. Such request must be in writing specifying name and address of such Shareholder, the number of shares of each class, proposed selling price, and the reasons for requesting the Company to do so, and must be submitted to the Company within ten (10) days from the date on which the General Meeting of Shareholders adopted the decisions on such matters as stated in this clause.
- (b) The Company must redeem the shares as requested by the Shareholder under paragraph (a) of this clause at the market price, or at the price provided by a professional valuer licensed to operate in Vietnam engaged by the Company within ninety (90) days of its receipt of such request. In the absence of an agreed price, such Shareholder may sell its shares to other persons. If the two parties mutually agree to engage a professional valuer to evaluate the share price, the Company shall recommend at least three professional valuers for such Shareholder's selection and the Shareholder's choice shall be final.

### 17.2 Redeeming shares in accordance with the decision of the Company: The Company shall have the right to redeem ordinary shares not exceeding 30% of the total outstanding ordinary shares sold, and shares with preferred dividends sold, in whole or in part, as regulated below:

- (a) The Board shall have the right to decide to redeem not more than 10% of the total number of shares of each class offered for sale in every twelve-month period. In other cases, the redemption of shares shall be decided by the General Meeting of Shareholders.
- (b) The Board shall decide the share redemption price. For ordinary shares, the redemption price must not be higher than the market price at the time of redemption, except for the case as stipulated in paragraph (c) of this clause. For shares of other classes, if there is no other different agreement between the Company and relevant shareholders, the redemption price must not be lower than the market price.
- (c) The Company may redeem shares of each shareholder in proportion to their shareholding in the Company. In this case, the decision on share redemption

of the Company must be notified by way of registered mails to all shareholders within thirty (30) days as from the date on which the decision is adopted. Such notice shall specify name, head office address of the Company, the total number and class of shares to be redeemed, the redemption price or the principles for evaluating the redemption price, the procedures and the time for payment, and the procedures and the time for shareholders' offer for sale of their shares to the Company.

- 17.3 Any Shareholder who agrees to sell its shares back to the Company shall submit its offer for sale by way of registered mail to the Company within thirty (30) days of the date of such notice. Such offer shall specify full name, mailing address, ID numbers of the shareholder that is an individual; name, enterprise/organization ID numbers and domicile addresses enterprise/organization ID numbers and domicile addresses of the shareholder that is an entity; the number of shares owned and the number of shares offered for sale; method of payment; signature of such shareholder or its Legal Representative. The Company shall only redeem such shares as offered for sale within the above specified period.
- 17.4 Conditions for payment and treatment of the redeemed shares shall be in accordance with the Law on Enterprises.

#### **Article 18. Founding Shareholders of the Company**

- 18.1. The Founding Shareholders shall jointly subscribe for at least 20% of the number of ordinary shares authorized to be offered for sale and fully paid for such subscribed shares within ninety (90) days of the date the Company is issued with Enterprise Registration Certificate.
- 18.2. Within such ninety (90) days of the issue date of its Enterprise Registration Certificate, the Company shall notify the business registration authority of its share capital contribution. The legal representative of the Company shall be personally responsible for any losses incurred by the Company and other people due to his/her delay in notifying the same, or submission of untrue, inaccurate, or insufficient notice.
- 18.3. If any Founding Shareholder fails to fully pay for his/her subscribed shares, then the number of such unpaid shares shall be dealt with in any of the following manners:
- (a) The remaining Founding Shareholders shall fully pay for such shares in proportion to their shareholding in the Company.
  - (b) One or some Founding Shareholders agree to fully pay for such shares.
  - (c) Mobilizing others who are not founding shareholders to accept to pay in full for such shares; and then they shall apparently become Founding Shareholders

of the Company. In this case, the Founding Shareholder failing to pay for his/her shares as subscribed shall apparently no longer be a shareholder of the Company.

- (d) When the Founding Shareholders' subscribed shares have not yet been paid in full, the Founding Shareholders shall jointly be responsible for debts and other asset obligations of the Company within the value of such unpaid shares.

### **CHAPTER III ORGANIZATION, GOVERNANCE, MANAGEMENT AND CONTROL**

#### **SECTION 1. GENERAL MEETING OF SHAREHOLDERS**

##### **Article 19. Organizational structure managing the Company**

Organizational structure managing and controlling the Company shall be as below:

- The General Meeting of Shareholders;
- The Board of Directors;
- Director; and
- The Inspection Committee.

##### **Article 20. Rights and obligations of the General Meeting of Shareholders**

20.1. The General Meeting of Shareholders shall be the highest decision-making body of the Company. The General Meeting of Shareholders shall have right to discuss and approve the following matters:

- (a) Approving audited annual financial statements;
- (b) Approving the long-term development plan, annual business plan of the Company;
- (c) Reports of the Board on performance result of the Board and each member of the Board;
- (d) Reports of the Inspection Committee on the business performance of the Company, performance result of the Board and Director;
- (e) Reports on self-assessment on its operation of the Inspection Committee and its members;
- (f) Deciding classes of shares and total number of shares of each class authorized to be offered for sale; deciding annual dividend rate for each class of shares;

- (g) Dividends rate of each share and each class;
- (h) Electing, dismissing, removing members of the Board and members of the Inspection Committee;
- (i) Deciding the total remuneration, salary, bonuses and other interests of the Board and the Inspection Committee;
- (j) Deciding investments or sale of assets with a value equal to or greater than 30% of the total asset value as recorded in the Company's latest financial statements;
- (k) Deciding any amendment, modification to the Charter of the Company, except for adjusting the Charter Capital as a result of additional sale of new shares within the number of shares authorized to be offered for sale as stipulated herein;
- (l) Approving internal regulations on corporate governance, regulations on operation of the Board and the Inspection Committee;
- (m) Deciding any increase or decrease in the Charter Capital of the Company, except as stipulated in Item (k) above; deciding any supplementation of business lines and industries;
- (n) Deciding any redemption of more than 10% of the total sold shares of each class;
- (o) Considering and dealing with violations of the Board, the Inspection Committee that cause losses to the Company and Shareholders;
- (p) Deciding the re-organization or dissolution of the Company;
- (q) Approving the list of approved auditing firms; deciding the auditing firm to be approved to examine the Company's operations when deeming it necessary;
- (r) The Company or its Branch entering into agreements with such persons as stipulated under clause 1, Article 167 of the Law on Enterprises with the values equal to or greater than 30% of the total asset value as recorded in the Company's latest financial statements; and
- (s) Other rights and duties as stipulated under this Charter and the Law on Enterprises.
- (t) Approving the division, splitting off, amalgamation, merger or conversion of enterprise form of the Company;
- (u) Approving the transactions provided in Clause 4 Article 293 of Decree 155/2020/ND-CP; and

- (v) Other matters subject to its rights and obligations as provided in Article 20.1 above, other regulations of this Charter and the Laws.

## **Article 21. Authority to convene meetings of the General Meeting of Shareholders**

- 21.1 The General Meeting of Shareholders may meet annually or extraordinarily and shall meet at least once a year. Venues for meetings of the General Meeting of Shareholders must be in the territory of Vietnam.
- 21.2 The annual General Meeting of Shareholders must be held within a period of four (04) months and such period may be extended, provided that it shall not exceed six (06) months from the end of the fiscal year.
- 21.3 The Board must convene an extraordinary General Meeting of Shareholders in the following circumstances:
  - (a) the Board considers it necessary in the interests of the Company;
  - (b) the number of the Board Members is reduced by more than one-third of the number as stipulated herein;
  - (c) at the request of a Shareholder or group of Shareholders specified in Article 15.3 hereof;
  - (d) at the request of the Inspection Committee; and
  - (e) Other circumstances in accordance with the Laws.
- 21.4 The Board must convene a meeting of the General Meeting of Shareholders within thirty (30) days of the date the number of the Board Members is as described in Item (b) above, or of its receipt of such requests as stipulated in Item (c) and (d) above of Article 21.3.

If the Board fails to convene the meeting of the General Meeting of Shareholders as stipulated above, the Chairman of the Board shall be responsible before the Laws for the same and shall compensate for losses incurred by the Company.

- 21.5 If the Board fails to convene the meeting of the General Meeting of Shareholders as stipulated in Article 21.4, then within the next thirty (30) days, the Inspection Committee shall convene a meeting of the General Meeting of Shareholders in lieu of the Board as stipulated under this Charter.

If the Inspection Committee fails to convene the meeting of the General Meeting of Shareholders as stipulated above, the Head of the Inspection Committee shall be responsible before the Laws for the same and shall compensate for losses incurred by the Company.

- 21.6 If the Inspection Committee fails to convene the meeting of the General Meeting of Shareholders as stipulated in Article 21.5, the shareholders or group of shareholders

as stipulated under Article 15.3 hereof that request for convening a meeting shall have the right to convene a meeting of the General Meeting of Shareholders in lieu of the Board and the Inspection Committee in accordance with the provisions of this Charter.

In this case, the shareholders or group of shareholders convening such meeting of the General Meeting of Shareholders may request the business registration authority to supervise the convening and conduct of the meeting if they see necessary.

- 21.7 The convener of a meeting must prepare list of shareholders entitled to attend the meeting of the General Meeting of Shareholders, provide information and deal with any complaint against such list of shareholders, prepare the agenda of the meeting, prepare documents, determine the time and venue of the meeting, and send notice of the meeting to each shareholder entitled to attend the meeting in accordance with the Law on Enterprises.
- 21.8 Reasonable costs and expenses for convening and conducting a meeting of the General Meeting of Shareholders under the provisions as stipulated in clauses 4, 5 and 6 of this Article shall be reimbursed by the Company.
- 21.9 Meetings of the General Meeting of Shareholders shall be chaired by the Chairman of the Board. In the absence of the Board's Chairman, a member of the Board shall be authorized by the Board's Chairman to chair the meeting except the captioned meeting convened according to the clauses 5 and 6 of this Article.

