

THE SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness



**CHARTER  
OF SAIGON GROUND SERVICES JOINT STOCK COMPANY**

*(Issued pursuant to Resolution No.02 /NQ-ĐHĐCĐ dated 18<sup>th</sup> June 2026 of the  
General Meeting of Shareholders of Saigon Ground Services Joint Stock  
Company)*



*Ho Chi Minh City, 18<sup>th</sup> June 2026*

Notes: In the event of discrepancies or differing interpretations between the information in Vietnamese and English, The Vietnamese version shall prevail.

## PREAMBLE

This Charter constitutes the legal basis for all operations of Saigon Ground Services Joint Stock Company and was duly adopted at the 2026 Annual General Meeting of Shareholders held on 18<sup>th</sup> June, 2026.

### I. DEFINITIONS OF TERMS IN THE CHARTER

#### Article 1. Interpretation of Terms and Definitions

1. In this Charter, the following terms and expressions shall be construed as follows:

- a. **“Company”** means Saigon Ground Services Joint Stock Company;
- b. **“Charter Capital”** means the total par value of all classes of shares sold, as specified in Article 10 of this Charter;
- c. **“Law on Enterprises”** means the Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly on June 17, 2020, and the current implementing regulations and guiding documents thereof;
- d. **“Law on Securities”** means the Law on Securities No. 54/2019/QH14 adopted by the National Assembly on November 26, 2019, and the current implementing regulations and guiding documents thereof;
- e. **“Date of Establishment”** means the date on which the Company was first granted the Enterprise Registration Certificate;
- f. **“Corporate Directors and Officers”** means the Chairman of the Board of Directors, members of the Board of Directors, the Chief Executive Officer (CEO), Deputy Chief Executive Directors, and the Chief Accountant of the Company;
- g. **“Related Person”** means an individual or organization having a direct or indirect relationship with an enterprise as prescribed in Clause 23, Article 4 of the Law on Enterprises and Clause 46, Article 4 of the Law on Securities;
- h. **“Vietnam”** means the Socialist Republic of Vietnam;
- i. **“Shareholder”** means an individual or organization owning at least one (01) share of the Company;
- j. **“Competitor”** means any person or enterprise, except for Airports Corporation of Vietnam – JSC and enterprises in which the Company has invested capital, that directly or indirectly conducts or participates in the production and/or business of products or services identical or similar to those currently produced, provided, or conducted by the Company;
- k. **“Acquirer”** means: (i) a representative of an institutional shareholder; or (ii) an individual shareholder or the representative of an individual shareholder, where such shareholder (institutional or individual), alone or together with related persons as defined in Point g, Clause 1, Article 1 of this Charter, holds twenty-five percent (25%) or more of the total voting shares of the Company;

l. **“Dependent Units”** means branches, representative offices, and dependent accounting units of the Company established pursuant to resolutions of the BOD;

m. **“Subsidiary”** means entities in which the Company invests one hundred percent (100%) of charter capital or holds controlling shares or contributed capital, organized in the form of enterprises in accordance with the Law on Enterprises;

n. **“Affiliate”** means a company in which the Company holds non-controlling shares or contributed capital and which is organized and operated in accordance with the Law on Enterprises and other applicable laws and regulations;

o. **“Controlling Rights of the Company”** means the Company’s authority to decide on or influence subsidiaries or controlled companies in respect of: charter documents, key personnel, management structure, technological know-how, brand, market, business strategy, investment orientation, and other important matters as prescribed in the charter of such subsidiary or controlled company, or pursuant to agreements between the Company and such subsidiary or controlled company;

p. **“Controlling Shares or Controlling Capital Contribution of the Company”** means shares or capital contribution held by the Company representing more than fifty percent (50%) of the charter capital of another company;

q. **“Authorized Representative”** means an individual authorized in writing by a shareholder of the Company to exercise rights on behalf of such shareholder in accordance with the Law on Enterprises and this Charter;

r. **“Full-time Position”** means holding only one position within the Company and not concurrently serving as a manager and/or employee of another company;

s. **“Legal Documents of an Individual”** means one of the following identification documents: Citizen Identity Card, Identity Card, Passport, or other lawful personal identification documents;

t. **“Legal Documents of an Organization”** means one of the following documents: Establishment Decision, Enterprise Registration Certificate, or other equivalent documents;

2. In this Charter, references to any provision or legal document shall include any amendments thereto or replacement documents.

3. Headings (chapters and articles of this Charter) are inserted for convenience of reference only and shall not affect the interpretation of this Charter.

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

### **Article 2. Name, Head Office, Branches, and Representative Offices**

1. Company name:

- Vietnamese name: **CÔNG TY CỔ PHẦN PHỤC VỤ MẶT ĐẤT SÀI GÒN**

- English name: **SAIGON GROUND SERVICES JOINT STOCK COMPANY**

- Abbreviation: **SAGS**

2. Address of the Company's Head Office:

- 58 Truong Son Street, Tan Son Hoa Ward, Ho Chi Minh City, Vietnam

- Telephone: (84-8) 38485383 Fax: (84-8) 38489324

- E-mail: commercial@sags.vn

- Website: www.sags.vn

3. The Company shall have a logo as decided by the BOD.

4. The Company may establish branches and representative offices to carry out the Company's operational objectives in accordance with resolutions of the BOD and within the scope permitted by law.

### **Article 3. Legal Status**

1. The Company is a joint stock company with legal entity status in accordance with the prevailing laws of Vietnam, operating under independent accounting, financial autonomy, and taking responsibility for its business performance and results.

The Company was established pursuant to the decision of the Ministry of Transport approving the conversion plan from a wholly state-owned enterprise into a joint stock company and is organized and operated in accordance with the Law on Enterprises.

2. The Company shall have its own seal and may open accounts at domestic and foreign banks, funds, and other credit institutions in accordance with applicable laws and regulations.

3. The Company shall have the right to own, use, and dispose of its trade name and corporate logo in accordance with the law.

4. The Chairman of the BOD and the CEO shall be the legal representatives of the Company and shall reside in Vietnam.

### **Article 4. Duration of Operation**

Unless terminated in accordance with Article 70 of this Charter, the Company shall have an indefinite duration of operation commencing from the date on which the Enterprise Registration Certificate is issued by the business registration authority.

### **Article 5. Legal Representatives of the Company**

The legal representatives of the Company shall include:

1. The Chairman of the BOD, who shall represent the Company in matters falling within the decision-making authority of the Board of Directors in accordance with applicable laws and the Company Charter.

2. The CEO, who shall represent the Company in all remaining matters outside the scope of representation of the Chairman of the BOD.

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

#### Article 6. Objectives and Business Lines of the Company

##### 1. Objectives:

a. To implement the equitization of Saigon Ground Services One Member Limited Liability Company in accordance with the State's policies, transforming it into a multi-shareholder enterprise; mobilizing additional resources from investors; modernizing technology; developing production and business operations; restructuring the organization and innovating corporate governance methods; cooperating with investors to develop human resources and apply technological advancements for market expansion; and achieving the objective of building a stronger and more sustainable Company.

b. To promote ownership responsibility and closely align the responsibilities and interests of employees, shareholders, and management at all levels in achieving business objectives and operational efficiency; strengthen public oversight of the enterprise; ensure a harmonious balance of interests among the State, the enterprise, shareholders, and employees; and contribute to national economic growth.

##### 2. The Company's business sectors and lines shall include the following:

No.	Business Line	Code
01	<p><b>Support activities directly related to air transportation (Principal Business Line)</b></p> <p>Details:</p> <p>Direct operations at airports;</p> <p>Operation of airport infrastructure, facilities, and equipment;</p> <p>Provision of aircraft maintenance services, aircraft spare parts, aviation equipment, and other equipment;</p> <p>Provision of technical, scientific, and technological services domestically and internationally;</p> <p>Provision of commercial ground handling services;</p> <p>Provision of passenger terminal and cargo terminal services;</p> <p>Trading of aviation materials, spare parts, and equipment;</p> <p>Agency services for airlines, transport and travel companies, manufacturers, and suppliers of aircraft, aviation materials, spare parts, aircraft equipment, and specialized aviation equipment;</p> <p>Provision of ramp handling services at airports and aerodromes;</p> <p>Supply of aviation fuel and lubricants (including fuel,</p>	5223 (Principal)

	<p>lubricating oils, and specialized fluids) and petroleum products at airports;</p> <p>Cargo warehousing and freight services;</p> <p>Maintenance, and installation of specialized electrical, electronic, and mechanical equipment, and civil works (excluding mechanical processing, waste recycling, and electroplating at the Company's headquarters).</p>	
02	Other education not elsewhere classified (Details: Training and professional instruction for aviation staff)	8559
03	Other supporting services related to transport (Details: Airline ticket agency; excess baggage fee collection; airport support services including fast-track customs, immigration, and quarantine; lost baggage handling; logistics)	5229
04	Wholesale of machinery, equipment, and other machine parts (Details: Wholesale of aviation spare parts and equipment.)	4659
05	Rental of vehicles (Details: Rental of transport vehicles, special-purpose vehicles, other vehicles without drivers)	7710
06	Rental of other machinery, equipment and tangible goods without operators (Details: Rental of broadcasting, television, and telecommunication equipment; rental of various types of machinery, equipment, and passenger vehicles without operators; IT equipment rental)	7730
07	Restaurants and mobile food service activities (Details: Restaurants; in-flight catering services; catering services under contracts)	5610
08	IT and other computer-related services (Details: IT equipment rental services)	6209
09	Travel agency	7911
10	Tour operation	7912
11	Reservation services and related support services for promotion and tour organization	7990

12	Urban and intercity bus passenger transport	4922
13	Other passenger transport on road	4932
14	Short-stay accommodation services	5510
15	Other food and beverage services	5629
16	Wholesale of automobiles and other vehicles	4511
17	Freight transport by road	4933
18	Labour supply and employment management services	7830
19	Data processing, leasing and related activities	6311
20	Advertising	7310
21	Trade promotion and introduction services	8230

#### **Article 7. Scope of Business and Operations**

1. The Company is authorized to formulate plans and carry out all business and production activities in accordance with its registered business lines as published on the National Business Registration Portal and provided in this Charter, in compliance with applicable laws, and to implement appropriate measures to achieve the Company's objectives.

2. The Company may conduct business activities in other sectors not prohibited by law and approved by the General Meeting of Shareholders.

3. The Company may conduct business operations domestically or internationally in accordance with this Charter and applicable laws and regulations.

#### **Article 8. Rights of The Company**

1. To organize its management structure, improve internal rules and regulations, and direct the operations of its business units in accordance with the Company's objectives and functions.

2. To conduct business in sectors not prohibited by law and expand the scope of business activities in accordance with the Company's capabilities and market demand.

3. To establish branches, representative offices, and dependent accounting units in accordance with the law, and to open transaction accounts.

4. To divide, separate, merge, invest in, participate in joint ventures or partnerships, acquire shares, or purchase all or part of the assets of other companies in accordance with applicable laws and this Charter.

5. To seek markets, select customers, directly conduct transactions, and enter into contracts with customers.
6. To select, recruit, and employ personnel in accordance with operational requirements, including foreign experts where necessary and as permitted by law.
7. To refuse and decline any financial assistance or contributions from any individual or organization that are not provided for by law, except for voluntary contributions made for humanitarian and community-benefit purposes.
8. To utilize the Company's capital and funds for business activities on the basis of capital preservation and profit generation.
9. To determine methods of capital mobilization from domestic and foreign financial sources in accordance with applicable laws and this Charter.
10. To liquidate, transfer, replace, lease, pledge, mortgage, guarantee, and contribute capital by land use rights and other property rights in accordance with the law and on the basis of capital preservation.
11. To determine the use and distribution of profits to shareholders after fulfilling obligations to the State and making allocations to funds in accordance with this Charter.
12. To register and enforce intellectual property rights.
13. To enjoy and claim tax incentives in accordance with applicable laws.
14. To exercise other rights in accordance with applicable laws and regulations.

#### **Article 9. Responsibilities of the Company**

1. To complete business registration and conduct business operations in compliance with applicable laws and this Charter; to be accountable to shareholders for the Company's business performance, to its customers, and to the law for the products and services provided by the Company.
2. To formulate development strategies, investment plans, and business plans in line with the Company's functions, duties, and market demands.
3. To enter into and organize the implementation of contracts with business partners.
4. To fulfill obligations to employees in accordance with the Labor Code, ensuring employees' participation in the management of the Company through collective labor agreements and other relevant regulations.
5. To comply with legal regulations on the protection of natural resources, environmental protection, national security, and fire prevention and fighting.
6. To comply with accounting, statistical, and reporting regimes and regulations in accordance with applicable laws, and to submit extraordinary reports upon request of the General Meeting of Shareholders, while being responsible for the accuracy and truthfulness of such reports.
7. To be subject to inspection and supervision by competent State authorities in accordance with the law.

8. To pay taxes and fulfill other obligations in accordance with applicable laws.
9. To ensure compliance with foreign ownership limits in accordance with applicable laws.
10. To perform other responsibilities and obligations as prescribed by law.