## **Article 22. List of shareholders entitled to attend meetings of the General Meeting of Shareholders**

- 22.1 The list of shareholders entitled to attend meetings of the General Meeting of Shareholders shall be prepared based on the Shareholder Registry of the Company and shall be prepared upon availability of the decision for convening a meeting and completed not earlier than ten (10) days prior to the service of notice of the meeting of the General Meeting of Shareholders;
- 22.2 The list of shareholders entitled to attend meetings of the General Meeting of Shareholders must contain the following information: full name, mailing address, ID numbers, in case of the shareholder that is an individual; name, enterprise/organization ID numbers and domicile addresses, in case of the shareholder that is an entity; the number of shares of each class, number and date of shareholder registration of each shareholder.
- 22.3 Shareholders shall have the right to inspect, look up, make extracts and copies of the list of shareholders entitled to attend meetings of the General Meeting of Shareholders; and request to correct any inaccurate information or supplement any necessary information relating to them in such list.

## **Article 23. Agenda of the General Meeting of Shareholders**

- 23.1 The person who convenes the General Meeting of Shareholders must make a list of shareholders entitled to attend the meeting and vote; Preparation of the agenda, contents, meeting documents and draft resolutions for each issue in the agenda; To determine the time and venue of the meeting and send the meeting invitation notice to shareholders entitled to attend the meeting. Disclosure of information on the list of shareholders has the right to attend the meeting of shareholders at least twenty (20) days before the final registration date.
- 23.2 Shareholders or groups of shareholders mentioned in Clause 3, Article 15 of this Charter may propose matters to be included in the agenda of the General Meeting of Shareholders. Proposals must be in writing and must be sent to the Company at least three (03) working days prior to service of notice of the General Meeting of Shareholders. Proposed contents include the full name of the shareholder, mailing addresses, nationalities, ID numbers of shareholders for individual shareholders; the name, enterprise identification number or establishment decision number, domicile address for organization shareholders; the number and type of shares the shareholder holds, and the content of the proposal to be included in the agenda..
- 23.3 The convener of a meeting of the General Meeting of Shareholders may only decline any proposal as regulated in Article 23.2 above upon occurrence of any of the following:
- (a) Such proposal is not submitted in accordance with Article 23.2 above or its contents are not sufficient or accurate.
  - (b) The proposed matter falls beyond the authority of the General Meeting of Shareholders.
  - (c) The proposed matter is contrary to the applicable Laws;
- If the convener who convenes the General Meeting of Shareholders refuses the proposal, at least 02 days before the GMS, he/she must reply in writing and clearly state the reason of rejection before the General Meeting of Shareholders.
- 23.4 The convener of a meeting of the General Meeting of Shareholders must accept and include any proposal as stated in Article 23.2 in the projected meeting agenda, except as prescribed in Article 23.3; such proposals shall be officially supplemented to the meeting agenda if approved by the General Meeting of Shareholders.

## **Article 24. Notice of meetings of the General Meeting of Shareholders**

- 24.1 The convener of a meeting of the General Meeting of Shareholders must send notice of the meeting to all shareholders entitled to attend the meeting no later than twenty



one (21) days prior to the commencement of the meeting. Such notice must be sent by way of registered mail to the addresses of the shareholders.

Such notice must contain the following: name, head office address, number and date of issue of Enterprise Registration Certificate, place of registration of the Company's business; names and domicile addresses of the shareholders or their authorized representatives; time and venue of the meeting.

24.2 The agenda of the General Meeting of Shareholders, documents related to the issues to be voted on at the General Meeting will be posted on the website of the Company. The notice of invitation to the General Meeting of Shareholders sent to shareholders as prescribed in this Clause will specify where and how to download meeting documents and the Company will send meeting documents to shareholders if requested by shareholders..

### **Article 25. Right to attend meetings of the General Meeting of Shareholders**

25.1 A shareholder who is an individual or an authorised representative of a shareholder that is an entity may authorise directly or in writing a proxy to attend a General Meeting of Shareholders on his/her/its behalf. If a shareholder that is an entity does not have an authorised representative appointed pursuant to Article 15.1. herein, it shall appoint a proxy to attend the General Meeting of Shareholders on its behalf.

25.2 An authorization appointing a proxy to attend a General Meeting of Shareholders shall be in writing in the form issued by the Company and signed as stipulated below:

(a) In case of an individual shareholder, it shall be signed by such shareholder. In case of an authorised representative of a shareholder that is an entity, it shall be signed by such shareholder's authorised representative, legal representative and by the proxy.

(b) In other cases, it shall be signed by the shareholder's legal representative and its proxy.

(c) The proxy must submit the written authorization before attending the meeting.

25.3 Except as stipulated in item 4 of this Article, the proxy's vote within the scope of authority still remains in force and effect upon occurrence of any of the following:

(a) The authorizing person is dead, is of restricted civil act capacity or has lost his civil act capacity.

(b) The authorizing person has terminated the authorization.

- 25.4 The provisions of item 3 of this Article shall not apply if the Company receives a written notice of any of the circumstances as described in item 3 above 24 (twenty-four) hours before commencing a General Meeting of Shareholders.
- 25.5 In case the shares were transferred during the period beginning from the date on which the list of shareholders was finalized to the commencement date of a General Meeting of Shareholders, the transferee shall be entitled to attend the General Meeting of Shareholders in place of the transferor with respect to the transferred shares.
- 25.6 The Board Members and the Inspection Committee shall certainly be entitled to attend meetings of the General Meeting of Shareholders.

#### **Article 26. Conditions for holding meetings of the General Meeting of Shareholders**

- 26.1 A meeting of the General Meeting of Shareholders shall only be validly held when the number of participating shareholders or its proxies represents at least 70% of the total number of voting shares.
- 26.2 If the General Meeting of Shareholders held for the first time does not meet the quorum requirements as set out in item 1 of this Article, then a second meeting may be convened within a period of thirty (30) days from the date on which the first meeting was intended to be held, provided that the quorum at such reconvened meeting shall be met when the number of participating shareholders represents at least 66% of the total number of voting shares.
- 26.3 If it is required to convene a meeting of the General Meeting of Shareholders for the third time, such meeting shall always be held, irrespective of the number of participating shareholders and the proportion of the voting shares represented by such participating shareholders.
- 26.4 Only the General Meeting of Shareholders shall be entitled to change the meeting agenda as attached to the notice of meeting of the General Meeting of Shareholders as set out in Article 24.1 herein.

#### **Article 27. Procedures for holding and voting at the meetings of the General Meeting of Shareholders**

The procedures for holding and voting at a meeting of the General Meeting of Shareholders shall be as follows:

- 27.1 When conducting shareholder registration, the Company will issue to each shareholder or its authorized representative a voting card with the shareholder's code, shareholder's name and surname and the name of the authorized representative, the number of votes of the shareholder, the issues to vote at the meeting and the

company's seal. The Meeting will publicly announce the issues to be voted on according to the agenda of the meeting, the shareholders/authorized representatives of the shareholders vote on the issues by holding their votes up under the control of the chairman of the General Meeting, also be marked on the ballot box under the guidance of Vote Checking Committee. When conducting voting at the meeting, the Vote Checking Committee counts the votes for agree, disagree and no option votes of each content, sum up and report the results to the chairman of the meeting. The counting result shall be announced by the chairman of the meeting after the completion of the counting of votes.

27.2 Chairman, Secretary and Vote Checking Committee of a meeting of the General Meeting of Shareholders shall be stipulated as follows:

- (a) The Chairman of the Board shall preside over meetings or authorize another member of the Board of Directors to chair the General Meeting of Shareholders convened by the Board; where the Chairman is absent or is otherwise temporarily unable to perform his duties as Chairman, the remaining Board Members shall elect one of them to hold the position of the chairman temporarily. In case none of them is capable of being the chairman, the Board Member who is of the highest position shall cause the General Meeting of Shareholders to elect the chairman among the participating shareholders and who wins the most votes will become the chairman;
- (b) In other cases, the person who convenes a meeting of the General Meeting of Shareholders shall cause the General Meeting of Shareholders to elect the chairman and who wins the most votes will become the chairman;
- (c) The Chairman shall appoint a Secretary to be in charge of preparing minutes of meetings of the General Meeting of Shareholders;
- (d) The General Meeting of Shareholders shall elect a committee of not more than three members responsible for checking votes on the chairman's recommendation ("**Vote Checking Committee**");

27.3 The meeting agenda and proposal provided pursuant to Clause 23.2 (if any) of this Charter must be approved by the General Meeting of Shareholders immediately after the commencement of the meeting and the agenda must specify the time to be spent on each item on the agenda;

27.4 The Chairman and the Secretary of a meeting of the General Meeting of Shareholders shall have the right to take necessary measures to cause the meeting to be taken place in a reasonable manner and in order in accordance with the approved agenda as well as to accurately reflect the expectations of the majority;

27.5 The General Meeting of Shareholders shall discuss and vote on each item on the agenda. Votes for and votes against resolutions shall be collected and then shall be

checked in the aggregate to figure out the total number of the votes for, the votes against and abstentions. The vote's result shall be announced by the chairman immediately before the meeting is closed;

- 27.6 If a shareholder or a proxy arrives late after a meeting has commenced, they are still allowed to register and entitled to vote promptly upon registration. The Chairman shall not stop the meeting in order for those who come late to conduct their registration, in which case, the validity of such votes as already collected shall not be affected;
- 27.7 The Chairman of a meeting of the General Meeting of Shareholders shall be entitled to:
- (a) request all attendees to undergo inspection or other security measures;
  - (b) request a competent body to maintain order for the meeting; force those who disobey the chairman's power, intentionally cause disorder, obstruct the normal process of the meeting or otherwise disobey requirements for security check to leave the meeting of the General Meeting of Shareholders;
- 27.8 The Chairman may adjourn a meeting of the General Meeting of Shareholders that meets the quorum as required until another time or may change the meeting venue in the following circumstances:
- (a) There are not enough seats for all attendees at the venue;
  - (b) The means of communication at the meeting venue are not guaranteed for shareholders to attend, discuss and vote;
  - (c) Any attendee hinders, causes disorder, or is otherwise likely to prevent the meeting from taking place in a legal and fair manner;

The adjournment of the meeting shall not exceed three (03) days of the proposed commencement date of the meeting.

- 27.9 In the event that any adjournment or suspension by the chairman of a meeting of the General Meeting of Shareholders is against the provisions as set out in item 8 of this Article, the General Meeting of Shareholders shall elect another person among the attendees to lead the meeting in place of the chairman until the end thereof and the validity of such votes as already collected thereat shall not be affected.
- 27.10 Where the Company applies modern technology to organize the General Meeting of Shareholders through online meeting, the Company is responsible for ensuring shareholders to attend and vote by means of electronic voting or other electronic forms as prescribed in Article 144 of the Law on Enterprises and Clause 3 Article 273 of Decree No. 155/ND-CP.

## **Article 28. Approval of Resolutions of the General Meeting of Shareholders**

- 28.1 The General Meeting of Shareholders shall pass decisions by way of voting at meetings or by written resolutions signed by all shareholders, or otherwise by way of absentee voting.
- 28.2 Resolutions of the General Meeting of Shareholders on the following matters shall be passed by way of voting at meetings of the General Meeting of Shareholders or absentee voting:
- (a) Any amendments or modifications to the Company's Charter;
  - (b) Approval of the Company's development orientation;
  - (c) Decisions on classes of shares and total shares of each class authorised to be offered for sale;
  - (d) Election, removal, or dismissal of the Board Members and the Inspection Committee;
  - (e) Decisions on investments or disposal of assets with a value equivalent to or greater than 30% of the aggregate asset value as recorded in the Company's latest financial statements;
  - (f) Decision on approval of annual audited financial statements;
  - (g) Reorganization or dissolution of the Company.
  - (h) Decide annual dividend in cash or by shares.
- 28.3 The passing of resolutions of the General Meeting of Shareholders at a meeting shall be conditional upon the following:
- (a) If such resolution is approved by the shareholders representing at least 65% of the total votes of all participating shareholders;
  - (b) As regards decisions on classes of shares and total shares of each class authorised to be offered for sale; amendments or modifications to the Company's Charter; reorganization or dissolution of the Company; and decisions on investments or disposal of assets with a value equivalent to or greater than 30% of the aggregate asset value as recorded in the latest financial statements, such resolutions must be approved by the shareholders representing at least 75% of the total votes of all participating shareholders;
  - (c) The Board Members and the Inspection Committee shall be elected by cumulative voting as set out in clause 3, Article 148 of the Law on Enterprises.
- 28.4 Resolutions passed at a meeting of the General Meeting of Shareholders by the directly participating shareholders and the proxies representing 100% of the total voting shares are legal and valid even if the procedures for convening such meeting,

its agenda and procedures for holding such meeting were not conducted as stipulated.

- 28.5 In case of approval by way of written resolutions, such resolution shall only be passed if it is approved by the shareholders representing at least 75% of the total votes.
- 28.6 A resolution on adverse changes to rights and obligations of shareholders holding preferred shares may only be ratified if it is voted for by a number of preferred shareholders that participate in the meeting and hold at least 75% of the same class of preferred shares. In case of approval by way of written resolutions or by way of absentee voting, such resolution shall only be passed by a number of preferred shareholders that holding at least 75% of the same class of preferred shares.
- 28.7 Resolutions of the General Meeting of Shareholders shall be notified to the shareholders entitled to participate in such meeting of the General Meeting of Shareholders within fifteen (15) days of the date of approval thereof. This notice can be replaced by disclosing on the Company's website.

**Article 29. Power and procedures for passing resolutions of the General Meeting of Shareholders by absentee voting:**

- 29.1 The Board may collect absentee ballots for the purpose of passing resolutions of the General Meeting of Shareholders at any time it thinks expedient for the benefit of the Company.
- 29.2 The Board shall prepare absentee ballots, draft resolutions of the General Meeting of Shareholders and documents explaining such draft resolutions,. The absentee ballots shall be sent to all Shareholders with voting rights no later than ten (10) business days prior to the time-limit within which they are required to return their written opinion forms. Other documents related will be posted on the website of the Company. The absentee ballots sent to shareholders as prescribed in this Clause will specify where and how to download meeting documents and the Company will send meeting documents to shareholders if requested by shareholders
- 29.3 An absentee ballot shall contain the following information:
- (a) Name, head office address, number and date of issue of Enterprise Registration Certificate, place of registration of the Company's business.
  - (b) The purpose of the absentee voting.
  - (c) In case of a shareholder that is an individual, full name, permanent address, nationality, ID numbers of such shareholder; in case of a shareholder or an authorized representative of a shareholder that is an entity, name, domicile address, nationality, number of incorporation decision or Enterprise

Registration Certificate number of such shareholder or such authorized representative; the number of shares of each class and the number of votes of shareholders.

- (d) The issue that requires voting to be passed.
- (e) Methods of voting, including votes in favour, against, and abstentions.
- (f) Deadline for submitting to the Company the completed absentee ballot.
- (g) Full name, signature of the Board's Chairman.

29.4 The completed absentee ballots must bear the signature of the shareholder if the shareholder is an individual, or signature of the authorized representative or legal representative if the shareholder is an organization. Every absentee ballot sent to the Company must be put into sealed envelopes and no one is allowed to open them before counting. Any absentee ballots sent to the Company after the time as specified therein or sent by post in envelopes that are already opened shall be deemed invalid.

29.5 The Board shall count the votes and make a vote count record in the presence of the Inspection Committee or shareholders who do not hold managerial positions in the Company. The vote count record must contain the following information:

- (a) Name, head office address, number and date of issue of Enterprise Registration Certificate, place of registration of the Company's business;
- (b) The purpose of the absentee voting and issues that require voting to be passed;
- (c) The number of shareholders and the total number of their casted votes, in which the number of both valid and invalid votes are expressly indicated, votes sending methods, attached with the list of voting shareholders;
- (d) The total number of the votes for, against, and abstentions on each issue;
- (e) The approved decisions and ratio of affirmative votes;
- (f) Full name and signature of the Board's Chairman, and the vote count supervisor.

The Board Members and the vote count supervisor shall be jointly responsible for the authenticity and accuracy of the vote count record; for damage caused by such decisions as approved due to inauthentic or inaccurate counts of votes;

29.6 The minutes of the vote counting result and the resolutions must be announced on the Company's website within 24 (twenty four) hours instead of sending the such documents to the shareholders.

29.7 Completed absentee ballots, the vote count record, approved resolutions, and relevant documents attached to the absentee ballots shall be kept at the Company's

head office.

- 29.8 Any resolutions passed by way of absentee voting shall be as valid as those approved at a meeting of the General Meeting of Shareholders.

### **Article 30. Minutes of meetings of the General Meeting of Shareholders**

- 30.1 Every meeting of the General Meeting of Shareholders must be recorded in the Company's minutes book. Each meeting minutes including the vote count record must be made in Vietnamese and English and must contain such information as set out in clause 1, Article 150 of the Law on Enterprises.
- 30.2 The minutes of a meeting of the General Meeting of Shareholders must be completed and ratified before the closing of the meeting.
- 30.3 The Chairman and the Secretary of a meeting or other persons that sign the minutes shall be jointly responsible for the authenticity and accuracy of the minutes thereof.
- 30.4 The minutes including the vote count record of a meeting of the General Meeting of Shareholders must be sent to every shareholder within fifteen (15) days or announced on the Company's website within 24 (twenty four) hours from the closing date of the meeting.
- 30.5 The minutes of a meeting of the General Meeting of Shareholders, list of Shareholders registering for the meeting, approved resolutions, and relevant documents attached to the notice of meeting of the General Meeting of Shareholders shall be kept at the Company's head office.

### **Article 31. Request for annulment of Resolutions of the General Meeting of Shareholders**

- 31.1 Within ninety (90) days from the date of receipt of the minutes of a meeting of the General Meeting of Shareholders or the minutes of results of counting written opinion forms of Shareholders, a Shareholder or group of Shareholders as stipulated in article 15.3 of this Charter have the right to request a court or an arbitration to cancel a decision of the General Meeting of Shareholders in the following cases:
- (a) the sequence and procedures for convening the meeting of the General Meeting of Shareholders or for obtaining written opinions from Shareholders and for issuing the decision of the General Meeting of Shareholders did not comply with the Law on Enterprises and this Charter, except in the case set out in article 28.4 of this Charter;
  - (b) The content of the resolution breached the law or this Charter.
- 31.2 In a case where a decision of the General Meeting of Shareholders is cancelled in



accordance with a decision of a court or an arbitration, the convenor of the meeting of the General Meeting of Shareholders at which such cancelled decision was passed may consider re-organizing the General Meeting of Shareholders within 60 (sixty) days in accordance with the sequence and procedures stipulated in the Law on Enterprises and this Charter.

- 31.3 If a Shareholder or a group of Shareholders requests a court or an arbitration to cancel a resolution of the General Meeting of Shareholders as stipulated in article 31 of this Charter, such resolution shall remain effective until the court or arbitration makes some other decision, except in the case where temporary emergency measures are applied pursuant to a decision of a competent agency.