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

##### **Article 10. Charter Capital and Shares**

###### ***1. Charter Capital:***

a. The company's charter capital is VND 335,816,910,000 (three hundred thirty-five billion eight hundred sixteen million nine hundred ten thousand dong). The company's charter capital is contributed in Vietnamese Dong.

b. The Company may increase its charter capital upon approval by the General Meeting of Shareholders and in accordance with the Company's development needs and applicable laws. Any reduction of the Company's charter capital shall be decided by the General Meeting of Shareholders on the basis of ensuring full payment of debts and other property obligations and maintaining normal business operations.

c. The charter capital shall be used for the Company's business and production purposes in accordance with resolutions of the General Meeting of Shareholders and the Board of Directors;

###### ***2. Shares:***

a. The number of shares of the Company shall be equal to the charter capital divided by the par value of each share. Each share shall have a par value of VND 10,000. The charter capital of the Company is divided into 33,581,691 shares (in words: thirty-three million five hundred eighty-one thousand six hundred ninety-one shares).

b. All shares issued by the Company as of the date of adoption of this Charter shall be ordinary shares.

In addition, the Company may issue dividend preference shares, redeemable preference shares, or other classes of preference shares. The issuance of such classes of shares shall be subject to approval by the General Meeting of Shareholders.

c. Ordinary shares may not be converted into preference shares.

d. The rights, obligations, and benefits of shareholders holding different classes of shares shall be governed by this Charter and applicable laws.

e. The Company may repurchase shares issued by itself in accordance with the methods prescribed in this Charter and applicable laws. Shares repurchased by the Company shall constitute **treasury shares**, and the Board of Directors may re-offer such shares in a manner consistent with this Charter, the Law on Securities, and relevant guiding regulations.

##### **Article 11. Founding Shareholders and Register of Shareholders**

1. The Company has no founding shareholders.

2. The Company shall establish and maintain the Register of Shareholders from the date of issuance of the Enterprise Registration Certificate. The Register of Shareholders shall be maintained in both written and electronic formats.

3. The Register of Shareholders shall contain the following principal information:

a. The name and head office address of the Company;

b. The total number of shares authorized for offering, classes of shares authorized for offering, and the number of shares authorized for offering for each class;

c. The total number of issued shares of each class and the value of contributed share capital;

d. Basic legal information of shareholders, including: full name, contact address, nationality, and legal identification documents of individual shareholders; name, enterprise code or legal documents of organizational shareholders, and the head office address of organizational shareholders;

e. The number of shares of each class held by each shareholder and the date of share registration.

The Register of Shareholders shall be maintained at the Company's head office or at the Vietnam Securities Depository and Clearing Corporation (VSDC). Shareholders shall have the right to inspect, review, extract, or copy the names and contact addresses of shareholders recorded in the Register of Shareholders during the Company's working hours or in accordance with the regulations of the Vietnam Securities Depository and Clearing Corporation. In the event of any change in contact address, shareholders must promptly notify the Company for update purposes. The Company shall not be liable for any failure to contact shareholders resulting from the shareholders' failure to notify the Company of changes in their contact information.

#### **Article 12. Share Certificates**

1. A share certificate is a certificate issued by the Company, a book-entry record, or electronic data evidencing ownership of one or more shares of the Company. Shareholders of the Company shall be issued share certificates corresponding to the number and class of shares owned.

2. A share certificate shall contain the following principal particulars:

a. The name and head office address of the Company;

b. The number and date of issuance of the Enterprise Registration Certificate;

c. The number of shares and class of shares;

d. The par value of each share and the total par value of the shares stated in the certificate;

e. Full name, contact address, nationality, and legal identification documents of an individual shareholder; name, enterprise code or legal documents of an organizational shareholder, and the head office address of an organizational shareholder;

f. Specimen signature of the legal representative and the seal of the Company;

g. Registration number in the Company's Register of Shareholders and the date of issuance of the share certificate;

h. Other particulars as prescribed under Articles 116, 117, and 118 of the Law on Enterprises in respect of preference share certificates.

3. In the event of any error in the content or form of a share certificate issued by the Company, the rights and interests of the holder thereof shall not be affected. Within two (02) months, subject to the issuance terms and from the date of full payment for subscribed shares in accordance with the Company's share issuance plan, the shareholder shall be issued a share certificate. Shareholders shall not bear any printing costs or any other fees related to the issuance of share certificates.

4. In the event that only part of the shares stated in a registered share certificate is transferred, the old certificate shall be cancelled and new share certificates shall be issued free of charge to the transferor and transferee.

5. In the event that a registered share certificate is damaged, erased, lost, stolen, or destroyed, the holder of such registered share certificate may request the issuance of a replacement certificate, provided that evidence of share ownership is submitted and all related costs are borne by the shareholder. The holder of bearer share certificates shall be solely responsible for safekeeping such certificates, and the Company shall not be liable in cases where such certificates are lost, stolen, or used for unlawful purposes.

#### **Article 13. Other Securities Certificates**

Bond certificates or other securities certificates of the Company (except for offering documents, temporary certificates, and similar documents) shall be issued bearing the seal and specimen signature of the Company's legal representative, unless otherwise provided in the terms and conditions of issuance.

The Company shall have the right to issue bonds, convertible bonds, and other types of bonds in accordance with applicable laws and this Charter.

#### **Article 14. Offering of Shares**

1. With respect to the disposal of unsold State-owned capital or plans for further sale of State-owned capital, the representative of the State-owned capital portion shall prepare a plan for further sale of such State-owned capital in the Company and submit it to the owner of the State-owned capital for decision.

2. The Board of Directors shall determine the timing, method, and offering price of shares within the classes and total number of shares authorized for offering of each class as approved by the General Meeting of Shareholders. The offering price of shares shall not be lower than the market price at the time of offering or the book value of the shares at the nearest valuation date, except in the following cases:

a. Shares offered for the first time to persons other than founding shareholders.

b. Shares offered to all shareholders in proportion to their existing shareholding ratio in the Company.

c. Shares offered to brokers or underwriters. In such cases, the offering price shall not be lower than the market price less the discount granted to brokers or underwriters.

Such discount shall be determined as a percentage of the share value at the offering date. The specific discount rate must be approved by shareholders representing at least 65% of the total voting shares.

d. Other cases and applicable discount rates as approved by the General Meeting of Shareholders.

3. In the event that the Company issues additional ordinary shares, such shares shall first be offered to existing shareholders in proportion to their ownership ratio of ordinary shares in the Company and in accordance with the following provisions:

a. The Company shall send written notices to shareholders in a manner ensuring delivery to the contact address provided by shareholders and recorded in the Register of Shareholders no later than 15 days prior to the expiration date for share subscription registration. Such notice must also be published in three (03) consecutive newspaper issues within ten (10) working days from the date of notification.

b. The notice must include the full name, contact address, nationality, legal identification documents of individual shareholders; name, enterprise code or legal documents, and head office address of organizational shareholders; number and ratio of currently held shares; total number of shares proposed to be offered and the number of shares each shareholder is entitled to purchase; offering price; subscription period; and full name and signature of the legal representative of the Company. The period for receiving subscription forms from shareholders shall be no less than fifteen (15) days and no more than thirty (30) working days. A share subscription form issued by the Company shall accompany the notice.

c. Shareholders shall have the right to transfer their pre-emptive rights to purchase shares to other persons.

d. If a subscription form is not returned to the Company within the prescribed time limit, the relevant shareholder shall be deemed to have waived the pre-emptive right. If the number of shares proposed to be offered is not fully subscribed by shareholders and transferees of subscription rights, the Board of Directors shall have the right to offer the remaining shares to the Company's shareholders and other persons on terms no more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders or otherwise provided under securities laws.

4. Shares shall be deemed sold upon full payment and when the purchaser's information as prescribed in Clause 2, Article 11 of this Charter has been fully entered into the Register of Shareholders. From such time, the purchaser shall become a shareholder of the Company.

5. Upon full payment for shares, the Company shall issue and deliver share certificates to purchasers. At the same time, shareholder information as prescribed in Clause 2, Article 122 of the Law on Enterprises shall be recorded in the Register of Shareholders to certify the shareholder's ownership rights in the Company.

6. The conditions, methods, and procedures for public offerings or private placements of shares shall comply with the Law on Securities and other relevant legal regulations.

#### **Article 15. Transfer, Inheritance and Forfeiture Of Shares**

### ***1. Transfer of Shares:***

a. Shares that have not been fully paid for shall not be transferred or entitled to related benefits, including the right to receive dividends, the right to receive bonus shares issued for capital increase from equity, and the right to subscribe for newly offered shares.

b. Strategic investors shall not transfer the shares purchased by them within a minimum period of five (05) years from the date on which the Company is first granted the Enterprise Registration Certificate.

c. Subsequent issuances to strategic investors shall be implemented in accordance with the regulations applicable to each issuance.

d. Additional preferential shares purchased by employees shall not be transferable during the period in which the employee is committed to working for the Company in accordance with the regulations of each issuance. In the event that the Company undergoes restructuring resulting in employees having to terminate labor contracts, resign, or lose employment in accordance with the Labor Code before the committed term expires, such additionally purchased shares shall be converted into ordinary shares. In the event that employees wish to sell back such shares to the Company, the Company shall be responsible for repurchasing them at a price close to the prevailing market price. In the event that employees terminate their labor contracts before the committed term expires, they shall be required to sell back to the Company all additionally purchased shares at a price close to the prevailing market price but not exceeding the purchase price at the time of equitization.

### ***2. Procedures for Transfer of Shares:***

a. The share transfer instrument must be signed by the transferor and transferee or their authorized representatives, and relevant information shall be amended and supplemented in the Shareholder Register. The transferor shall remain the owner of the relevant shares until the name of the transferee is registered in the Company's Shareholder Register.

b. In the event that only part of the shares represented by a share certificate is transferred, the old share certificate shall be cancelled, and the Company shall issue a new share certificate reflecting the transferred shares and the remaining shares.

c. Where the Company's shares are registered for trading or listed on a stock exchange, such shares shall be transferred in accordance with the laws on securities and the securities market.

d. In the event of a transfer, the transfer conditions shall be mutually agreed upon by the buyer and seller. Upon completion of the transfer, the seller shall be responsible for providing the purchaser's information to the Company. Within seven (07) days, the Company shall update such information and issue new share certificates to the relevant parties.

### ***3. Inheritance of Shares:***

a. Shares of the Company may be inherited in accordance with this Charter and applicable laws.

b. In the event that a shareholder dies or is declared missing in accordance with law, the heir(s) or administrator(s) of such shareholder's estate shall be recognized by the Company as the sole person(s) entitled to or benefiting from such shareholder's shares and shall be responsible for fulfilling obligations associated with such shares in accordance with civil and securities laws.

c. Lawful heirs must appoint a sole authorized representative by way of a notarized authorization. Upon obtaining lawful ownership of inherited shares and completion of registration procedures in the Company's Shareholder Register, the new shareholder shall be entitled to all rights and obligations of a shareholder. Such heirs shall not automatically be deemed members of the Board of Directors or the Board of Supervisors by virtue of inheriting shares from such members.

#### ***4. Forfeiture of Shares:***

a. In the event that a shareholder fails to fully and punctually pay the amount due for subscribed shares, the Board of Directors shall notify and be entitled to require such shareholder to pay the outstanding amount together with interest accrued thereon and any expenses incurred by the Company as a result of such non-payment.

b. The payment notice referred to above must specify a new payment deadline (at least seven (07) days from the date of the notice), the place of payment, and clearly state that failure to comply with the payment request shall result in forfeiture of the unpaid shares.

c. The Board of Directors shall have the right to forfeit shares that have not been fully and punctually paid for if the requirements specified in the above notice are not complied with.

d. Forfeited shares shall be deemed authorized shares available for offering as prescribed in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly sell or authorize the sale or redistribution of such shares under such terms and conditions as it deems appropriate.

e. Shareholders holding forfeited shares shall cease to be shareholders in respect of such shares but shall remain liable to pay all relevant amounts and accrued interest thereon from the date of forfeiture until full payment is made, as determined by the Board of Directors. The Board of Directors shall have full authority to enforce payment of the total value of the shares at the time of forfeiture.

f. A notice of forfeiture shall be sent to the holder of forfeited shares prior to the forfeiture date. The forfeiture shall remain effective notwithstanding any error or negligence in delivering such notice.

#### **Article 16. Share Repurchase**

##### ***1. Share Repurchase at the Request of Shareholders:***

*1.1.* Shareholders entitled to voting rights under this Charter who vote against resolutions regarding changes to shareholders' rights and obligations as stipulated in this Charter, or the reorganization of the Company in the form of division, separation, merger, or dissolution, shall have the right to request the Company to repurchase their shares. Such request must be made in writing and specify the shareholder's name, address,

number of shares of each class, proposed selling price, and reasons for requesting the repurchase. The request must be submitted to the Company within ten (10) days from the date on which the General Meeting of Shareholders adopts the relevant resolution on the matters specified in this Clause.

**1.2.** The Company shall repurchase shares at the request of shareholders as specified in Point 1.1, Clause 1 of this Article at the market price or at a price agreed upon by the parties in accordance with this Charter within ninety (90) days from the date of receipt of the request. In the event no agreement on price can be reached, the shareholder may sell the shares to another party, or the parties may request a professional valuation organization to determine the value of such shares. The Company shall introduce at least three (03) professional valuation organizations for the shareholder's selection, and such selection shall be final. The party requesting the valuation shall bear the valuation expenses.