## **SECTION 2. BOARD OF DIRECTORS**

### **Article 32. The Board**

- 32.1 The Board is a regulatory body of the Company and has absolute power to, on behalf of the Company, make decisions and perform the Company's rights and obligations that fall beyond the authority of the General Meeting of Shareholders.
- 32.2 The Board shall consist of five (05) members. The term of the Board shall be five (05) years. Each Board Member may be re-elected for an unlimited number of terms.
- 32.3 The total number of Non-Executive Members must account for at least one-third (1/3) of the total number of members of the Board.
- 32.4 The Board shall have the following rights and obligations:
- (a) Decide mid-term development plans and strategies, and annual business plans of the Company;
  - (b) Propose classes of shares and total number of shares of each class authorized to be offered for sale;
  - (c) Decide the sale of new shares within the number of shares of each class authorized by the General Meeting of Shareholders to be offered for sale; decide the mobilization of additional capital in other manners;
  - (d) Decide the redemption of shares as set forth in Article 17.2 herein; decide the contribution of capital, purchase and sale of shares and bonds of other enterprises;
  - (e) Decide selling prices of the Company's shares and bonds;
  - (f) Decide the investments in techniques and facilities with values ranging from 05% to less than 30% of the total asset value as recorded in the Company's latest financial statements; decide the transfer, sale or liquidation of assets

- with the remaining value or a market value with respect to such assets whose depreciation ranges are over from one (01) billion dong to less than 30% of the total asset value as recorded in the Company's latest financial statements;
- (g) Decide solutions for market development, marketing, and technology; approve sale and purchase agreements, loan agreements, and other agreements of such values as are equal to or higher than 30% of the total asset value as recorded in the Company's latest financial statements, except for such transactions and agreements as mentioned in items (j) and (r), Article 20.1 herein;
- (h) Decide to elect, dismiss, enter into contracts, terminate contracts, offer rewards, impose disciplinary actions, salaries and other benefits of Director, Deputy Directors, Chief Accountant of the Company on the recommendation of the Company's Director; appoint an authorized representative to exercise the ownership of shares or the contributed capital in another company; decide the wages and other benefits of such persons;
- (i) Decide the scale, organizational structure, number of staff and structure of human resources of the Company; issue regulations on managing the Company, including: internal regulations on corporate governance and operation regulations of the Board (after being approved by the General Meeting of Shareholders), regulations on information disclosure, regulations on financial management, investment management, levels of the management hierarchy, payroll, rewards – discipline and other necessary regulations;
- (j) Decide the establishment, merger and separation of Subsidiaries, Branches, Representative Offices; join or associate with bodies inside and outside Vietnam; decide the ranks of Subsidiaries and Affiliates;
- (k) Supervise, direct the Director and other Management Personnel to manage the Company's daily business operations;
- (l) Submit to the General Meeting of Shareholders the following reports:
- Report of the Company's business;
  - Financial statements;
  - The Company's management assessment report;
  - Report of extraction and use of funds and annual dividend rates;
  - Develop internal regulations on corporate governance of the Company to submit to the General Meeting of Shareholders for approval.

- (m) Decide to advance dividends in the light of the Company's actual situation and the annual dividend rate approved by the General Meeting of Shareholders; decide the timing and procedures for dividend payments or settlement of losses incurred during the course of operations; organize the distribution of profits and formation of funds from profits after tax in such manner as approved by the General Meeting of Shareholders;
- (n) Approve agenda and documents serving meetings of the General Meeting of Shareholders; convene meetings of the General Meeting of Shareholders; or conduct procedures for an absentee voting;
- (o) Propose to the General Meeting of Shareholders the reorganization, petition for bankruptcy, or dissolution the Company;
- (p) Propose to the General Meeting of Shareholders the amendment or modification to the Charter when necessary;
- (q) Approve such agreements and transactions as entered into between the Company, its Branches and such persons as specified in clause 1, Article 167 of the Law on Enterprises with values of less than 30% of the total asset value as recorded in the Company's latest financial statements;
- (r) Perform other rights and obligations as prescribed herein and in the Laws.

32.5 The Board shall adopt decisions by way of voting at meetings, absentee voting. Each member of the Board shall have one vote.

32.6 In performing its functions and duties, the Board shall comply with applicable Laws, this Charter, and resolutions of the General Meeting of Shareholders. Where a resolution passed by the Board is against the applicable Laws or the Company's Charter, and thus causing damage to the Company, then those members who adopted such resolution shall be jointly and severally responsible for such resolution and shall pay compensation for the Company. Those members who objected such resolution shall have no responsibility. In this case, any shareholder is entitled to request the court to suspend the implementation of or cancel such resolution.

### **Article 33. The Board Members**

33.1 The Board Members must:

- (a) have full legal capacity, and not be banned from business administration as prescribed in clause 2, Article 17 of the Law on Enterprises;
- (b) own university or post-graduate degrees and have experience in management;
- (c) have good health, be moral, honest, truthful, and obey Laws and regulations;

- (d) Satisfy other requirements as set out herein and as required by applicable laws and regulations.

33.2 Self-nomination/Nomination of candidates for the appointment by the General Meeting of Shareholders to the Board:

- (a) A Shareholder or group of Shareholders holding from 05% or more of the total number of ordinary shares shall be entitled to nominate itself/nominate others to be elected to the Board as stipulated below:
- If holding from 05% to less than 10% of the total number of ordinary shares, such Shareholder or group of Shareholders shall be entitled to nominate itself/nominate one (01) candidate.
  - If holding from 10% to less than 30% of the total number of ordinary shares, such Shareholder or group of Shareholders shall be entitled to nominate itself/nominate two (02) candidates.
  - If holding from 30% to less than 50% of the total number of ordinary shares, such Shareholder or group of Shareholders shall be entitled to nominate itself/nominate three (03) candidates.
  - If holding from 50% to less than 65% of the total number of ordinary shares, such Shareholder or group of Shareholders shall be entitled to nominate itself/nominate four (04) candidates.
  - If holding from 65% or more of the total number of ordinary shares, such Shareholder or group of Shareholders shall be entitled to nominate itself/nominate in the aggregate five (05) candidates.
- (b) If the number of nominees nominated by such Shareholder or group of Shareholders is less than the number of nominees such Shareholder or group of Shareholders are entitled to nominate as set out in item (a) of this clause, the remaining nominees shall be nominated by the Board and other shareholders.
- (c) Shareholders who hold less than 05% of the total number of ordinary shares may add up the number of voting shares of each other shareholder to nominate candidates to the Board.
- (d) Where the candidate has been identified, information relating to candidates for the Board members is included in the meeting documents and published at least ten (10) days before the opening of the meeting on the website of the Company so shareholders can find out about these candidates before voting.

The candidates must have a written commitment to the truthfulness, accuracy and reasonableness of the disclosed personal information and commit to perform honestly if elected. Information relating to candidates shall be published including the following minimum contents:

- Name, date of birth;
- Academic level;
- Qualification;
- Working process;
- Companies in which the candidate holds the position of member of the Board and other management positions;
- Evaluation report on the candidate's contribution to the Company, if the candidate is currently a member of the Board of the Company;
- Benefits related to the Company (if any);
- Name of the shareholder or group of shareholders nominating the candidate (if any);
- Other information (if any).

33.3 A Board Member shall be dismissed if he or she:

- (a) fails to satisfy such requirements as prescribed in clause 1 of this Article;
- (b) makes serious mistakes and/or causes problems that result in losses to the Company or materially affect the Company's reputation during his/her service with the Company;
- (c) seriously violates Articles 159 and 160 of the Law on Enterprises;
- (d) has lost or has restricted civil act capacity and there is supporting evidence of the same;
- (e) has been absent from the Board' meetings for six (06) consecutive months without consent from the Board's Chairman or from the person authorized by the Board's Chairman, except for force majeure events;
- (f) is removed or dismissed by the General Meeting of Shareholders;
- (g) represents a shareholder that is a legal entity but losing its capacity as a legal entity, or is dissolved;
- (h) no longer represents a shareholder that is a legal entity as such shareholder has revoked his/her right to act on its behalf;

- (i) tenders a letter of resignation to the Company's head office;
- (j) is faced with the Company's dissolution under the decision made by a court or by the General Meeting of Shareholders;
- (k) acts in his/her own self-interest, commits insider trading, discloses the Company's secrets, or otherwise seriously breaches the provisions of this Charter.
- (l) provides false personal information when sent to the Company as a candidate for the Board;

33.4 Any Board Member dismissed under clause 3 of this Article must stop acting as a Board Member upon occurrence of the following:

- (a) He/she is declared by a Court to have lost or have had restricted civil act capacity or is faced with supporting evidence of the same;
- (b) He/she is declared by a Court to have committed the following offences: smuggling; tax evasion; misappropriation of the Company's assets; giving/taking of bribes; waste of public resources; taking the Company's assets and giving them to others;
- (c) A Shareholder that is a legal entity serves on the Company's Board a written request for revoking such Board Member's right to act on behalf of the shareholder;
- (d) A Shareholder that is a legal entity represented by such Board Member is declared to have lost its corporate capacity.

33.5 Dismissal or removal of any Board Members must be approved and decided by the General Meeting of Shareholders.

33.6 Board Members shall be entitled to remunerations and bonuses in line with the Company's business results.

#### **Article 34. Chairman of the Board**

34.1 The members of the Board shall elect among them a Chairman. The position of the Chairman of the Board shall be nominated by Vietnam Container Shipping Joint Stock Company.

34.2 The Chairman of the Board shall have the following duties and powers:

- (a) Preparing operational programs and plans of the Board; issuing the working regulations of the Board and assigning works for its members;

- (b) Preparing the programs and agendas, drafting resolutions and documents in service of the meetings; convening and chairing the meetings of the Board;
- (c) Supervising the implementation of the decisions of the Board;
- (d) Chairing meetings of the General Meeting of Shareholders; preparing the programs and agendas, drafting resolutions, and documents in service of the meetings of the General Meeting of Shareholders. The Chairman of the Board shall decide the establishment of the Organization Committee of the General Meeting of Shareholders, request for establishment of the committees on checking delegates' standing; votes count; and Secretary for the General Meeting of Shareholders;
- (e) Submitting matters to the Board for its decision within its power as stipulated under Article 32.4 hereof;
- (f) Being responsible before the General Meeting of Shareholders for the implementation of its resolutions and decisions by the Board;
- (g) Considering the transfer of registered shares on behalf of the Board;
- (h) Signing on behalf of the Board regulatory documents, contracts, agreements, falling under the authority of the Board as approved by it; and
- (i) Having other rights and duties as stipulated under the Law on Enterprises and this Charter.

34.3 If the Chairman of the Board is absent, or unable to perform the assigned duties, the member of the Board authorized by the Chairman shall perform his/her rights and obligations. If there is no member so authorized, the remaining members of the Board shall select among them a person to temporarily hold the position of the Chairman of the Board.