### ***2. Share Repurchase at the Company's Decision:***

The Company shall have the right to repurchase no more than thirty percent (30%) of the total sold ordinary shares and part or all of the sold dividend preference shares in accordance with the following provisions:

**2.1.** The Board of Directors shall decide on the repurchase of up to ten percent (10%) of the total number of sold shares of each class offered for sale within each period of twelve (12) months. In other cases, the repurchase of shares shall be decided by the General Meeting of Shareholders.

**2.2.** The Board of Directors shall determine the repurchase price of shares. For ordinary shares, the repurchase price shall not exceed the market price at the time of repurchase, except as provided in Point 2.3, Clause 2 of this Article. For other classes of shares, unless otherwise agreed between the Company and the relevant shareholders, the repurchase price shall not be lower than the market price.

**2.3.** The Company may repurchase shares from each shareholder in proportion to their shareholding ratio in the Company. In such case, the Company's decision on share repurchase must be notified to all shareholders within thirty (30) days from the date such decision is adopted. The notice must specify the name and head office address of the Company, the total number and classes of shares to be repurchased, the repurchase price or pricing principles, payment procedures and deadlines, and procedures and deadlines for shareholders to offer their shares to the Company.

**2.4.** Shareholders agreeing to sell back their shares must send their share sale offer by a method ensuring delivery to the Company within thirty (30) days from the date of notification. The offer must include the shareholder's basic legal information (full name, contact address, nationality, legal identification documents in respect of individual shareholders; name, enterprise code or legal documents of the organization, and head office address in respect of institutional shareholders); the number of shares owned and offered for sale; payment method; and signature of the shareholder or the legal representative of the shareholder. The Company shall only repurchase shares offered within the aforesaid period.

### **Article 17. Conditions for Payment and Handling of Repurchased Shares**

1. The Company may only make payment to shareholders for repurchased shares in accordance with Article 15 of this Charter if, immediately after full payment for such repurchased shares, the Company remains capable of fully satisfying all debts and other property obligations.

2. Shares repurchased in accordance with Article 16 of this Charter shall be deemed unsold shares. The Company shall carry out procedures to reduce its charter capital corresponding to the total par value of the shares repurchased by the Company within ten (10) days from the completion date of the repurchase payment.

3. Share certificates evidencing ownership of repurchased shares must be cancelled immediately after full payment for the corresponding shares has been completed. The liabilities and responsibilities of the Chairman of the Board of Directors and the CEO shall be determined in accordance with applicable laws.

4. After completion of payment for all repurchased shares, if the total value of assets recorded in the Company's accounting books decreases by more than ten percent (10%), the Company must notify all creditors thereof within fifteen (15) days from the date of completion of payment for such repurchased shares.

5. In the event that payment for repurchased shares is made in violation of Clause 1, Article 17 of this Charter, the shareholders concerned shall return to the Company the money or other assets received. Where a shareholder fails to return such money or assets to the Company, such shareholder and all members of the Board of Directors shall be jointly liable for the Company's debts and other property obligations to the extent of the value of the money or assets paid to the shareholder and not yet returned.

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

### **Article 18. Organizational Structure, Governance and Supervision**

The organizational structure for management, governance and supervision of the Company comprises:

1. The General Meeting of Shareholders;
2. The Board of Directors;
3. The Board of Supervisors;
4. The CEO.

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

### **Article 19. Rights of Shareholders**

1. Shareholders are the owners of the Company and shall have rights and obligations corresponding to the number and class of shares they own. Shareholders shall be liable for the debts and other property obligations of the Company only to the extent of the capital contributed to the Company.

2. Holders of ordinary shares shall have the following rights:

a. To attend and speak at meetings of the General Meeting of Shareholders and exercise voting rights directly at the General Meeting of Shareholders or through authorized representatives; each ordinary share shall carry one vote;

b. To receive dividends corresponding to their capital contribution as decided by the General Meeting of Shareholders;

c. To freely transfer fully paid shares to others in accordance with this Charter and applicable laws, except for the cases prescribed in Clause 1, Article 127 of the Law on Enterprises;

d. To be given priority to purchase newly offered shares in proportion to the number of ordinary shares owned;

e. To examine, search for and extract information relating to names and contact addresses of shareholders in the list of shareholders entitled to vote at the General Meeting of Shareholders and request correction of inaccurate information relating to themselves;

f. To examine, search for, extract or copy the Company Charter, minutes of meetings of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;

g. In the event of dissolution or bankruptcy of the Company, to receive a portion of the remaining assets in proportion to the shares contributed to the Company, but only after the Company has settled all debts (including obligations to the State, taxes and fees) and obligations to shareholders holding other classes of shares in accordance with law;

h. To authorize another person to attend meetings of the General Meeting of Shareholders. The authorized representative must have full civil act capacity and may not further authorize another person.

i. To request the Company to repurchase their shares in accordance with Article 16 of this Charter and applicable laws;

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

3. Shareholders or groups of shareholders holding five percent (5%) or more of the total ordinary shares shall, in addition to the rights specified in Clause 1 of this Article, have the following rights:

a. To nominate candidates to the Board of Directors or the Board of Supervisors;

The nomination of candidates to the Board of Directors and the Board of Supervisors shall be carried out as follows:

Ordinary shareholders forming a group to nominate candidates to the Board of Directors and the Board of Supervisors must notify attending shareholders of such grouping before the opening of the General Meeting of Shareholders;

Based on the number of members of the Board of Directors and the Board of Supervisors, shareholders or groups of shareholders specified in this Clause shall be entitled to nominate one or more persons, as decided by the General Meeting of Shareholders, as candidates to the Board of Directors and the Board of Supervisors. In

the event that the number of candidates nominated by shareholders or groups of shareholders is fewer than the number they are entitled to nominate under the decision of the General Meeting of Shareholders, the remaining candidates may be nominated by the Board of Directors, the Board of Supervisors and other shareholders.

b. To request the Board of Directors to convene a meeting of the General Meeting of Shareholders in accordance with Clause 3, Article 115 of the Law on Enterprises or to request the Company representative to convene a meeting of the General Meeting of Shareholders in accordance with Clause 4, Article 140 thereof;

c. To inspect and obtain copies or extracts of the list of shareholders entitled to attend and vote at the General Meeting of Shareholders;

d. To request the Board of Supervisors to examine specific matters relating to the management and operation of the Company when deemed necessary. Such request must be made in writing and include the following contents: full name, contact address, nationality and legal documents of an individual shareholder; name, enterprise code or legal documents and head office address of an organizational shareholder; number of shares and date of share registration of each shareholder, total number of shares held by the group of shareholders and ownership ratio in the total shares of the Company; matters to be examined and purpose of examination;

e. Other rights as prescribed in this Charter and other applicable laws.

4. Shareholders or groups of shareholders specified in Clause 2 of this Article shall have the right to request the convening of a General Meeting of Shareholders in the following cases:

a. The Board of Directors seriously violates shareholders' rights, obligations of managers, or makes decisions beyond its delegated authority;

b. The term of the Board of Directors has expired by more than six (06) months without a replacement Board of Directors being elected;

c. Other cases as prescribed in the Company Charter.

A request for a GMS be convened shall be made in writing and contain the full names, mailing addresses, nationalities, legal document numbers of shareholders that are individuals; names, enterprise identification (EID) number of legal document numbers, headquarters addresses of shareholders that are organizations; quantities of shares and holdings in the company; the grounds and reasons for convening the GMS. The request shall be enclosed with documentary evidences of the violations committed by the Board of Directors, severity of the violation or the decision issued ultra vires. The shareholder or group of shareholders shall bear full legal responsibility for the accuracy and truthfulness of the documentary evidence submitted to competent authorities when requesting the convening of the General Meeting of Shareholders.

5. To appoint an authorized representative to exercise shareholder rights in accordance with law. Shareholders may appoint one or more authorized representatives to exercise shareholder rights in accordance with law. Where more than one authorized representative is appointed, the number of shares and voting rights represented by each representative must be clearly specified. Shareholders may authorize a member of the Board of Directors, the Board of Supervisors or the CEO to act as their representative at

the General Meeting of Shareholders. The appointment, termination or replacement of an authorized representative must be notified in writing in the form issued by the Company and submitted to the Company within five (05) working days from the date the shareholder issues the authorization document. Such notification shall contain the following principal contents:

- a. Name, permanent address, nationality, number and date of establishment decision or business registration certificate of the shareholder;
- b. Number and class of shares and date of shareholder registration with the Company;
- c. Full name, permanent address, nationality, Citizen Identification Card number, Identity Card number, passport number or other lawful personal identification of the authorized representative;
- d. Number of shares authorized for representation;
- e. Term of authorization;
- f. Full name and signature of the authorized representative and the legal representative of the shareholder.

#### **Article 20. Obligations of Shareholders**

1. To comply with the Company Charter and internal regulations of the Company;
2. To comply with resolutions and decisions of the General Meeting of Shareholders and the Board of Directors;
3. To participate in meetings of the General Meeting of Shareholders and exercise voting rights directly or through an authorized representative;
4. To fully pay for the subscribed shares in accordance with applicable regulations;
5. Not to withdraw the capital contributed in the form of ordinary shares from the Company in any manner, except where such shares are repurchased by the Company or another person. In the event that a shareholder withdraws part or all of the contributed share capital in violation of this Clause, such shareholder and any person having related interests in the Company shall be jointly liable for the debts and other property obligations of the Company to the extent of the value of the withdrawn shares and any damages incurred;
6. To provide an accurate address when registering to purchase shares;
7. To protect the reputation, interests and assets of the Company and maintain confidentiality regarding the Company's activities;
8. To be liable for material compensation arising from violations of this Charter or other violations causing damage to the assets or reputation of the Company;
9. To bear personal liability when acting in the name of the Company in any form to carry out any of the following acts:
  - a. Violating the law;

b. Conducting business or other transactions for personal gain or for the benefit of other organizations or individuals;

c. Paying debts not yet due in anticipation of financial risks that may arise to the Company.

10. In the event that payment for repurchased shares is made in violation of Clause 1, Article 134 of the Law on Enterprises or dividends are paid in violation of Article 135 of the Law on Enterprises, shareholders shall return to the Company the money or other assets received. Where shareholders fail to return such money or assets to the Company, all members of the Board of Directors shall be jointly liable for the Company's debts and other property obligations to the extent of the value of the money or assets paid to shareholders and not yet returned

11. To perform other obligations as prescribed by law and the Company Charter.

### **Article 21. General Meeting of Shareholders**

1. The General Meeting of Shareholders ("GMS") consists of shareholders having voting rights and is the highest decision-making authority of the Company. The Annual General Meeting of Shareholders shall be held once every fiscal year. In addition to the annual meeting, an extraordinary GMS may be convened when necessary. The venue of the GMS must be located within the territory of Vietnam. In the event that the GMS is conducted simultaneously at multiple locations, the meeting venue shall be deemed to be the location where the chairperson presides over the meeting.

2. The Annual General Meeting of Shareholders must be convened within four (04) months from the end of the fiscal year. The Board of Directors may decide to extend the time for convening the Annual General Meeting of Shareholders where necessary; however, such extension shall not exceed six (06) months from the end of the fiscal year.

3. The Annual General Meeting of Shareholders shall discuss and approve the following matters:

a. Report of the Board of Directors on the Company's business management performance;

b. Report of the Board of Supervision on the management and operation of the Company by the Board of Directors and the CEO;

c. Audited annual financial statements;

d. Profit distribution and appropriation of funds;

e. Annual business and production plan;

f. Approval of the list of independent auditing firms; decision on the appointment or dismissal of the independent auditing firm to audit the Company's operations when deemed necessary;

g. Development plan of the Company;

h. Self-assessment report on the performance of the Board of Supervision and each of its members;

i. Approval of the annual dividend payment level and dividend plan for the subsequent year for each class of shares in accordance with applicable laws and rights attached thereto;

j. Election, dismissal, removal, and replacement of members of the Board of Directors and The Board of Supervisors;

k. Decision on the budget or aggregate remuneration, bonuses, and other benefits for members of the Board of Directors and the Board of Supervision;

l. Amendment and supplementation of the Company Charter;

m. Decision on investment, purchase, or sale of assets having a value equal to or exceeding thirty-five percent (35%) of the total asset value recorded in the Company's most recent audited financial statements;

n. Decision on the types and total number of shares authorized for issuance;

o. Approval of bond issuance plans proposed by the Board of Directors.

p. Decision on increases or decreases in the Company's charter capital.

q. Decision on the repurchase of more than ten percent (10%) of the total issued shares of each class;

r. Decision on the reorganization or dissolution of the Company;

s. Approval of the internal governance regulations and operational regulations of the Board of Directors and the Board of Supervision;

t. Review and handling of violations committed by the Board of Directors or the Board of Supervision causing damage to the Company and its shareholders;

u. Approval of contracts entered into between the Company or its branches and persons specified in Clause 1, Article 167 of the Law on Enterprises where the contract value is equal to or exceeds thirty-five percent (35%) of the total asset value of the Company as recorded in the latest audited financial statements;

v. Other rights and duties as prescribed by this Charter and the Law on Enterprises.

4. Shareholders shall not be entitled to vote in the following cases:

a. Approval of contracts specified in Point "u", Clause 3 of this Article where such shareholder or its related person is a party to the contract;

b. Repurchase of shares held by such shareholder or its related person, except where the share repurchase is conducted proportionally among all shareholders or through order matching or public tender offers on the Stock Exchange.

5. All resolutions and matters included in the meeting agenda must be discussed and voted upon at the General Meeting of Shareholders.