### **Article 35. Meetings of the Board**

35.1 The first meeting of the term of the Board for electing the Chairman of the Board and making other decisions within its competence shall be conducted within seven (07) business days from the date on which the election of the Board for the term is completed. Such meeting shall be convened by the member who receives the highest number of votes. In case of having more than one member having equal highest number of votes, the member shall elect one (01) of them on the basis of a simple majority vote to convene the meeting of the Board.

35.2 Meetings of the Board may be held regularly or extraordinarily. The Board would conduct its meetings at the head office of the Company or elsewhere.

- 35.3 Regular meetings of the Board shall be convened by the Chairman at any time as may be deemed necessary, but at least once every quarter.
- 35.4 The Chairman must convene a meeting of the Board upon occurrence of either of the followings:
- (a) At the request of the Inspection Committee;
  - (b) At the request of the Director, or at least five other Executives Management Personnel;
  - (c) At the request of at least one member of the Board;

Such request must be made in writing, and specify the purposes, matters needed for discussion, and decision within the power of the Board.

- 35.5 The Chairman must serve the notice of a meeting of the Board within seven (07) business days of its receipt of the request stated in item 4 of this Article. If the Chairman fails to convene the meeting of the Board as requested, he/she shall be responsible for any losses incurred by the Company, and the requester shall have the right to convene the meeting of the Board in lieu of the Board.
- 35.6 The Chairman or the convener of a meeting of the Board shall send notice of meeting ten (10) business days at the latest prior to the meeting. Such notice must specify the date and venue of the meeting, agenda, matters for discussion and decisions. Attached therewith are the documents of the meeting and voting cards for members. All such notice of meeting and documents must be prepared in English and Vietnamese.

Such notice must be sent by post, fax, electronic mail, or other means of communication, but procured that it arrives at the address of each member of the Board as registered with the Company.

- 35.7 The Chairman or the convener of the meeting must send the notice of the meeting and documents attached therewith to the members of the Inspection Committee and the Director as applicable to the members of the Board.

Members of the Inspection Committee and the Director not being the member of the Board shall have the right to attend and discuss, but not vote, at the meetings of the Board.

- 35.8 Meetings of the Board shall be conducted if three-quarters (3/4) of its members attend the meeting. In the absence of such quorum as stipulated, the meeting shall be re-convened within seven (07) days of the proposed first meeting. The re-convened meeting shall be conducted if one-half (1/2) of its members attend the meeting.



35.9 A meeting of the Board may be held by way of a conference call between the members of the Board when all or a number of members are at different places, provided that each attending member is able:

- (a) to hear each other member of the Board expressing opinions at the meeting;
- (b) to express his/her opinions at the same time as other attending members.

Discussion between the members may be implemented directly via telephone or by other means of communication or by a combination of such means. The members of the Board who attend such a meeting shall be deemed “present” at such meeting. The venue of the meeting to be held in accordance with this provision shall be the venue where the group with the largest number of members of the Board gathers, or shall be the venue where the chairman of the meeting is present.

Decisions to be passed at a meeting via telephone which is duly held and conducted shall take effect immediately after the closing of the meeting, but must be confirmed by the signatures on the minutes from all members of the Board attending such meeting.

Member not personally attending the meeting shall vote by way of vote through mail, fax, and electronic mail. Written votes must be delivered to the Chairman, but votes through the form of mail, fax, or electronic mail must be sent to the official mail box or fax of the Company not later than one (01) hour prior to the proposed time for meeting. Votes may only be opened at the witness of all attendees.

Decisions of the Board shall be adopted if approved by the majority of all members; and in case of equal votes, the Chairman shall cast a decisive vote.

35.10 Members must attend any and all meetings of the Board. Members may authorize other person to attend on its behalf if such authorization is approved by the majority of the members of the Board and tendered by proxy of such member.

35.11 Minutes must be made for all meetings of the Board, in English and Vietnamese, as stipulated under Clause 1, Article 158 of the Law on Enterprises, or recorded, written, and stored in other electronic form. Minutes made in English and Vietnamese shall have equal validity. In case of any conflict between the English and Vietnamese versions, the Vietnamese version shall prevail.

### **SECTION 3. DIRECTOR**

#### **Article 36. Director**

36.1 The Board shall appoint one of its members, or engages another person to be, the Director.

36.2 The Director shall be responsible for running daily business of the Company; placed under the supervision of the Board, and responsible before the Laws and the Board for performing its assigned rights and duties.

36.3 Term of service of the Director shall not exceed five (05) years, and may be re-appointed for an unlimited number of terms.

The Director of the Company shall be nominated by Vietnam Container Shipping Joint Stock Company.

36.4 The Director of the Company is the Company's legal representative.

### **Article 37. Qualifications and conditions to be Director**

The Director of the Company must meet the following qualifications and conditions:

37.1 Having full capacity for civil acts and not being prohibited from managing a company as stipulated under the Law on Enterprises;

37.2 Being an individual with practical qualifications and experience in managing business or major business lines and industries of the Company.

### **Article 38. Rights and obligations of the Director**

38.1 The Director shall have the following rights and duties:

(a) Managing and deciding all matters relating to the daily business operations of the Company without decision of the Board;

(b) Organizing the implementation of the resolutions, decisions of the Board; having the right to refuse to implement the decisions of the Chairman and members of the Board if it deems that such decisions are contrary to the Laws, this Charter, and the resolutions of the General Meeting of Shareholders; and at the same time being responsible for notifying the Inspection Committee forthwith of the same and for its own decisions;

(c) Developing and submitting long and medium-term development strategies and annual business plan of the Company to the Board for its approval;

(d) Deciding the investment in technical infrastructure valued under 5% of the total asset value as recorded in the Company's latest financial statements; deciding the sale, transfer, and liquidation of assets with its remaining value or based on market price for assets no longer amortized with value under one (01) billion Vietnamese Dong;

- (e) Recommending the Board the plans, organizational structures, and management regulations not within the Director's competence; and deciding the organizational structures and internal management regulations within its competence;
- (f) Proposing to the Board the decisions for appointing, dismissing, removing, signing and terminating contracts, rewards, disciplines, salary level, allowance, of Deputy Directors, Chief Accountant, Branch Directors, Chief of Representative Offices of the Company;
- (g) Deciding to appoint, dismiss, remove, reward, discipline, salary level, or authorizing Deputy Directors, Branch Directors to do the same with all the remaining positions in the Company, and at the same time, reporting the same to the Board;
- (h) Employing, signing or terminating employment contracts, rewarding or disciplining, and deciding salary and allowance (if any) of the employees of the Company, except for the positions falling under the authority of the Board with respect to their appointment, dismissal, or removal;
- (i) Proposing to send officials on business, training, traveling abroad in accordance with the Laws and this Charter;
- (j) Signing and performing economic and civil contracts with customers; being responsible before the Board for such execution and performance;
- (k) Reporting the financial situations and business operations of the Company at the meetings of the Board; requesting the Board to deal with matters arisen out of the Director's competence;
- (l) Managing all assets on behalf of the Company; and being responsible for the Company's business operations in accordance with the State regulations and delegation of the Board;
- (m) Being personally responsible for losses due to its own breach of the management processes of the Company;
- (n) Being permitted to decide measures out of its authority in case of emergency such as natural calamities and enemy-inflicted destruction, fires, or incidents etc., and being responsible for such decision; at the same time, reporting it promptly to the Board;
- (o) In case of the Director not being a member of the Board, having the right to attend meetings of the Board, except for the right to vote and cast ballot; and

- (p) Having other rights and obligations as stipulated under the Law on Enterprises, this Charter, and the resolutions of the Board.

### 38.2 Resignation, removal of the Director:

- (a) Resignation: When the Director wishes to resign, he/she must submit letter of resignation to the Board. Within thirty (30) days of its receipt of the same, the Board shall consider and decide.
- (b) Removal: The Director shall be removed upon occurrence either of the followings:
- At the expiry of his/her contract signed with the Board without extension;
  - Upon his/her death, insanity or restricted civil acts; or
  - Insufficiency of heath for managing works.
- (c) Dismissal: The Director shall be dismissed by the Board in the following cases:
- No longer qualified for the position of the Director as stipulated under Article 3737 of this Charter;
  - Abandoning duties without permission of the Board;
  - Loss of his/her civil status as deprived of by the court; or
  - Being prosecuted for smuggling, tax evasion, embezzlement of the Company's public funds, giving and receipt of bribery, waste of public assets, or steal of the Company's assets for other people.
  - As a consequence of serious violation of the obligations for managing the Company, of the Charter:
    - Failing to comply with the resolutions of the General Meeting of Shareholders and the Board;
    - Causing damages for the Company during the course of his/her management, failing to meet profit target as assigned by the Board;
    - Committing acts of abuse of the position for signing economic, civil contracts for personal interests and for the benefit of his/her related persons;

- Committing acts of transferring the Company's business opportunities to his/her related persons, company or enterprise he/she has interests in;
- Disclosing the Company's secrets without permission of the Board;
- Signing agreements/contracts that are invalid and cause losses to the Company;
- Failing to perform his/her duties honestly, diligently, nor for the best interests of the Company and Shareholders; or
- Using the Company's assets for his/her own benefits, and for the benefit of the others.

Upon dismissal or removal of the Director, the Board shall appoint a new Director.

### 38.3 Damage compensation:

- (a) The Director shall manage the daily business of the Company in compliance with the Laws, this Charter, his/her employment contract signed with the Company, and decisions of the Board. In case of his/her management being contrary to the provisions hereof and causing losses to the Company, the Director shall be responsible before the Laws and pay damage compensation for the Company.
- (b) If the Company fails to discharge its debts and other asset obligations due and payable and the Director fails to timely notify the Board, the Inspection Committee, and its creditors, of the same, without any remedying measures for maintaining the operations of the Company, the Director shall personally be responsible for paying losses if such losses are a consequence of his/her management.

## **Article 39. Compensation, salary and other benefits of the members of the Board, Director**

39.1 The Company has the right to pay compensation, salary for the members of the Board, Director, and other Management Personnel according to business results and efficiency. The total compensation and bonus rate for the members of the Board shall be decided by the General Meeting of Shareholders based on the proposal of the Board. The compensation and bonus rate for each member shall be distributed according to the decision of the Board.