## **Article 22. Authority to Convene the General Meeting of Shareholders**

1. The Board of Directors shall organize and convene the Annual General Meeting of Shareholders, convene extraordinary General Meetings of Shareholders, and select an appropriate venue within the territory of Vietnam. The Annual General Meeting of Shareholders shall decide on matters prescribed by law and the Company Charter, particularly the approval of annual financial statements and the business plan for the following fiscal year. Independent auditors may be invited to attend the meeting to provide advice regarding the approval of the annual financial statements.

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

a. The Board of Directors deems it necessary for the interests of the Company. Such convening shall be deemed necessary if the independent auditors consider that a meeting is important to discuss the audit report or the financial condition of the Company, and the Board of Directors concurs with such assessment;

b. The annual balance sheet, six (06)-month or quarterly reports, or the audited financial statements of the fiscal year indicate that the Company's equity has decreased by one-half (1/2) compared to the beginning of the period;

c. The number of remaining members of the Board of Directors or the Board of Supervision is fewer than the minimum number required by law, or the number of members of the Board of Directors has been reduced by more than one-third (1/3) compared to the number prescribed in this Charter;

d. A shareholder or group of shareholders specified in Clause 3, Article 19 of this Charter requests in writing the convening of a General Meeting of Shareholders. Such request must clearly state the reasons and purpose of the meeting and bear sufficient signatures of the relevant shareholders, or be made in multiple copies, each bearing the signature of at least one relevant shareholder;

e. The Board of Supervision requests the convening of the meeting where it has grounds to determine that members of the Board of Directors or managers of the Company have seriously violated their obligations under Article 165 of the Law on Enterprises, or where the Board of Directors acts or intends to act beyond its authority;

f. Other cases as prescribed by law and the Company Charter.

3. Convening of the General Meeting of Shareholders

a. The Board of Directors must convene the General Meeting of Shareholders within thirty (30) days from the date on which the number of remaining members of the Board of Directors falls under the circumstances specified in Point c, Clause 2 of this Article, or from the date of receipt of requests specified in Points d and e, Clause 2 of this Article;

b. If the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in Point a, Clause 3 of this Article, within the following thirty (30) days, the Board of Supervision shall replace the Board of Directors in convening the General Meeting of Shareholders in accordance with Clause 3, Article 140 of the Law on Enterprises. In the event that the Board of Directors fails to convene the General Meeting of Shareholders as required, the Chairman of the Board of Directors and members of the Board of Directors shall be liable before the law and compensate the Company for any damages incurred;

c. If the Board of Supervision fails to convene the General Meeting of Shareholders in accordance with Point b, Clause 3 of this Article, within the following thirty (30) days, the shareholder or group of shareholders specified in Point d, Clause 2 of this Article shall have the right to replace the Board of Directors and the Board of Supervision in convening the General Meeting of Shareholders in accordance with Clause 4, Article 140 of the Law on Enterprises. In such case, the Board of Supervision shall be legally liable and compensate the Company for any damages incurred due to its failure to convene the meeting. The shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the procedures for convening, conducting the meeting, and adopting resolutions of the General Meeting of Shareholders.

All expenses incurred for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. Such expenses shall not include costs incurred personally by shareholders attending the meeting, including accommodation and travel expenses.

### **Article 23. Authorized Representatives**

1. Shareholders entitled to attend the General Meeting of Shareholders in accordance with applicable laws may authorize individuals or organizations to attend the meeting on their behalf. In the event that more than one authorized representative is appointed, the number of shares and voting rights authorized to each representative must be specifically determined.

2. The authorization of a representative to attend the General Meeting of Shareholders must be made in writing and signed as follows:

a. Where an individual shareholder is the authorizing party, the power of attorney must bear the signature of such shareholder and the individual or legal representative of the organization authorized to attend the meeting;

b. Where an organizational shareholder is the authorizing party, the power of attorney must bear the signatures of the authorized representative, the legal representative of the shareholder, and the individual or legal representative of the organization authorized to attend the meeting;

c. The authorized representative attending the General Meeting of Shareholders must submit the authorization document upon registration for attendance prior to entering the meeting venue.

3. Where a lawyer signs the letter of appointment of representative on behalf of the authorizing party, such appointment shall only be deemed valid if the letter of appointment is presented together with the power of attorney (or a valid copy thereof) granted to the lawyer, unless such document has been previously registered with the Company.

4. Except for the case specified in Clause 3 of this Article, the voting ballot of an authorized representative attending the meeting within the scope of authorization shall remain valid in any of the following circumstances:

a. The authorizing party has died, has limited legal capacity, or has lost legal capacity;

b. The authorizing party has revoked the appointment of the authorized representative;

c. The authorizing party has revoked the authority of the person carrying out the authorization.

This provision shall not apply if the Company receives written notice of any of the above events no later than forty-eight (48) hours prior to the opening time of the General Meeting of Shareholders or before the reconvened meeting.

5. Where shares are transferred during the period from the completion of the shareholder list to the opening date of the General Meeting of Shareholders, the transferee may attend the General Meeting of Shareholders as an authorized representative in place of the transferor with respect to the transferred shares.

#### **Article 24. Variation of Rights**

1. Any amendment or cancellation of special rights attached to a class of preference shares shall only take effect upon approval by shareholders holding at least sixty-five percent (65%) of the ordinary shares attending the meeting and simultaneously approved by shareholders holding at least sixty-five percent (65%) of the voting rights attached to such class of preference shares.

2. A meeting of shareholders holding a class of preference shares to approve the aforesaid variation of rights shall only be valid if attended by at least two (02) shareholders (or their authorized representatives) holding at least one-third (1/3) of the total par value of the issued shares of such class. In the absence of the required quorum, the meeting shall be reconvened within thirty (30) days thereafter, and the holders of such class of shares present in person or through authorized representatives (regardless of the number of attendees or shares represented) shall constitute a valid quorum. At such meetings of preference shareholders, holders of such class of shares present in person or through representatives may request a secret ballot. Each share of the same class shall carry equal voting rights at the aforesaid meetings.

3. Procedures for conducting such separate meetings shall be implemented in accordance with the provisions of Articles 26 and 28 of this Charter.

4. Unless otherwise provided in the terms of issuance of shares, the special rights attached to classes of shares enjoying preferential rights regarding the distribution of profits or assets of the Company shall not be altered by the issuance of additional shares of the same class.

#### **Article 25. Agenda and Notice of the General Meeting of Shareholders**

1. The convener of the General Meeting of Shareholders shall perform the following duties:

a. Prepare the list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared based on the Company's Register of Shareholders. The list shall be prepared no more than ten (10) days prior to the date of dispatch of the notice of meeting;

b. Determine the time and venue of the meeting;

c. Notify and send the notice of the General Meeting of Shareholders to all shareholders entitled to attend the meeting.

2. Notice of the General Meeting of Shareholders shall be sent to all shareholders by a guaranteed delivery method and simultaneously published on the Company's website. The notice must be sent no later than twenty-one (21) days prior to the meeting date (calculated from the date the notice is duly sent, postage prepaid, or deposited in the mail). The agenda of the General Meeting of Shareholders and documents relating to matters to be voted on at the meeting shall be sent to shareholders and/or published on the Company's website. In the event that documents are not enclosed with the notice of meeting, the notice must clearly state the website address where shareholders may access such documents. The notice of meeting shall be accompanied by the following documents:

a. Meeting agenda, documents to be used at the meeting, and draft resolutions for each matter included in the agenda;

b. Voting ballot;

d. List and detailed information of candidates in the event of election of members of the Board of Directors and The Board of Supervisors.

3. Shareholders or groups of shareholders referred to in Clause 3, Article 19 of this Charter shall have the right to propose matters for inclusion in the agenda of the General Meeting of Shareholders. Such proposal must be made in writing and sent to the Company at least three (03) working days prior to the opening date of the General Meeting of Shareholders. The proposal must include the full name, contact address, nationality, legal document number of an individual shareholder; name, enterprise registration number or legal document number of an organizational shareholder, and head office address of the organization; the number and class of shares held, and the proposed matter to be included in the meeting agenda.

4. The convener of the General Meeting of Shareholders may reject proposals referred to in Clause 3 of this Article in the following cases:

a. The proposal is submitted beyond the prescribed deadline or contains insufficient or incorrect information;

b. At the time of submission, the shareholder or group of shareholders does not hold at least five percent (5%) of ordinary shares as prescribed in Clause 2, Article 19 of this Charter;

c. The proposed matter does not fall within the authority of the General Meeting of Shareholders for discussion and approval;

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

5. The convener of the General Meeting of Shareholders must accept and include proposals specified in Clause 3 of this Article in the proposed agenda and contents of the meeting, except for the cases specified in Clause 4 of this Article. Such proposal shall be officially added to the agenda and contents of the meeting if approved by the General Meeting of Shareholders.

6. The Board of Directors shall prepare draft resolutions for each matter included in the meeting agenda.

7. Only the General Meeting of Shareholders shall have the authority to amend the meeting agenda enclosed with the notice of meeting in accordance with Clause 3 of this Article.

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

1. The General Meeting of Shareholders shall be conducted when the number of attending shareholders represents more than fifty percent (50%) of the total voting shares.

2. In the event that the first meeting does not have the required quorum within thirty (30) minutes from the scheduled opening time, the convener shall cancel the meeting. The General Meeting of Shareholders must be reconvened within thirty (30) days from the originally scheduled date of the first meeting. The reconvened meeting shall only be conducted if the attending shareholders and authorized representatives represent at least thirty-three percent (33%) of the total voting shares.

3. In the event that the second meeting cannot be conducted due to insufficient quorum within thirty (30) minutes from the scheduled opening time, the third General Meeting of Shareholders may be convened within twenty (20) days from the intended date of the second meeting. In such case, the meeting shall be valid and conducted regardless of the number of attending shareholders or authorized representatives and shall be deemed legally valid.

#### **Article 27. Procedures for Conducting Meetings and Voting at the General Meeting of Shareholders**

1. Prior to the opening of the General Meeting of Shareholders, the Company shall carry out shareholder registration procedures and continue such registration until all shareholders entitled to attend the meeting have completed registration.

2. Upon registration and verification of shareholder eligibility, the Company shall issue to each shareholder or authorized representative entitled to vote a voting card stating the registration number, full name of the shareholder, full name of the authorized representative, and the number of votes of such shareholder. During voting at the meeting, votes in favor of a resolution shall be counted first, followed by votes against, and finally abstentions. Based on the total number of votes in favor, against, abstentions, or invalid votes, a decision shall be determined. The total number of votes in favor, against, abstentions, or invalid votes for each matter shall be announced by the Chairperson immediately after the voting on such matter. The General Meeting of Shareholders shall elect persons responsible for vote counting or supervising vote counting at the proposal of the Chairperson. The number of members of the vote-counting committee shall be determined by the General Meeting of Shareholders upon the Chairperson's proposal but shall not exceed the number prescribed by applicable law. To ensure the vote-counting committee performs its duties and powers effectively, it may establish a supporting team.

3. Shareholders or authorized representatives arriving after the opening of the General Meeting of Shareholders shall have the right to register immediately and thereafter participate in and vote at the meeting. The Chairperson shall not be obligated to

suspend the meeting to allow late attendees to register, and the validity of voting conducted prior to the arrival of such attendees shall not be affected.

4. The Chairman of the Board of Directors shall act as the Chairperson of meetings convened by the Board of Directors. In the absence of the Chairman or where the Chairman is temporarily unable to perform his/her duties, the remaining members of the Board of Directors shall elect one among themselves to chair the meeting based on the majority principle. If no person is able to act as Chairperson, the Head of the Board of Supervision shall preside for the purpose of allowing the General Meeting of Shareholders to elect a Chairperson from among the attendees, and the person receiving the highest number of votes shall serve as the Chairperson

In other cases, the person signing the notice convening the General Meeting of Shareholders shall preside over the election of the Chairperson, and the person receiving the highest number of votes shall be elected as Chairperson of the meeting.

The General Meeting of Shareholders shall elect one or more persons to the vote-counting committee at the proposal of the Chairperson.

5. The General Meeting of Shareholders shall decide on the order, procedures, and matters arising outside the meeting agenda. The Chairperson shall appoint one or more persons to act as secretary(ies) of the General Meeting of Shareholders.

6. Without requiring approval from the General Meeting of Shareholders, the Chairperson may at any time adjourn or suspend a duly constituted General Meeting of Shareholders to another time and location as determined by the Chairperson if he/she determines that one of the following circumstances exists: (a) attendees are unable to obtain adequate seating at the venue of the General Meeting of Shareholders; (b) the conduct of attendees obstructs or may obstruct the orderly conduct of the meeting; or (c) an adjournment is necessary to ensure that the business of the General Meeting of Shareholders may be conducted lawfully. In addition, with the consent or request of a duly constituted General Meeting of Shareholders, the Chairperson may adjourn the meeting. The maximum adjournment period shall not exceed three (03) working days from the scheduled opening date of the meeting. An adjourned General Meeting of Shareholders shall not consider any matter other than those which could have been lawfully addressed at the meeting prior to adjournment.

7. If the chairperson postpones or suspends the General Meeting of Shareholders in violation of the provisions of Clause 8, Article 146 of the Enterprise Law, the General Meeting of Shareholders shall elect another person from among the attendees to replace the chairperson and conduct the meeting until its conclusion; all resolutions passed at that meeting shall be effective and enforceable.

8. The General Meeting of Shareholders shall discuss and vote on each matter included in the agenda separately. Voting shall be conducted by collecting voting cards approving the resolution, followed by voting cards opposing the resolution, and finally tabulating votes in favor, against, and abstentions. The vote-counting results shall be announced by the Chairperson immediately before the closing of the meeting, unless otherwise provided by this Charter. The Chairperson may undertake all necessary actions to ensure that the General Meeting of Shareholders is conducted lawfully and orderly, reflecting the will of the majority of attending shareholders.

9. The convener may require shareholders or authorized representatives attending the General Meeting of Shareholders to comply with inspections or security measures deemed appropriate by the Board of Directors. Where any shareholder or authorized representative refuses to comply with such inspection or security measures, the Board of Directors, upon careful consideration, may deny entry to or remove such shareholder or representative from the meeting with the assistance of competent authorities.

10. After careful consideration, the convener may implement measures deemed appropriate to:

- a. Arrange seating at the venue of the General Meeting of Shareholders;
- b. Ensure the safety of all persons present at the meeting venue;
- c. Facilitate shareholders' attendance (or continued attendance) at the meeting.

The convener shall have full authority to amend the aforementioned measures and apply any measures deemed necessary, including admission passes or other forms of selection.

11. Where such measures are applied at the General Meeting of Shareholders, the convener may, when determining the meeting venue:

- a. Announce that the meeting shall be conducted at the location specified in the notice of meeting where the Chairperson is present ("Principal Venue of the Meeting");
- b. Arrange for shareholders or authorized representatives who are unable to attend under this Article, or who wish to participate at a location other than the Principal Venue of the Meeting, to attend the meeting simultaneously;

The notice of meeting is not required to specify details of the organizational measures under this Article.

12. For the purposes of this Charter (unless otherwise required by the context), every shareholder shall be deemed to attend the meeting at the Principal Venue of the Meeting.

The Annual General Meeting of Shareholders shall not be conducted in the form of written opinion collection.

13. In the event the General Meeting of Shareholders is conducted online, the Company shall be responsible for ensuring that shareholders may attend and vote by electronic voting or other electronic means.

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

1. Except for the cases specified in Clauses 2 of this Article, Resolutions of the General Meeting of Shareholders will be ratified when it is voted for by a number of shareholders that hold more than 50% of the votes of all participants.

2. Resolutions of the General Meeting of Shareholders relating to revisions to the company's charter; Change of the company's business lines; Types of shares and quantity of each type; Reorganization or dissolution of the company; Change of the company's organizational structure; Investment or sale of assets that are worth at least 35% of the

total assets written in the latest financial statement will be ratified when it is voted for by a number of shareholders that hold at least 65% of the votes of all participants.

3. Voting for the election of members of the Board of Directors and the Board of Supervisors shall be conducted by cumulative voting method, whereby each shareholder shall have a total number of votes corresponding to the number of shares owned multiplied by the number of members to be elected to the Board of Directors or the Board of Supervisors, and shareholders may allocate all or part of their votes to one or more candidates.

4. Elected members of the Board of Directors and the Board of Supervisors shall be determined in descending order based on the number of votes received, starting from the candidate with the highest number of votes until the required number of members prescribed in the Company Charter is reached. In the event that two or more candidates receive an equal number of votes for the final position on the Board of Directors or the Board of Supervisors, a re-election shall be conducted among those candidates with equal votes, or selection shall be made according to the election regulations or the Company Charter.

5. Resolutions adopted at a meeting of the General Meeting of Shareholders attended directly or by proxy by shareholders representing one hundred percent (100%) of the total voting shares shall be lawful and effective even if the procedures for convening the meeting and adopting such resolutions are not in compliance with the provisions of the Law on Enterprises and the Company Charter.

6. Minutes of the General Meeting of Shareholders must be sent to all shareholders within fifteen (15) days from the conclusion of the meeting. The delivery of vote-counting minutes may be replaced by publication on the Company's website.

#### **Article 29. Authority and Procedures for Obtaining Written Opinions of Shareholders to Adopt Resolutions of the General Meeting of Shareholders**

The authority and procedures for obtaining written opinions of shareholders for the adoption of resolutions of the General Meeting of Shareholders shall be conducted as follows:

1. The Board of Directors shall have the right to obtain written opinions of shareholders to adopt resolutions of the General Meeting of Shareholders at any time if deemed necessary for the interests of the Company, including the cases stipulated in Clause 2, Article 147 of the Law on Enterprises.

2. The Board of Directors shall prepare the voting form, draft resolution of the General Meeting of Shareholders, and explanatory materials relating to the draft resolution. The voting form together with the draft resolution and explanatory documents must be delivered to the registered address of each shareholder by a method ensuring receipt. The Board of Directors shall ensure that shareholders are provided with sufficient time to review and cast their votes, and such documents must be sent at least fifteen (15) days prior to the deadline for returning the voting forms.

3. A voting form shall contain the following principal contents:

a. Name, head office address, Enterprise Registration Certificate number and date of issuance, and place of business registration of the Company;

b. Purpose of soliciting shareholders' opinions;

c. Full name, correspondence address, nationality, and legal identification documents of individual shareholders; name, enterprise code or legal documents, and head office address of organizational shareholders; or full name, correspondence address, nationality, and legal identification documents of the representative of an organizational shareholder; together with the number of shares of each class and the corresponding voting rights of the shareholder;

d. Matters on which shareholders' opinions are sought for approval;

e. Voting options for each matter, including "For", "Against", and "Abstention";

f. Deadline for returning the completed voting form to the Company;

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

4. The completed opinion collection forms must bear the signature of the shareholder being an individual, or the authorized representative or legal representative of the shareholder being an organization.

Opinion collection forms returned to the Company by post must be enclosed in sealed envelopes and shall not be opened by any person prior to the vote counting process. Opinion collection forms may also be submitted by facsimile or electronic mail. Opinion collection forms submitted by facsimile or electronic mail must be kept confidential until the vote counting process takes place.

Any opinion collection form received by the Company after the deadline specified therein, or any form that has been opened prior to vote counting in the case of postal submission, or disclosed prior to vote counting in the case of facsimile or electronic mail submission, shall be deemed invalid. Opinion collection forms not returned to the Company shall be deemed non-participating votes. The Board of Directors shall conduct the vote counting and prepare the vote counting minutes under the supervision of the Board of Supervision or a shareholder who does not hold any managerial position in the Company. The vote counting minutes must contain the following principal contents:

a. Name and address of the head office, Enterprise Registration Certificate number and date of issuance, and place of business registration of the Company;

b. Purpose of the opinion collection and matters submitted for approval;

c. Number of shareholders participating in the voting process and the total number of voting rights represented, clearly distinguishing between valid and invalid votes, as well as the method of submission of voting forms, together with an appendix containing the list of participating shareholders;

d. Total number of votes in favor, against, and abstentions for each matter submitted for approval;

e. Resolutions adopted;

f. Full names and signatures of the Chairman of the Board of Directors, the vote-counting supervisor, and the vote counters.

Members of the Board of Directors and the vote-counting supervisor shall be jointly responsible for the truthfulness and accuracy of the vote counting minutes and shall be jointly liable for any damages arising from resolutions adopted on the basis of dishonest or inaccurate vote counting.

5. The vote counting minutes must be published on the Company's website within twenty-four (24) hours and sent to shareholders within fifteen (15) days from the completion of the vote counting process.

6. The completed opinion collection forms, vote counting minutes, the full text of the adopted resolutions, and all documents enclosed with the opinion collection forms shall be retained at the Company's head office.

7. Any resolution adopted through the collection of shareholders' written opinions must obtain the voting threshold prescribed in Clause 1, Article 28 of this Charter and shall have the same validity and effect as a resolution adopted at a meeting of the General Meeting of Shareholders.

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

1. Proceedings of the General Meeting of Shareholders must be recorded in the Company's minute book and may also be audio-recorded or stored in other electronic formats. The minutes shall be prepared in Vietnamese and may additionally be prepared in a foreign language. The minutes must contain the following principal contents:

a. Name, head office address, Enterprise Registration Certificate number and date of issuance, and place of business registration of the Company;

b. Time and venue of the General Meeting of Shareholders;

c. Agenda and contents of the meeting;

d. Chairperson and Secretary of the meeting;

e. Summary of the proceedings of the meeting and opinions expressed at the General Meeting of Shareholders on each matter included in the agenda;

f. Number of shareholders and total voting rights of shareholders attending the meeting, together with the appendix containing the list of registered attendees and their respective number of shares and voting rights;

g. Total votes cast for each matter, clearly indicating the voting method, number of valid votes, invalid votes, votes in favor, votes against, and abstentions, together with the corresponding percentages of the total voting rights of attending shareholders;

h. Resolutions adopted and the corresponding voting ratios;

i. Full names and signatures of the Chairperson and the Secretary.

2. The minutes of the General Meeting of Shareholders must be completed and approved before the close of the meeting. Minutes prepared in Vietnamese and a foreign language shall have equal legal validity. In the event of any discrepancy between the two versions, the Vietnamese version shall prevail and serve as the basis for interpreting and adjusting the foreign-language version. The minutes must be signed by the Chairperson and the Secretary and prepared in accordance with the Law on Enterprises and this

Charter.

3. The Chairperson and Secretary of the meeting shall be jointly responsible for the truthfulness and accuracy of the contents of the minutes.

The Chairperson of the General Meeting of Shareholders shall be responsible for organizing the retention of the minutes. The minutes must be published on the Company's website within twenty-four (24) hours and sent to all shareholders within fifteen (15) days from the date of conclusion of the meeting. The minutes shall constitute authentic evidence of matters considered and approved at the General Meeting of Shareholders unless objections to the contents of the minutes are duly raised within ten (10) days from the date the minutes are distributed. Records, minutes, attendance registers, powers of attorney, appendices of registered attending shareholders, adopted resolutions, and documents attached to the meeting notice shall be retained at the Company's head office.

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

Within ninety (90) days from the date of receipt of a resolution, minutes of the General Meeting of Shareholders, or the vote-counting report relating to a written shareholders' consultation, a shareholder or group of shareholders specified in Clause 3, Article 19 of this Charter shall have the right to request a Court or Arbitration Tribunal to consider and annul all or part of a resolution of the General Meeting of Shareholders in the following cases:

1. The procedures for convening the meeting or adopting resolutions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises or the Charter of the Company, except in the case specified in Clause 2, Article 152 of the Law on Enterprises.

2. The contents of the resolution violate the law or the Charter of the Company.

In the event that a resolution of the General Meeting of Shareholders is annulled pursuant to a decision of a Court or Arbitration Tribunal, the person authorized to convene the meeting may consider reconvening the General Meeting of Shareholders within thirty (30) days in accordance with the procedures prescribed by the Law on Enterprises and this Charter.

Resolutions of the General Meeting of Shareholders shall take effect from the date of adoption or from the effective date specified therein.

Resolutions adopted by shareholders representing one hundred percent (100%) of the total voting shares shall be lawful and effective even if the procedures and formalities for adoption have not been fully complied with.

Where a shareholder or group of shareholders requests a Court or Arbitration Tribunal to annul a resolution of the General Meeting of Shareholders pursuant to Article 151 of the Law on Enterprises, such resolution shall remain valid and enforceable until a contrary decision is issued by the Court or Arbitration Tribunal, except where interim emergency measures are applied by a competent authority.

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

### **Article 32. Composition and Term of Office of the Board of Directors**

1. The Board of Directors shall consist of five (05) members. The term of office of a member of the Board of Directors shall not exceed five (05) years. Members may be re-elected for an unlimited number of terms. However, an Independent Director may serve for no more than two (02) consecutive terms. Members of the Board of Directors are not required to be shareholders of the Company and may be non-Vietnamese nationals or non-residents of Vietnam. The Board of Directors must have at least 01 non-executive member, and must include at least one (01) Independent Director.

A member of the Board of Directors may concurrently serve as a member of the Board of Directors or Members' Council of no more than five (05) other companies.

2. Shareholders holding voting shares shall have the right to aggregate their voting rights for the purpose of nominating candidates to the Board of Directors. A shareholder or group of shareholders holding: From 5% to less than 10% of the total voting shares may nominate one (01) candidate; From 10% to less than 30% may nominate up to two (02) candidates; From 30% to less than 40% may nominate up to three (03) candidates; From 40% to less than 50% may nominate up to four (04) candidates; From 50% to less than 60% may nominate up to five (05) candidates; From 60% to less than 70% may nominate up to six (06) candidates; From 70% to 80% may nominate up to seven (07) candidates; and More than 80% may nominate up to eight (08) candidates.

3. Where the number of candidates nominated or self-nominated remains insufficient, the Board of Directors or other shareholders may nominate additional candidates. The nomination mechanism must be publicly disclosed and approved by the General Meeting of Shareholders before nominations take place.

4. Once candidates for the Board of Directors have been identified, the Company shall disclose information relating to such candidates on its website at least ten (10) days prior to the opening date of the General Meeting of Shareholders to enable shareholders to review the candidates before voting. Each candidate must provide a written commitment regarding the truthfulness and accuracy of the disclosed personal information and undertake to perform his/her duties honestly, prudently, and in the best interests of the Company if elected. The information disclosed for each candidate shall include:

- a. Full name and date of birth;
- b. Professional qualifications;
- c. Employment history and professional experience;
- d. Other managerial positions held (including directorships in other companies);
- e. Interests related to the Company and its related parties;
- f. Other relevant information (if any).