- 39.2 Members of the Board shall be entitled to payment of all travel, meal, accommodation, and other reasonable expenses incurred by them during the performance of their duties as members of the Board, including expenses arising from attending meetings of the Board or the General Meeting of Shareholders.
- 39.3 Compensation for the members of the Board and salary of the Director and other Management Personnel shall be counted toward the business expenses of the Company in accordance with the Laws on corporate income tax, and must be reflected on a separate item in the Company's annual financial statements, and reported to the General Meeting of Shareholders at its annual meeting.

#### **Article 40. Secretary and the person in charge of corporate governance**

- 40.1 The Board shall appoint one person to be the Secretary with term of office and provisions according to decision of the Board. The Board may discharge the Secretary when necessary but not contrary to the applicable Laws on labour. The Secretary shall also hold the position of person in charge of corporate governance, whose roles and duties are the same as the Secretary as provided below, and must not concurrently work for the accredited audit organization that is auditing the Company's financial statements. The Board may also appoint one or more Secretary Assistants from time to time.
- 40.2 Roles and duties of the Secretary and the person in charge of corporate governance:
- (a) Organizing meetings of the Board, the Inspection Committee, and the General Meeting of Shareholders according to order of the Chairman of the Board or the Inspection Committee.
  - (b) Preparing meeting minutes.
  - (c) Providing advice on procedures of the meetings.
  - (d) Providing members of the Board and the Inspection Committee with financial information, copies of the meeting minutes of the Board and other information.
  - (e) Assisting members of the Board in performing their assigned rights and obligations.
  - (f) Assisting the Board in applying and implementing the Company's governance principles.
  - (g) Assisting the Company in building relationship with the Shareholders and protecting legitimate rights and interests of the Shareholders.

- (h) Assisting the Company in complying strictly with the obligations with respect to information disclosure, information publication, and administrative procedures.
- (i) Having other rights and obligations subject to decision of the Chairman of the Board from time to time.
- (j) Having the responsibility to keep information confidential in accordance with the Laws and this Charter.

#### **SECTION 4. DUTIES OF THE BOARD MEMBERS, DIRECTOR, AND OTHER EXECUTIVES**

##### **Article 41. Responsibilities of Executives**

- 41.1 Members of the Board, Director, and other Management Personnel have the responsibility to perform their duties honestly, and in a manner which they believe to be in the best interest of the Company, and with a level of care that a careful person usually has when assuming a similar position and in similar circumstances. The duties of the members of the Board, Director and other Management Personnel are prescribed in Article 165 of Law on Enterprises.
- 41.2 Shareholder or group of Shareholders holding at least 1% of the Ordinary Shares has the right to, on its own or in the name of the Company, institute a civil liability lawsuit against members of the Board in the following cases:
- (a) Breaching the Company Manager's obligations as stipulated under Article 165 of the Law on Enterprises 2020;
  - (b) Failing to implement strictly with their assigned rights and obligations; failing to implement fully or in time any matter approved by resolutions of the Board;
  - (c) Performing their assigned rights and obligations contrary to the Laws, this Charter, or resolutions of the General Meeting of Shareholders;
  - (d) Using information, know-hows, and business opportunities of the Company for its own interests or for the benefit of other organizations, individuals; or
  - (e) Using its title, position, and assets of the Company for its own interests or for the benefit of other organizations, individuals.
- 41.3 The procedures for instituting the lawsuit shall be made in accordance to the corresponding Laws on civil proceedings. Expenses for such lawsuit in case of being instituted by shareholder or group of shareholders in the name of the Company shall

be counted toward the expenses the Company, except where the petition for institution of the lawsuit of such member is rejected.

## **Article 42. Avoidance of Conflicts**

- 42.1 Members of the Board, members of the Inspection Committee, the Director and other Management Personnel of the Company must declare their relevant interests with the Company, including:
- (a) Name, head office address, business lines, number and date of the Enterprise Registration Certificate, place of business registration of the company in which they own capital contribution or shares, ratio and time of ownership of such capital contribution or shares;
  - (b) Name, head office address, business lines, number and date of the Enterprise Registration Certificate, place of business registration of the company in which their related persons jointly or separately own shares or capital contribution over 10% of charter capital.
- 42.2 Declaration as stipulated under Article 42.1 must be made within seven (07) business days from the date of the relevant interests arising, and every amendment of and supplement to such interests must be declared with the Company within seven (07) business days from the date of such amendment, supplement.
- 42.3 Declaration as stipulated under Article 42.1 must be notified to the General Meeting of Shareholders at its annual meeting and posted and kept at the head office of the Company. Shareholders, their authorized representatives, members of the Board, members of the Inspection Committee, and Director shall have the right to review the declared contents at any time if deemed necessary.
- 42.4 The Company shall not grant loans or guarantees for members of the Board, members of the Inspection Committee, Director, and their Related Persons or entities that they have financial interests therein, except for such loans or guarantees mentioned above which have been approved by the General Meeting of Shareholders.
- 42.5 Members of the Board, members of the Inspection Committee, Director, other Management Personnel, and their Related Persons shall not use the Company's information which has not been permitted to be published yet or disclose it to other people for implementing relevant transactions. They may only use the information obtained from their positions to serve the interests of the Company.
- 42.6 Members of the Board, members of the Inspection Committee, Director, other Management Personnel shall send written notices to the Board and the Inspection



Committee of the transactions between the Company, subsidiary companies, other companies of which over 50% of their charter capital is held by the Company and themselves or their Related Persons as prescribed by the Laws. The Company shall disclose information about resolutions approving such transactions by the General Meeting of Shareholders or the Board in accordance with regulations of the securities Laws on information disclosure.

42.7 Members of the Board must not vote on the transactions that bring interests to themselves or their Related Persons as prescribed by the Law on Enterprises and this Charter.

### **Article 43. Transactions with Related Persons**

43.1 Approval for transactions between Company and Related Persons

(a) For one transaction, or group of transactions with the related persons having mutual relationship and value of at least 10% (ten per cent) of total asset value as recorded in the Company's latest financial statements against the time entering into the transactions with such Related Persons, there must be approval of the General Meeting of the Shareholders, particularly:

(i) with approval of more than 50% (fifty per cent.) of total votes of all attending Shareholders for transactions valued from 10% (ten per cent.) to below 35% (thirty five per cent) of total asset value as recorded in the Company's latest published financial statements against the time entering into the transactions with such related persons; or

(ii) with approval of at least 65% (sixty five per cent) of total votes of all attending Shareholders for contracts, transactions of loan or sale of assets valued from more than 10% (ten per cent) of total asset value as recorded in the Company's latest financial statements against the time entering into the transactions with shareholder(s) holding from 51% of total shares entitled to voting right or his/her Related Persons, or for transactions valued from 35% (thirty five per cent) or more of total asset value as recorded in the Company's latest financial statements against the time entering into the transactions with such related persons.

(b) For one transaction or group of transactions with the related persons having mutual relationship and value of below 10% (ten per cent) of total asset value as recorded in the Company's latest financial statements against the time entering into the transactions with such related persons, there must be approval of the Board.

- (c) All transactions with the related persons must be based on the basis of objective transactions for mutual benefits, unless otherwise approved by all Shareholders of the General Meeting of Shareholders.
- (d) Such agreements or transactions may be considered by an independent consulting organization as fair and reasonable in all aspects at the time such agreements or transactions are permitted for implementation as stipulated above by the Board or the General Meeting of Shareholders.

#### 43.2 Voting rights of the parties with relevant interests

Any person entering into, or having relationship with, or in any way benefiting from entering into, a transaction with the related person(s) shall not have the right to vote on matters relating to such transaction with the related person(s) at the meeting of the General Meeting of Shareholders or the meeting of the Board.

### **SECTION 5. INSPECTION COMMITTEE**

#### **Article 44. Inspection Committee**

- 44.1 The Inspection Committee shall consists of three (03) members elected and discharged by the General Meeting of Shareholders. More than half of the members shall have permanent residences in Vietnam.
- 44.2 Members of the Inspection Committee shall elect one of them to be the Head of the Inspection Committee. The Head of the Inspection Committee shall be nominated by Vietnam Container Shipping JSC. The Head of the Inspection Committee must have a bachelor's degree in economics, finance, accounting, audit, law, business administration or a major that is relevant to the enterprise's business operation.
- 44.3 Rights and obligations of the Head of the Inspection Committee:
  - a. Convening meetings of the Inspection Committee;
  - b. Requesting the Board, the Director and other Executives to provide relevant information for reporting the Inspection Committee;
  - c. Making and signing reports of the Inspection Committee after consulting with the Board for submission to the General Meeting of Shareholders.

#### **Article 45. Criteria and conditions for being members of the Inspection Committee**

- 45.1 Members of the Inspection Committee must meet the following criteria and conditions:

- (a) Being 21 years old or older, having full civil act capacity, and not belonging to the list of subject prohibited from establishing and managing an enterprise as stipulated under the Law on Enterprises;
- (b) Holding bachelor's degree or higher, trained in economics, finance, accounting, audit, law, business administration or having at least three (03) years of experience in the Company's main business lines;
- (c) Not being relative of any member of members of the Board, Director, and other Executives;
- (d) Not holding any of the Company's management positions such as: Member of the Board, Director, Deputy Director, Chief Accountant, and other Management positions as set out in definition numbered 13 in this Charter; Not working in accounting and finance department of the Company; Not a member or an employee of an independent auditing firm audited the financial statements of the Company for three (03) consecutive years.
- (e) Must declare its relevant interests as stipulated under Article 164 of the Law on Enterprises and Article 42 of this Charter;
- (f) Self-nominating/nominating persons to the Inspection Committee: Shareholder or group of Shareholders owning 05% or more of total number of the Ordinary Shares shall have the right to nominate itself/nominate persons to the Inspection Committee detailed as follows:
  - Nominate itself/nominating one (01) person if holding from 05% to below 20%;
  - Nominate itself/nominating two (02) persons if holding from 20% to below 50%; and
  - Nominate itself/nominating three (03) persons if holding from 50% and above;

If Shareholder or group of Shareholders as mentioned above does not nominate or nominate an insufficient number of the members of the Inspection Committee, then other Shareholders shall have the right to nominate.

45.2 Members of the Inspection Committee do not necessarily have to be Shareholders or employees of the Company.

## **Article 46. Term of the Inspection Committee**

- 46.1 Members of the Inspection Committee shall have the same term of office with the members of the Board, and shall be entitled to be re-elected with unlimited number of terms.
- 46.2 If any position of the Inspection Committee is left vacant during the term, the nearest meeting of the General Meeting of the Shareholders must elect the replacement by way of direct election, ballot casting.
- 46.3 If at the expiry of its term the new Inspection Committee is not yet elected, the expired Inspection Committee shall continue to perform its rights and duties until the new one is elected and assume duties.
- 46.4 Members of the Inspection Committee shall be removed in the following cases:
- (a) At the end of its term;
  - (b) Upon death;
  - (c) Loss of or restriction on its civil act capacity;
  - (d) Having letter of resignation approved by the General Meeting of Shareholders; or
  - (e) As a consequence of the request for its removal by the nominating Shareholder or group of Shareholders as stipulated in this Charter and such request is approved by the General Meeting of Shareholders.
- 46.5 Members of the Inspection Committee shall be discharged in the following cases:
- (a) Being requested for discharge by the nominating Shareholder or group of Shareholders as stipulated in this Charter or by 2/3 (two thirds) of the members of the Inspection Committee and such request is approved by the General Meeting of Shareholders.
  - (b) Loss of its civil rights.
  - (c) Omitting breaches, failing to detect breaches, committing collusion or concealment acts for breaches of the Company management obligations by the Board or management personnel, resulting in damages to the Company and benefits of the Shareholders.
  - (d) Working not diligently, failing to evaluate the reasonability, legality of documents, bills, accounting books, and business contracts.

- (e) Being removed at any time according to decision of the General Meeting of Shareholders.
- 46.6 If the position of the Head of the Inspection Committee is left vacant, the remaining members shall appoint one of them to temporarily replace it until it achieves sufficient members of the Inspection Committee, then the Head of the Inspection Committee shall be elected.
- 46.7 The Inspection Committee must build its operational regulations issued by the Head of the Inspection Committee.
- 46.8 In case of serious breach by the Inspection Committee of its obligations that could potentially causing damages to the Company, the Board shall convene the General Meeting of Shareholders to consider and remove the current Inspection Committee and elect the replacement.

#### **Article 47. Rights and duties of the Inspection Committee**

- 47.1 Supervising the Board, Director in its running and management of the Company, and being responsible before the General Meeting of Shareholders for performing its assigned duties.
- 47.2 Examining the reasonability, legality, honesty and level of care in the running and management of the business operations, organisation of accounting and statistical works, and preparation of financial statements.
- 47.3 Appraising business situation, reports annual and semi-annual financial statements of the Company, reports on evaluation of management of the Board; submitting reports on evaluation of the financial statements, annual business situation reports of the Company, and reports on evaluation of management of the Board to the General Meeting of Shareholders at its annual meeting.
- 47.4 Reviewing accounting books and other documents of the Company, operational running and management tasks of the Company at any time if deemed necessary or according to decision of the General Meeting of Shareholders or requested by a Shareholder or group of Shareholders as stipulated under Article 15.3 of this Charter.
- 47.5 Upon request by a Shareholder or group of Shareholders as stipulated under Article 15.3 of this Charter, the Inspection Committee shall inspect within seven (07) business days from the date of receipt of the request. Within fifteen (15) days from the date of completion of its inspection, the Inspection Committee must submit the explanatory report on matters requested for inspection to the Board and requesting Shareholder or group of Shareholders.

Such inspection conducted by the Inspection Committee as specified in this clause must not obstruct normal operations of the Board, must not cause interruption to the business operation management of the Company.

- 47.6 Proposing to the Board or the General Meeting of Shareholders measures to modify, supplement, and improve the structures of organizational and business operation management of the Company.
- 47.7 Upon discovering any member of the Board, Director in breach of the obligations of the manager of the Company as stipulated under Article 165 of the Law on Enterprises, it must notify in writing the Board of the same, and request the person committing such breach to stop its breaching act and to have solution to remedy consequences.
- 47.8 Attending meetings of the General Meeting of Shareholders and the Board, but not being permitted to vote.
- 47.9 Not disclosing any secrets of the Company.
- 47.10 Being able to use its independent consultancy to perform its assigned duties; consulting with the Board prior to submission of reports, conclusions, and proposals to the General Meeting of Shareholders.
- 47.11 Proposing the General Meeting of Shareholders to approve the list of accredited audit organizations, which will audit the Company's financial statements; deciding the accredited audit organization that audits the Company's operation; dismissing and discharging accredited auditors where necessary.
- 47.12 Being responsible before the shareholders for the supervision performed by the Inspection Committee.
- 47.13 Supervising the Company's finance, the compliance in operation of members of the Board, the Director and other Management Personnel.
- 47.14 Cooperating with the Board, the Director and shareholders.
- 47.15 Upon detecting breach(es) against the Laws or the Company's Charter committed by a member of the Board, the Director or other Management Personnel of the Company, the Inspection Committee must notify in writing to the Board within 48 hours, and request such defaulting person to stop committing the breach(es) and remedy such breach(es).
- 47.16 Formulating the Regulations on Operation of the Inspection Committee and submitting them to the General Meeting of Shareholders for ratification.

- 47.17 Reporting in the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/ND-CP.
- 47.18 Being able to access the Company's documents retained at its headquarters, branches and other locations; to enter the working locations of the Company's Management Personnel and employees during office hours.
- 47.19 Requesting the Board, its members, the Director and other Management Personnel to provide accurate, adequate and timely information and documents about the Company's management and operation.
- 47.20 Having other rights and obligations in accordance with the Law on Enterprises, this Charter, and decision of the General Meeting of Shareholders.
- 47.21 The Head of the Inspection Committee shall have the following rights and duties:
- (a) Preparing the operational programmes and plans of the Inspection Committee, including the following contents:
    - Supervising the compliance with the issued internal regulations and rules;
    - Supervising plan of the entry of the accounting books;
    - Supervising and urging the preparation of the annual financial statements;
    - Supervising the implementation of the regulations on accounting and governance;
    - Controlling, evaluating the legality, reasonability, and feasibility of the civil and economic contracts signed between the Company and customers.
  - (b) Preparing the programmes and agendas of the meetings of the Inspection Committee; chairing the meetings of the Inspection Committee; and assigning the members of the Inspection Committee as required for continuous control.
  - (c) Preparing plans and organizing a suitable working group to conduct ad hoc inspection, supervision when any matter arises.
  - (d) Preparing plan for close coordination with the Board, Director to facilitate its supervision and inspection operations.
  - (e) If the Head of the Inspection Committee is absent from work, being on long-distant business trip, it must authorize in writing a member of the Inspection

Committee to act as the Head so as to maintain the continuous operation of the Inspection Committee. In the absence of such authorization, the remaining members of the Inspection Committee shall assign one of them to be the Head of the Inspection Committee.

- (f) Having the right to be provided with information of the Inspection Committee.
- (g) Other rights as stipulated under the Law on Enterprises and this Charter.

#### **Article 48. Meetings of the Inspection Committee**

The Inspection Committee must meet at least twice each year and there must be at least two-thirds (2/3) of the number of members of the Inspection Committee attending such meetings. Minutes of meetings of the Inspection Committee must be made in clear detail. The minutes recorder and participating members of the Inspection Committee shall sign on the minutes. All minutes of meetings of the Inspection Committee must be retained in order to determine the responsibility of each member of the Inspection Committee. The Inspection Committee is entitled to request members of the Board, the Director and the representative of the accredited audit organization to participate in its meetings and clarify raised issues.

#### **Article 49. Compensation and other benefits of the Inspection Committee**

- 49.1 Members of the Inspection Committee are entitled to compensation for their service and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide the total amount of salaries, remunerations, bonuses and other benefits and annual budget of the Inspection Committee.
- 49.2 Members of the Inspection Committee are paid for costs and expenses for travel, food, accommodation, and use of independent consulting service at a reasonable rate. Such total costs and expenses must not exceed the annual budget of the Inspection Committee which has been approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.
- 49.3 Compensation and operational expenses of the Inspection Committee shall be calculated to the business costs of the Company in accordance with the Laws on corporate income tax and relevant legislations, and made into a separate item in the annual financial statements of the Company.



## **CHAPTER IV**

### **ACCOUNTING, PROFIT DISTRIBUTION AND FUND ESTABLISHMENT**

#### **Article 50. Accounting**

- 50.1 The financial year of the Company commences from the first day of January each year and ends on 31 December of the same calendar year. The first financial year shall be calculated from the date of the Company's Enterprise Registration Certificate and end on 31 December of that year.
- 50.2 The Company shall follow the accounting operation regime in accordance with the applicable Laws. The annual financial statements of the Company must be audited by auditing firm(s) or an independent auditor licensed to operate in Vietnam within eighty (80) days of the end of the financial years.
- 50.3 At the end of the financial year, the Board shall submit to the General Meeting of Shareholders the following reports:
- (a) Financial statements and its relevant notes;
  - (b) Business operation results;
  - (c) Reports on evaluation of the operation and management of the Company;
  - (d) Reports on extracting and using funds and annual dividend rate;

Reports and documents stipulated hereunder must be submitted to the Inspection Committee for its appraisal thirty (30) days prior to the opening of the annual General Meeting of Shareholders at the latest.

Shareholders owning shares of the Company for at least one consecutive year shall on its own, or with its lawyer or certified accountant and auditor, review the reports as stipulated hereunder within a reasonable time.