5. Any changes to members of the Board of Directors shall be disclosed in accordance with the regulations of securities laws.

### **Article 33. Qualifications and Conditions for Members of the Board of Directors**

Members of the Board of Directors must satisfy the following qualifications and conditions:

a. Not fall within the categories of persons prohibited from managing enterprises as prescribed in Clause 2, Article 17 of the Law on Enterprises;

b. Possess professional qualifications and experience in business administration or in the Company's principal business lines.

#### **Article 34. Powers and Duties of the Board of Directors**

1. The business operations and affairs of the Company shall be subject to the supervision and direction of the Board of Directors. The Board of Directors is the governing body vested with full authority to exercise all rights on behalf of the Company, except for matters falling within the authority of the General Meeting of Shareholders.

2. To supervise and direct the CEO and other managers in the conduct of the Company's day-to-day business operations.

3. The powers and duties of the Board of Directors shall be prescribed by law, this Charter, and resolutions of the General Meeting of Shareholders. In particular, the Board of Directors shall have the following powers and duties:

a. To decide on the Company's strategy, medium-term development plans, annual business plans, and solutions relating to market development, marketing, and technology;

b. To decide on investments in facilities and technical infrastructure, financial investments, and the purchase and sale of assets with a value of less than thirty-five percent (35%) of the total assets recorded in the Company's latest audited financial statements;

c. To approve contracts for purchase, sale, borrowing, lending, and other transactions having a value equal to or greater than thirty-five percent (35%) of the total assets recorded in the Company's latest financial statements, except for contracts and transactions falling within the authority of the General Meeting of Shareholders pursuant to Point d, Clause 2, Article 138 and Clauses 1 and 3, Article 167 of the Law on Enterprises;

d. To elect, dismiss, and remove the Chairman of the Board of Directors; appoint, dismiss, execute, and terminate contracts with the CEO; appoint, dismiss, and determine salaries, remuneration, bonuses, and benefits for other positions in accordance with the internal management regulations issued by the Board of Directors; appoint authorized representatives to participate in Members' Councils or General Meetings of Shareholders of other companies and determine their remuneration and other benefits;

e. To decide on the Company's organizational structure and internal management regulations; establish subsidiaries, branches, representative offices, and determine capital contributions to, or acquisition of shares in, other enterprises;

f. To propose the classes of shares and the total number of shares authorized for issuance for each class;

g. To decide on the sale of unissued shares within the number of shares authorized for issuance of each class and to determine other forms of capital mobilization;

h. To determine the issue price of shares and bonds of the Company;

i. To propose the issuance of convertible bonds and warrants granting holders the right to purchase shares at a predetermined price;

j. To propose annual dividend rates and determine interim dividend payments; organize the payment of dividends; determine the timing and procedures for dividend distribution or the treatment of losses arising during business operations; organize profit distribution and the establishment of post-tax profit funds in accordance with plans approved by the General Meeting of Shareholders;

k. To propose the reorganization or dissolution of the Company and to petition for the Company's bankruptcy;

l. To supervise and direct the CEO and other managers in the conduct of daily business operations. Managers of the Company shall be responsible for providing timely, complete, and accurate information and documents at the request of members of the Board of Directors;

m. To approve the agenda and contents of documents for meetings of the General Meeting of Shareholders, convene meetings of the General Meeting of Shareholders, or conduct procedures for obtaining shareholders' opinions. To submit the following reports to the General Meeting of Shareholders:

- Report on the Company's business performance;
- Financial statements;
- Report on management and administration activities;
- Report on the appropriation and utilization of funds and annual dividend distribution;
- Proposal regarding the selection of the independent auditing firm;
- Other reports (if any).

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

a. Establishment or termination of branches or representative offices of the Company;

b. Establishment, conversion of legal form, or dissolution of subsidiaries;

c. Appointment and dismissal of persons authorized to act as the Company's commercial representatives and legal counsels;

d. Borrowings and the provision of mortgages, guarantees, indemnities, and other security arrangements by the Company;

e. Investments not included in the approved business plan or budget, or investments exceeding ten percent (10%) of the annual planned value;

f. Acquisition or disposal of shares or capital contributions owned by the Company in other enterprises established in Vietnam or overseas;

g. Valuation of non-cash assets contributed to the Company in connection with the issuance of shares or bonds, including gold, land use rights, intellectual property rights,

technology, and technical know-how;

h. Repurchase of no more than ten percent (10%) of the total number of issued shares of each class within a twelve (12)-month period and determination of the repurchase price;

i. Determination of the purchase or redemption price of the Company's shares;

j. Other business matters or transactions which the Board of Directors determines require its approval within the scope of its authority and responsibilities.

5. Unless otherwise provided by law or this Charter, the Board of Directors may delegate authority to subordinate employees and managers to act on behalf of the Company.

6. Members of the Board of Directors (excluding alternate authorized representatives) shall be entitled to remuneration for their services as members of the Board of Directors. The aggregate remuneration of the Board of Directors shall be determined by the General Meeting of Shareholders. Such remuneration shall be allocated among members in accordance with an agreement of the Board of Directors or, failing such agreement, equally among all members.

7. The total amount paid to each member of the Board of Directors, including remuneration, expenses, commissions, share purchase rights, and other benefits received from the Company, its subsidiaries, joint ventures, associates, and other companies in which such member represents the Company's capital contribution, shall be disclosed in detail in the Company's reports.

8. A member of the Board of Directors holding an executive position or performing duties beyond the ordinary scope of responsibilities of a Board member may receive additional remuneration in the form of a lump-sum payment, commission, percentage of profits, or other forms as determined by the Board of Directors. Such remuneration shall be separately disclosed in the Company's annual financial statements and reported to the Annual General Meeting of Shareholders.

9. Members of the Board of Directors shall be reimbursed for all travel, accommodation, meal, and other reasonable expenses incurred in the performance of their duties, including expenses arising from attendance at meetings of the General Meeting of Shareholders, the Board of Directors, or committees of the Board of Directors.

### **Article 35. Chairman of the Board of Directors**

1. The Board of Directors shall elect one of its members to serve as Chairman of the Board of Directors. The Chairman of the Board of Directors must be the representative of the capital contribution of Airports Corporation of Vietnam – JSC (ACV) where ACV holds at least twenty-five percent (25%) of the charter capital of the Company. The Chairman of the Board of Directors shall not concurrently hold the position of CEO.

2. The Chairman of the Board of Directors shall have the following powers and duties:

a. To formulate the agenda and work plans of the Board of Directors;

b. To prepare or organize the preparation of the agenda, contents, and documents for meetings; to convene and preside over meetings of the General Meeting of Shareholders and meetings of the Board of Directors;

c. To ensure that the Board of Directors provides shareholders at the General Meeting of Shareholders with the annual financial statements, reports on the Company's operations, audit reports, and reports on the activities of the Board of Directors;

d. To sign resolutions and decisions of the Board of Directors on behalf of the Board of Directors;

e. To monitor and supervise the implementation of resolutions and decisions of the Board of Directors;

f. To propose to the Board of Directors the appointment, dismissal, or removal of the CEO. Where the Chairman of the Board of Directors does not concurrently hold the position of CEO and serves as the legal representative of the Company, the Chairman shall, on behalf of the Board of Directors, execute the labor contract with the CEO;

g. Where necessary, the Chairman of the Board of Directors may temporarily suspend decisions of the CEO in order to prevent or mitigate losses. Such temporary suspension must subsequently be reported in writing to the Board of Directors, which shall issue an official decision on whether to maintain or revoke the suspension within fifteen (15) days from the date of the temporary suspension decision;

h. To exercise other rights and perform other duties as prescribed by law, this Charter, and the Company's internal management regulations.

3. In the event that the Chairman notifies the Board of Directors of his/her absence, is unable to perform his/her duties due to force majeure events, or otherwise becomes incapable of performing his/her duties, the member of the Board of Directors authorized by the Chairman shall exercise the rights and perform the duties of the Chairman in accordance with applicable laws. If no authorization has been granted, the Board of Directors may elect one of its remaining members to perform the duties of the Chairman on the basis of a simple majority vote.

4. In the event that the Chairman of the Board of Directors resigns or is removed from office, the remaining members of the Board of Directors must elect a replacement within ten (10) days from the date on which the Company receives the written resignation or from the date on which the Board of Directors adopts the resolution on the dismissal or removal of the Chairman.

5. The Chairman of the Board of Directors must reside in Vietnam and shall authorize another person in writing to exercise the rights and perform the duties of the legal representative when leaving Vietnam. In such case, the Chairman shall remain responsible for the exercise of the delegated rights and duties. If the authorization period expires and the legal representative of the Company has not returned to Vietnam, the provisions of Clause 4, Article 12 of the Law on Enterprises shall apply.

6. In the event that the Chairman of the Board of Directors is absent from Vietnam for more than thirty (30) days without authorizing another person to exercise the rights and perform the duties of the legal representative of the Company, or in the event of death, disappearance, detention, imprisonment pursuant to a court judgment, restriction

or loss of legal capacity, the Board of Directors shall appoint another person to act as the legal representative of the Company.

### **Article 36. Meetings of the Board of Directors**

1. Where the Board of Directors elects a Chairman, the first meeting of the Board of Directors for such term, for the purpose of electing the Chairman and making other decisions within its authority, must be convened within seven (07) working days from the date of completion of the election of the Board of Directors for that term. Such meeting shall be convened and chaired by the member receiving the highest number of votes. Where more than one (01) member receives the same highest number of votes, such members shall elect one among themselves to convene the meeting of the Board of Directors based on the principle of majority vote.

2. The Chairman of the Board of Directors shall convene regular meetings of the Board of Directors and determine the agenda, time, and venue of the meeting at least five (05) working days prior to the scheduled meeting date. The Chairman may convene meetings whenever deemed necessary; however, the Board of Directors must meet at least once every quarter.

3. The Chairman of the Board of Directors must convene a meeting of the Board of Directors in any of the following circumstances:

- a. Upon the request of the CEO or at least five (05) other Corporate Directors and Officers;
- b. Upon the request of at least two (02) members of the Board of Directors;
- c. Có đề nghị của Ban kiểm soát hoặc thành viên độc lập Hội đồng quản trị. Upon the request of the Board of Supervision or an Independent Director.

Such request must be made in writing, clearly stating the purpose of the meeting, the matters to be discussed, and the decisions to be adopted within the authority of the Board of Directors.

4. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within seven (07) working days from the date of receipt of a request specified in Clause 3 of this Article. If the Chairman fails to convene the meeting as requested, the Chairman shall be liable for any damages incurred by the Company, and the requesting persons shall have the right to convene the meeting in place of the Chairman.

5. Upon the request of the independent auditor conducting the audit of the Company's financial statements, the Chairman of the Board of Directors must convene a meeting of the Board of Directors to discuss the audit report and the Company's situation.

6. Meetings of the Board of Directors may be held at the Company's registered office or at another location in Vietnam or overseas as determined by the Chairman of the Board of Directors and approved by the Board of Directors.

7. The Chairman of the Board of Directors or the person convening the meeting shall send a notice of meeting to all members of the Board of Directors no later than five (05) working days prior to the meeting date. Members of the Board of Directors may waive the notice requirement in writing, and such waiver may have retroactive effect.

The notice of meeting must be prepared in Vietnamese and shall specify the agenda, time, and venue of the meeting in full, together with the documents relating to matters to be discussed and voted upon at the meeting and voting forms for members unable to attend in person.

The notice of meeting may be sent by post, facsimile, electronic mail, or other means, provided that it is delivered to the registered address of each member of the Board of Directors and each Supervisor as recorded by the Company.

Supervisors shall have the right to attend meetings of the Board of Directors, to participate in discussions, but shall not have voting rights.

8. A meeting of the Board of Directors may proceed to discuss matters and adopt resolutions or decisions when at least three-quarters (3/4) of the total number of members of the Board of Directors are present in person or represented by an authorized proxy, provided that such representation is approved by the majority of the Board members. If the required quorum is not met, the meeting must be reconvened within seven (07) days from the originally scheduled meeting date. The reconvened meeting may proceed if more than one-half (1/2) of the members of the Board of Directors attend in person or through an authorized representative.

#### 9. Voting

a. Except as provided in Point b of this Clause, each member of the Board of Directors, or his/her authorized representative attending the meeting in person, shall have one (01) vote;

b. A member of the Board of Directors shall not vote on any contract, transaction, or proposal in which such member or his/her related person has an interest that conflicts or may conflict with the interests of the Company. Such member shall not be counted toward the quorum required for meetings considering matters in respect of which he/she is not entitled to vote;

c. Subject to Point d of this Clause, where an issue arises at a meeting concerning the interests of a Board member or the voting rights of a Board member, and such issue cannot be resolved by the voluntary abstention of the relevant member, the matter shall be referred to the Chairperson of the meeting for determination. The Chairperson's ruling shall be final unless the nature or extent of the relevant member's interest has not been fully disclosed;

d. A member of the Board of Directors who benefits from a contract referred to in Points a and b, Clause 4, Article 54 of this Charter shall be deemed to have a material interest in such contract.

10. A member of the Board of Directors who directly or indirectly benefits from a contract or transaction entered into or proposed to be entered into with the Company, and who is aware of such interest, must disclose the nature and details of such interest at the meeting at which the Board of Directors first considers the relevant contract or transaction. Where the member was not aware of his/her interest, or that of a related person, at the time the contract or transaction was entered into, such member must disclose the relevant interest at the first meeting of the Board of Directors held after

becoming aware that he/she has, or will have, an interest in the relevant contract or transaction.

11. The Board of Directors shall adopt resolutions and decisions on the basis of approval by a majority of the attending members of the Board of Directors (more than 50%). In the event of an equal number of votes for and against, the vote of the Chairman of the Board of Directors, or the person authorized by the Chairman to vote at the meeting, shall be the casting vote.

12. A member of the Board of Directors who is absent may vote on resolutions or decisions of the Board of Directors by written ballot. Such ballot must be enclosed in a sealed envelope and delivered to the Chairman of the Board of Directors no later than one (01) hour before the opening of the meeting. The ballots shall be opened only in the presence of all attendees at the meeting.

13. Meetings of the Board of Directors may be conducted through discussions among Board members located in different places, provided that each participating member is able to:

- a. Hear every other participating member speaking during the meeting;
- b. Communicate simultaneously with all other participating members.

A member of the Board of Directors shall be deemed present and voting at a meeting in any of the following circumstances:

- a. Attending and voting in person at the meeting;
- b. Authorizing another person to attend and vote on his/her behalf in accordance with Clause 11, Article 157 of the Law on Enterprises;
- c. Attending and voting through videoconference or other similar electronic means;
- d. Sending their vote to the meeting by post, facsimile, or electronic mail.

Resolutions adopted at a validly convened and conducted meeting held by telephone or similar means shall take effect immediately upon conclusion of the meeting, provided that they are subsequently confirmed by the signatures of all participating Board members in the meeting minutes.

14. A written resolution of the Board of Directors shall be adopted based on the approval of a majority of Board members entitled to vote. Such resolution shall have the same validity and effect as a resolution adopted at a duly convened and conducted meeting of the Board of Directors.

15. The Chairman of the Board of Directors shall be responsible for providing the minutes of Board meetings to all members. Such minutes shall constitute conclusive evidence of the matters discussed and decided at the meeting unless objections to their contents are raised within ten (10) days from the date of distribution.

16. Minutes of Meetings of the Board of Directors

- a. All meetings of the Board of Directors must be recorded in the minute book and may be audio-recorded or otherwise recorded and stored in electronic form. The minutes shall be prepared in Vietnamese and may also be prepared in a foreign language. The

minutes must contain the following principal contents:

- Name and address of the head office, Enterprise Registration Certificate number and date of issuance, and place of business registration;
- Purpose, agenda, and contents of the meeting;
- Time and venue of the meeting;
- Full names of attending members or their authorized representatives; full names of absent members and reasons for absence;
- Matters discussed and voted upon at the meeting;
- Summary of opinions expressed by each attending member in the chronological order of the meeting proceedings;
- Voting results, specifying members voting in favor, against, and abstaining;
- Resolutions and decisions adopted;
- Full names and signatures of all attending members or their authorized representatives;
- Full names and signatures of the Chairperson of the meeting and the minute-taker.

The Chairperson of the meeting, the minute-taker, and all signatories to the minutes shall be responsible for the truthfulness and accuracy of the contents of the minutes.

Where the Chairperson or the minute-taker refuses to sign the minutes, the minutes shall nevertheless remain valid if signed by all other attending members of the Board of Directors and containing all contents required under Point a, Clause 16 of this Article.

b. Minutes of meetings of the Board of Directors and documents used at such meetings must be retained at the Company's head office.

c. Minutes prepared in Vietnamese and a foreign language shall have equal legal validity. In the event of any discrepancy between the Vietnamese and foreign-language versions, the Vietnamese version shall prevail.

### **Article 37. Rights and Obligations of Members of the Board of Directors**

1. Members of the Board of Directors, together with the Chairman of the Board of Directors, shall conduct the management and administration of the Company in accordance with this Charter and applicable laws.

2. A member of the Board of Directors may concurrently hold the position of CEO of the Company (except for the Chairman of the Board of Directors), as well as other managerial positions within the Company and its affiliated entities. Members of the Board of Directors concurrently holding one or more executive positions within the Company shall be entitled to receive a salary corresponding to the highest executive



position held and shall also be entitled to remuneration or allowances for the remaining concurrent positions.

3. Members of the Board of Directors shall have the right to request the CEO, Deputy CEOs, managers, and units within the Company to provide information and documents relating to the financial condition, business operations of the Company, and the activities of its units for the purpose of performing the duties of the Board of Directors. Persons so requested shall properly perform their duties and provide timely, complete, and accurate information and documents as requested by members of the Board of Directors.

4. Members of the Board of Directors shall be jointly responsible before the General Meeting of Shareholders and before the law for all resolutions and decisions of the Board of Directors. In the event of failure to perform assigned duties, violation of this Charter, issuance of improper decisions or decisions beyond their authority, or abuse of authority causing damage to the Company, they shall be liable and responsible for compensating the Company for any losses incurred in accordance with applicable laws.

### **Article 38. Removal, Dismissal and Supplementation of Members of the Board of Directors**

1. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following circumstances:

a. The member no longer satisfies the qualifications and conditions prescribed in Article 33 of this Charter;

b. The member submits a written resignation to the Company's head office and such resignation is accepted;

c. Other circumstances where the General Meeting of Shareholders deems such dismissal necessary.

2. The General Meeting of Shareholders shall remove a member of the Board of Directors in the following circumstances:

a. Failure to participate in the activities of the Board of Directors for six (06) consecutive months, except in cases of force majeure;

b. Providing inaccurate or untruthful personal information when nominated as a candidate for membership of the Board of Directors;

c. Other circumstances where the General Meeting of Shareholders deems such removal necessary.

3. The Board of Directors shall convene a meeting of the General Meeting of Shareholders to elect additional members of the Board of Directors in the following circumstances:

a. Where the number of members of the Board of Directors is reduced by more than one-third (1/3) of the number prescribed in the Company's Charter, the Board of Directors must convene a meeting of the General Meeting of Shareholders within sixty (60) days from the date on which the number of members is reduced beyond such threshold;

b. Where the number of Independent Directors falls below the minimum ratio prescribed in Clause 1, Article 32 of this Charter;

c. Except for the cases specified in Points a and b of this Clause, the General Meeting of Shareholders shall elect a replacement member for any member of the Board of Directors who has been dismissed or removed at the next meeting of the General Meeting of Shareholders.

### **Article 39. Corporate Governance Officer**

1. The Board of Directors shall appoint at least one (01) Corporate Governance Officer to assist in ensuring that the Company's corporate governance activities are conducted effectively. The term of office of the Corporate Governance Officer shall be determined by the Board of Directors and shall not exceed five (05) years.

2. The Corporate Governance Officer must satisfy the following qualifications and conditions:

a. Possess knowledge of applicable laws and regulations;

b. Not concurrently work for the independent auditing firm engaged to audit the Company's financial statements;

c. Satisfy other qualifications and conditions as prescribed by law, this Charter, and resolutions or decisions of the Board of Directors.

3. The Board of Directors may dismiss the Corporate Governance Officer when necessary, provided that such dismissal is in compliance with applicable labor laws. The Board of Directors may also appoint an Assistant to the Corporate Governance Officer from time to time as deemed appropriate.

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

a. To advise the Board of Directors on the organization of meetings of the General Meeting of Shareholders in accordance with applicable regulations and on matters relating to the relationship between the Company and its shareholders;

b. To prepare meetings of the Board of Directors, the Board of Supervision, and the General Meeting of Shareholders at the request of the Board of Directors or the Board of Supervision;

c. To advise on procedural matters relating to meetings;

d. To attend meetings;

e. To advise on the procedures for preparing resolutions of the Board of Directors in compliance with applicable laws;

f. To provide financial information, copies of minutes of meetings of the Board of Directors, and other information to members of the Board of Directors and Supervisors;

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

h. To maintain confidentiality of information in accordance with applicable laws and the Company's Charter;

i. To exercise other rights and perform other duties as prescribed by law and this Charter.

### **SECTION 3. CEO, COMPANY MANAGEMENT**

#### **Article 40. Organizational Structure of Management**

The Company's management system shall ensure that the management apparatus is accountable to the Board of Directors and subject to the supervision and direction of the Board of Directors in the Company's day-to-day business operations. The Company shall have one (01) Chief Executive Officer ("CEO"), Deputy Chief Executive Officers ("DCEOs"), one (01) Chief Accountant, and other managerial positions approved for appointment by the Board of Directors. The CEO and DCEOs may concurrently serve as members of the Board of Directors (except that the Chairman of the Board of Directors shall not concurrently hold the position of CEO) and shall be appointed or removed by the Board of Directors through a Resolution duly adopted in accordance with applicable laws.

#### **Article 41. Appointment, Dismissal, Duties And Powers Of The CEO**

1. The Board of Directors shall appoint a member of the Board of Directors (excluding the Chairman) or hire another person to serve as the CEO and shall enter into an agreement specifying salary, remuneration, benefits, and other related terms and conditions. Information regarding the salary, allowances, and benefits of the CEO shall be reported at the Annual General Meeting of Shareholders and disclosed in the Company's Annual Report.

2. The term of office of the CEO shall be five (05) years and may be renewed upon reappointment. Such appointment may cease to be effective in accordance with the provisions of the employment contract. The CEO shall be responsible for the management of the Company's day-to-day business operations; shall be subject to the supervision of the Board of Directors and accountable to the Board of Directors and the law for the performance of assigned rights and duties.

3. The CEO shall satisfy the following qualifications and conditions:

a. Possess full legal capacity and civil act capacity and not fall within any category of persons prohibited from managing enterprises under the Law on Enterprises;

b. Possess professional qualifications or practical experience in business administration or in the Company's principal business lines;

c. Not be a family member of any Corporate Directors and Officers, Supervisor of the Company and its Parent Company, or representative of enterprise capital in the Company and its Parent Company.

4. The CEO shall have the following powers and responsibilities:

a. To implement Resolutions/Decisions of the Board of Directors and the Company's business plans and investment plans approved by the Board of Directors and the General Meeting of Shareholders;

b. To comply with the Company Charter and fulfill the obligations of Company managers in accordance with Article 165 of the Law on Enterprises;

- c. To decide matters relating to the Company's day-to-day business operations that do not fall within the authority of the Board of Directors or the Chairman of the Board;
- d. To propose the Company's organizational model, organizational structure, and internal management regulations;
- e. To formulate and submit to the Board of Directors for approval the Company's strategy, development plans, and annual business plans; and propose matters relating to long-term business plans to the Board of Directors and report to the General Meeting of Shareholders;
- f. To appoint, remove, and dismiss managerial positions within the Company, except for positions falling under the authority of the Board of Directors;
- g. To recruit employees and determine salaries and allowances (if any) for employees of the Company, including managers under the appointment authority of the CEO;
- h. To decide on investments and the purchase or disposal of assets in accordance with the authority delegated by the Board of Directors;
- i. To submit management regulations subject to approval by the Board of Directors; organize the implementation of related decisions and issue internal regulations within the CEO's authority;
- j. To execute and organize the implementation of specialized ground handling service agreements with airlines and be accountable to the Board of Directors for the execution and performance of such agreements;
- k. To report on the Company's financial condition and business performance at meetings of the Board of Directors and request the Board of Directors to resolve matters exceeding the CEO's authority;
- l. To decide on measures beyond the CEO's authority in emergency situations such as natural disasters, war, fire, incidents, etc., and assume responsibility for such decisions, while immediately reporting to the Board of Directors for acknowledgment and approval;
- m. Where the CEO is not concurrently a member of the Board of Directors, to attend meetings of the Board of Directors (where necessary) without voting rights;
- n. During the fourth quarter, to submit to the Board of Directors for approval a detailed business plan for the following fiscal year based on budget requirements and the Company's five (05)-year financial plan;
- o. To propose measures to improve the Company's operations and management;
- p. To prepare long-term, annual, and quarterly budgets of the Company (hereinafter referred to as the "Budget") for the Company's long-term, annual, and quarterly operations in accordance with the business plan. The annual Budget (including the projected balance sheet, statement of profit or loss, and cash flow statement) for each fiscal year shall be submitted to the Board of Directors for approval and include the information required under the Company's internal regulations;

q. To recommend dividend payment plans or measures for handling business losses;

r. To exercise other rights and perform other obligations as prescribed by applicable laws, the Company Charter, and Resolutions or Decisions of the Board of Directors;

5. The CEO shall be accountable to the Board of Directors and the General Meeting of Shareholders for the performance of assigned duties and powers and shall report to such bodies upon request.

6. The Board of Directors may remove from office or dismiss the CEO upon approval by a majority of attending members of the Board of Directors having voting rights and appoint a replacement CEO.

The CEO may be removed from office in the following circumstances:

a. Due to operational requirements, reassignment, or personnel rotation by the Company;

b. Due to health conditions rendering the CEO unable to continue performing duties.

The CEO may be dismissed in the following circumstances:

a. Failure to perform assigned duties or violation of the Company's internal rules and regulations;

b. Violation of applicable laws not resulting in criminal prosecution or requiring termination of the employment contract;

c. Other circumstances deemed necessary by the Board of Directors for the interests of the Company and its shareholders.