#### **Article 51. Extractions for fund establishment and principles for treatment of losses**

- 51.1 Financial reserve fund: The Company must annually extract from its post-tax profits an amount for the financial reserve fund. Such extracted amount shall not exceed 5% of the Company's post-tax profits, and shall be extracted until it achieves 10% of the Charter Capital of the Company.
- 51.2 Other funds include:
- (a) Development investment fund;
  - (b) Welfare fund;

- (c) Reward fund; and
- (d) Bonus fund for the Board, the Inspection Committee, and Executives submitted by the Board to the General Meeting of Shareholders for its decision.

51.3 In possible condition and with permission of the General Meeting of Shareholders, Executives would annually be given bonus by way of the shares of the Company. This bonus share fund shall be fixed at a fixed rate of the Bonus Fund for the Board, the Inspection Committee, and Executive as stated in Article 51.1(d) above.

These bonus shares are deemed as shares permitted for issue for the purpose of supplementing the Charter Capital, and are only permitted to be offered for sale to the people specified in this 0. Instead of receiving bonus money, they can receive a number of shares equal to such money bonus.

If the Company has unissued shares, such money bonus shall be converted, in whole or in part, based on market price, into purchased shares corresponding to the number of the unissued shares and used it as bonus shares for the abovementioned people.

These bonus shares shall only be transferred once their owner no longer holds management or control position as stated above, and has not have any asset obligation with the Company.

Specific bonus rate and conditions, people entitled to bonus shares, and class of shares shall be submitted by the Board to the General Meeting of Shareholders for its approval.

51.4 If business results by the end of a financial year incur losses, the General Meeting of Shareholders would decide by way of:

- (a) Extracting from the financial reserve fund for coverage
- (b) Carrying forward losses, in whole or in part, to the following year in accordance with the Laws; at the same time, the Board shall present to the General Meeting of Shareholders to decide remedial measures.

## **Article 52. Dividend payment principles**

52.1 Dividends shall be declared and paid from the retained profits of the Company in accordance with the Laws and resolution of the General Meeting of Shareholders.

Dividends paid on the preferred shares shall be conducted according to the conditions separately applied to each class of the preferred shares.

Dividends paid on the ordinary shares are determined based on realized net profits and dividend payment is extracted from the retained profits of the Company. The Company shall only be permitted to pay dividends to the Shareholders upon its fulfilment of tax obligations and other financial obligations in accordance with the Laws, extractions for funds and previous loss coverage as stipulated under the Laws and this Charter. The Company still procures the discharge of all due debts and other asset obligations after it has paid the set dividend amount.

- 52.2 Annual dividend rate shall be decided by the General Meeting of Shareholders.
- 52.3 Whether dividends paid in cash or shares shall be subject to the decision of the General Meeting of Shareholders.
- 52.4 If paid in cash, it must be in Vietnamese Dong. Dividends may be paid directly or transferred to the bank accounts designated by shareholders. The Company shall not be liable for any losses arisen out of such transfer if it has transferred accurately in accordance with the bank details as notified by the shareholders.

If approved by the General Meeting of Shareholders, the Board shall decide and inform the owners of ordinary shares that they may choose to receive dividends in the form of ordinary shares instead of cash. Such supplemented shares shall be recorded as fully paid shares, on the basis that the value of the supplemented ordinary shares to replace dividends in cash equal to the cash amount of such dividends, according to the most practical calculation.

- 52.5 The Board shall prepare list of shareholders entitled to dividends, determine dividend rate paid on each share and timing and payment method not later than thirty (30) days prior to each dividend payment instalment at the latest. Dividend payment notice must be sent by way of registered mail to the registered address of all shareholders fifteen (15) days prior to the date of payment at the latest. Such notice must specify the name of the Company, full name, permanent address, nationality, ID numbers or number of other valid personal identification, in case of the shareholder that is an individual; name, enterprise/organization ID numbers and headquarters addresses , in case of the shareholder that is an entity; number of shares of each class of shareholders; dividend rate for each share and total dividend amount received by such shareholder, timing and method of payment for dividends; full names and signatures of the Chairman of the Board and legal representative of the Company.
- 52.6 In case of transfer by a shareholder of its shares during the interval of preparing the list of shareholders and paying dividends, the transferor shall receive dividends from the Company.
- 52.7 In case of paying dividends contrary to Article 135 of the Laws on Enterprises, shareholders shall return the amount, other shares received by them to the Company.

If shareholders fail to do so, such shareholders and all members of the Board shall jointly and severally be responsible for debts and other asset obligations of the Company within such unreturned paid amount, assets.

### **Article 53. Document storage and information disclosure regime**

53.1 The Company shall archive the following documents:

- (a) This Charter; its amended, supplemented version; internal management regulations; Shareholder Registry;
- (b) Enterprise Registration Certificate; industrial property protection certificates; product quality registration certificate; and other licences and certificates;
- (c) Documents, papers certifying the ownership of the Company's assets;
- (d) Meeting minutes, vote count records of the General Meeting of Shareholders; the Board, and other Company decisions;
- (e) Prospectus for issuing securities;
- (f) Reports of the Inspection Committee; conclusions of the inspection agency and independent auditor;
- (g) Accounting books and records, annual financial statements; and
- (h) Other documents in accordance with the Laws.

53.2 The Company shall keep the stipulated documents at its head office for the term as specified by the Laws.

53.3 Summarized contents of the annual financial statements must be notified to all shareholders.

### **Article 54. Seal of the Company**

54.1 The Company has its own seal. The Company's seal may be a physical seal made at the seal making facility or a seal under the form of digital signature prescribed by regulations of Laws on electronic transactions. The seal is the property of the Company. The Company has the right to determine the form and contents of the seal of the Company. The seal must have the following attributes:

- (a) Content of the seal: Name of the Company, Company Code;
- (b) Form, size of the seal: The seal is circular with diameter of 36mm;

(c) Ink colour of the seal: Red

54.2 The Company shall have one (01) seal.

54.3 The legal representative of the Company must be responsible for managing and using the seal in compliance with the Laws.

## **CHAPTER V**

### **RE-ORGANIZATION, DISSOLUTION, AND DISPUTE**

#### **Article 55. Re-organization of the Company**

The General Meeting of Shareholders shall decide the re-organization of the Company in case of material changes or opportunities, urgent requirements. In this case, the Company may be re-organized in either of the following forms: division, consolidation or merger with other enterprises, or transformation into other corporate form in accordance with the applicable Laws.

#### **Article 56. Dissolution, bankruptcy of the Company**

56.1 The Company would be dissolved in the following cases:

- (a) Decided by the General Meeting of Shareholders for its dissolution;
- (b) Not having a minimum number of shareholders as stipulated by the Laws;
- (c) Subject to the court's decision on suspending its operations in case of its violation of the Laws;
- (d) Having its Enterprise Registration Certificate revoked by the competent State authorities, unless otherwise prescribed by the Law on Tax Administration;
- (e) Orders and procedures for its dissolution to be done in compliance with the applicable Laws.

56.2 Upon availability of the decision for the Company's dissolution, the General Meeting of Shareholders shall appoint a liquidator to replace the Board, which will work with the auditor to liquidate the Company within a regulated time and according to the applicable financial rules. During the course of liquidation, the liquidators and auditors may request to convene the General Meeting of Shareholders as may be deemed necessary.

56.3 If the Company is declared bankrupt by the court, procedures for bankruptcy applicable to the Company in compliance with the Law on Bankruptcy.

## **Article 57. Disputes, litigations**

57.1 Upon the occurrence of disputes or complaints relating to the operations of the Company, or the rights of the shareholders arisen from the provisions of this Charter, or any rights/obligations under the Law on Enterprises, or other legislations, or administrative regulations, between:

- (a) A shareholder or shareholders and the Company;
- (b) A shareholder or shareholders and the Board, the Inspection Committee, Director, or other Executives,

the relevant parties shall settle it through amicable negotiations and reconciliation, including through an intermediate on the basis of the following principles:

- If such dispute is not related to the Board or its Chairman, the Chairman shall preside over settling the dispute and requiring each party to present practical causes that result in the dispute within ten (10) business days of such dispute;
- If such dispute concerns the Board or its Chairman, the parties shall request an independent third party lawyer or a lawyers' entity licensed to operate to act as the mediator.

57.2 If no reconciliation is reached within four (4) weeks of such dispute, either party may submit it to a competent court for resolution.

57.3 Each party shall pay for its own costs and expenses relating to such negotiation and reconciliation procedures. Costs and expenses relating to dispute settlement by the competent authority shall be in accordance with the Laws.

## **CHAPTER VI**

### **FINAL PROVISIONS AND MISCELLANEOUSNESS**

#### **Article 58. Amending, supplementing the Charter**

58.1 Any amendment and supplement to, this Charter shall be considered by the General Meeting of Shareholders.

58.2 If there are any legal provisions relating to the operations of the Company not included herein, any new legal provisions, contrary to the provisions hereof, such legal provisions shall, to the extent of compulsory or prohibit nature, prevail and govern the operations of the Company.

58.3 Copies or extracts of this Charter must be signed by the Chairman of the Board, or certified by a public notary for its validity.

#### **Article 59. Validity**

59.1 This Charter consists of 6 Chapters and 59 Articles, and is adopted by the General Meeting of Shareholders of VIP Greenport Joint Stock Company on June 25<sup>th</sup> 2016, amended under Resolution No. 24/2017/NQ-DHDCD on April 27<sup>th</sup> 2017 and further amended under Resolution No. 01/2019/NQ-DHDCD on April 9<sup>th</sup>, 2019 and further amended under Resolution No. 01/2022/NQ-DHDCD on April 14<sup>th</sup>, 2022.

59.2 This is the single and official Charter of the Company.

59.3 This Charter is made in six (06) copies in each of the Vietnamese and English languages. Both language versions shall have equal validity and be legally valid provided that the Vietnamese version of this Charter has been prepared as a translation of the English version of this Charter and any conflict, inconsistency or discrepancy between the two versions will be considered an error of translation and the Vietnamese version of this Charter shall be corrected in accordance with the English version.

#### **SIGNATURE**

**LEGAL REPRESENTATIVE AND DIRECTOR OF VIP GREENPORT JOINT STOCK COMPANY**

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**CAP TRONG CUONG**