#### **Article 42. Corporate Directors and Officers**

1. The Company may recruit necessary Corporate Directors and Officers in such quantity and with qualifications appropriate to the Company's organizational structure and corporate governance practices. Corporate Directors and Officers shall exercise the diligence necessary to ensure that the Company's operations and organization achieve the objectives set forth.

2. The salary, remuneration, benefits, and other terms and conditions under the employment contract of the CEO shall be determined by the Board of Directors. Employment contracts with other Corporate Directors and Officers shall be decided by the Board of Directors after consultation with the CEO.

#### **Article 43. Obligations Of Corporate Directors and Officers**

Corporate Directors and Officers of the Company include the Chairman of the Board of Directors, members of the Board of Directors, the CEO, Deputy Chief Executive Officers, and the Chief Accountant.

Corporate Directors and Officers shall have the following obligations:

1. To exercise assigned rights and duties in accordance with the Law on Enterprises, relevant laws, the Company Charter, and Resolutions of the General Meeting of Shareholders honestly, diligently, prudently, and in the maximum lawful interests of the Company and its shareholders.

2. To remain loyal to the interests of the Company and its shareholders. Corporate Directors and Officers shall not use confidential information, business opportunities of the Company, abuse their position, authority, or assets of the Company for personal gain or for the benefit of other organizations or individuals; shall not transfer Company assets to other persons; and shall not disclose Company secrets unless approved by the Board of Directors.

3. Corporate Directors and Officers shall disclose their related interests with the Company.

a. Corporate Directors and Officers shall declare their related interests with the Company, including:

- The name, head office address, business lines, number and date of issuance of the Enterprise Registration Certificate, and place of business registration of enterprises in which they own contributed capital or shares; together with the ownership percentage and date of ownership of such contributed capital or shares.

- The name, head office address, business lines, number and date of issuance of the Enterprise Registration Certificate, and place of business registration of enterprises in which their Related Persons jointly or separately own shares or contributed capital exceeding ten percent (10%) of the charter capital.

b. The declaration specified in Clause 3 of this Article shall be made within seven (07) working days from the date on which the related interest arises. Any amendment or supplementation shall be declared to the Company within seven (07) working days from the date of such amendment or supplementation.

c. The disclosure, review, extraction, and copying of the declared list of Related Persons and related interests prescribed in this Article shall be conducted as follows:

- The Company shall notify the list of Related Persons and related interests to the General Meeting of Shareholders at the annual meeting;

- The list of Related Persons and related interests shall be maintained at the Company's head office and, where necessary, part or all of such list may be maintained at branch offices of the Company;

- Shareholders, authorized representatives of shareholders, members of the Board of Directors, the Board of Supervision, the Director or CEO, and other Corporate Directors and Officers shall have the right to review, extract, and copy part or all of the declared contents during working hours;

- The Company shall facilitate the above-mentioned persons in promptly and conveniently accessing, reviewing, extracting, and copying the list of Related Persons and other related information of the Company and shall not obstruct or create difficulties in the exercise of such rights. Procedures for reviewing, extracting, and copying

declarations of Related Persons and related interests shall be implemented in accordance with the Company Charter.

d. Members of the Board of Directors and the CEO, acting in their personal capacity or on behalf of others to perform work in any form within the Company's business scope, shall explain the nature and contents of such work to the Board of Directors and the Board of Supervision and may only proceed upon approval by a majority of the remaining members of the Board of Directors. If such work is carried out without disclosure or without approval of the Board of Directors, all income derived therefrom shall belong to the Company.

4. Where the Company is unable to ensure payment of due debts and other due financial obligations, the CEO shall perform the following obligations:

a. Notify all creditors of the Company's financial condition;

b. Refrain from increasing salaries or paying bonuses to employees of the Company, including Corporate Directors and Officers;

c. Bear personal liability for damages incurred by creditors due to failure to perform the obligations specified in Points a and b of this Clause;

d. Recommend measures to remedy the Company's financial difficulties;

e. The legal representative of the enterprise shall be obligated to file a petition for commencement of bankruptcy proceedings when the enterprise becomes insolvent.

5. The CEO shall manage the Company's day-to-day business operations in accordance with applicable laws, the Company Charter, the employment contract entered into with the Board of Directors, and Decisions of the Board of Directors. Where the CEO acts in violation of such provisions and causes damage to the Company, the CEO shall bear legal liability and compensate the Company for losses incurred.

6. Other obligations and responsibilities as prescribed by the Law on Enterprises, the Company Charter, and the Company's internal regulations.

#### **Article 44. Transactions and Contracts Subject to Approval by the Board of Directors or the General Meeting of Shareholders**

1. Contracts and transactions between the Company and the following parties shall be subject to approval by the General Meeting of Shareholders or the Board of Directors:

a. Shareholders and authorized representatives of shareholders owning more than ten percent (10%) of the total ordinary shares of the Company and their Related Persons;

b. Members of the Board of Directors, the Director or CEO, and their Related Persons;

c. Enterprises in which members of the Board of Directors, Supervisors, the CEO, or other Corporate Directors and Officers own contributed capital or shares;

d. Enterprises in which Related Persons of members of the Board of Directors, Supervisors, the CEO, and other Corporate Directors and Officers jointly or separately own contributed capital or shares exceeding ten percent (10%) of the charter capital or legal capital of such enterprises.

2. The Board of Directors shall approve contracts and transactions with a value of less than thirty-five percent (35%) of the total value of the Company's assets recorded in the financial statements. In such case, the Company representative signing the contract or transaction shall notify members of the Board of Directors and Supervisors of parties having related interests in such contract or transaction and provide a draft contract or principal contents of the transaction. The Board of Directors shall decide on approval of the contract or transaction within fifteen (15) days from the date of receipt of such notice. Members having related interests shall not have voting rights.

3. The General Meeting of Shareholders shall approve contracts and transactions other than those specified in Clause 2 of this Article; contracts and transactions involving borrowing, lending, or disposal of assets with a value exceeding ten percent (10%) of the total value of the Company's assets recorded in the most recent financial statements between the Company and shareholders owning fifty-one percent (51%) or more of the total voting shares, or Related Persons of such shareholders. In such case, the Company representative signing the contract or transaction shall notify the Board of Directors and Supervisors of related parties to such contract or transaction and provide a draft contract or principal transaction contents. The Board of Directors shall submit the draft contract or explanatory report on the principal contents of the transaction at the meeting of the General Meeting of Shareholders or obtain shareholders' opinions in writing. Shareholders having related interests shall not have voting rights. Such contract or transaction shall be approved upon affirmative votes representing sixty-five percent (65%) of the remaining voting shares.

4. Contracts and transactions entered into in violation of this Article shall be invalid pursuant to a court decision and handled in accordance with applicable laws. The person executing such contract or transaction, relevant shareholders, members of the Board of Directors, or the CEO shall jointly compensate for damages incurred and return to the Company any benefits obtained from the performance of such contract or transaction.

#### **Article 45. Relationship between the Chairman of the Board of Directors and the Chief Executive Officer**

1. In the event that the CEO violates the law or becomes incapable of performing his/her duties, the Chairman of the Board of Directors shall temporarily appoint a member of the Board of Directors (excluding the Chairman) to act as the Company's Acting CEO until a new CEO is appointed.

2. In the circumstances specified above, the Chairman of the Board of Directors shall convene a meeting of the Board of Directors to select, hire, or appoint a new CEO within thirty (30) days from the date of assumption of the Acting CEO position. If, upon expiration of the aforesaid period, the Chairman of the Board of Directors fails to convene such meeting, any member of the Board of Directors shall have the right to convene a meeting for the purpose of selecting, hiring, or appointing a new CEO.

3. In the event that both the Chairman of the Board of Directors and the CEO violate the law or become incapable of performing their duties, the remaining members of the Board of Directors shall, within twenty-four (24) hours, organize a meeting to appoint an interim person to manage the Company. Pursuant to the provisions of the Company

Charter, the Board of Directors shall convene a meeting to elect a Chairman of the Board of Directors or appoint a replacement CEO.

#### **Article 46. Remuneration, Salary, and Other Benefits of Members of the Board of Directors and the Chief Executive Officer**

1. The Company shall pay remuneration and salaries to members of the Board of Directors, the CEO, and other Corporate Directors and Officers based on business performance and operational efficiency.

2. The remuneration, salary, and other benefits of members of the Board of Directors and the CEO shall be paid as follows:

a. Members of the Board of Directors shall be entitled to remuneration and bonuses. Remuneration shall be calculated on a monthly basis corresponding to the fulfillment of duties by each member of the Board of Directors. In the event that a member of the Board of Directors concurrently undertakes additional duties assigned by the Board of Directors, such member shall be paid salary based on the number of working days required to fulfill such concurrent duties. The Board of Directors shall determine the remuneration for each member and salary for concurrently serving members of the Board of Directors based on the principle of unanimity. The total remuneration and salary of concurrently serving members of the Board of Directors shall be determined by the General Meeting of Shareholders at the annual meeting;

b. Members of the Board of Directors shall be reimbursed for accommodation, travel, and other reasonable expenses incurred in the performance of assigned duties;

c. The CEO shall be entitled to salary and bonuses. The salary of the CEO shall be determined by the Board of Directors.

3. The remuneration of concurrently serving members of the Board of Directors and salaries of the CEO and other Corporate Directors and Officers shall be recognized as operating expenses of the Company in accordance with the laws on corporate income tax and shall be separately presented in the annual financial statements of the Company and reported to the General Meeting of Shareholders at the annual meeting.

#### **Article 47. Company Secretary**

The Board of Directors shall recruit or appoint at least one (01) person to serve as the Company Secretary to support the Board of Directors and the Chairman of the Board of Directors in performing duties and powers in accordance with applicable laws and the Company Charter. The Company Secretary shall have the following rights and obligations:

a. To assist in organizing meetings of the General Meeting of Shareholders and meetings of the Board of Directors and recording meeting minutes;

b. To assist members of the Board of Directors in the performance of assigned rights and obligations;

c. To assist the Board of Directors in the application and implementation of corporate governance principles;

d. To assist the Company in maintaining shareholder relations and protecting the lawful rights and interests of shareholders;

d. To assist the Company in ensuring compliance with obligations relating to information disclosure, transparency, and administrative procedures. The Company Secretary shall be responsible for maintaining confidentiality of information in accordance with applicable laws and the Company Charter;

e. To perform other rights and obligations as prescribed by law.

#### **SECTION 4. BOARD OF SUPERVISION**

##### **Article 48. Supervisors**

1. The Board of Supervision shall consist of at least three (03) members.

2. The Board of Supervision shall elect one of its members to serve as the Head of the Board of Supervision based on the majority principle. The Head of the Board of Supervision shall have the following rights and responsibilities:

a. To convene meetings of the Board of Supervision;

b. To request the Board of Directors, the CEO, and other Corporate Directors and Officers to provide relevant information for reporting to the Board of Supervision;

c. To prepare and sign reports of the Board of Supervision after consultation with the Board of Directors for submission to the General Meeting of Shareholders.

3. Shareholders holding voting shares shall have the right to aggregate their respective voting rights for the nomination of candidates to the Board of Supervision. A shareholder or group of shareholders holding from five percent (5%) to less than ten percent (10%) of the total voting shares shall be entitled to nominate one (01) candidate; from ten percent (10%) to less than thirty percent (30%), a maximum of two (02) candidates; from thirty percent (30%) to less than forty percent (40%), a maximum of three (03) candidates; from forty percent (40%) to less than fifty percent (50%), a maximum of four (04) candidates; and from fifty percent (50%) or more, a maximum of five (05) candidates.

4. In the event that the number of Board of Supervision candidates nominated or self-nominated remains insufficient, the incumbent Board of Supervision or other shareholders may nominate additional candidates. The mechanism for nomination of Board of Supervision candidates shall be clearly disclosed and approved by the General Meeting of Shareholders prior to the nomination process.

5. Supervisors shall be elected by the General Meeting of Shareholders. The term of office of a Supervisor shall not exceed five (05) years, and Supervisors may be re-elected for an unlimited number of terms.

6. In the event that, upon expiry of the term of office, a new Board of Supervision has not yet been elected, the outgoing Board of Supervision shall continue to exercise its rights and perform its duties until the new Board of Supervision is elected and assumes office.

7. The Board of Supervision may issue regulations governing meetings and operational procedures of the Board of Supervision. The Board of Supervision shall meet at least twice per year, and a minimum of two (02) members shall attend each meeting.

8. Supervisors shall satisfy the following qualifications and conditions:

a. Be at least twenty-one (21) years of age, possess full civil act capacity, and not fall within any category of persons prohibited from establishing and managing enterprises under the Law on Enterprises;

b. Not be the spouse, biological parent, adoptive parent, biological child, adopted child, or sibling of any member of the Board of Directors, the CEO, or other Corporate Directors and Officers of the Company;

c. Supervisors shall not hold managerial positions within the Company. Supervisors are not required to be shareholders or employees of the Company;

d. Supervisors shall not be personnel of the accounting or finance department of the Company and shall not have been members or employees of the independent auditing firm conducting the audit of the Company's financial statements during the preceding three (03) consecutive years;

**Article 49.** The Head of the Board of Supervision shall possess at least a university degree in one of the following disciplines: finance, accounting, or auditing; have at least five (05) years of experience in accounting and auditing, at least three (03) years of experience in the aviation industry, and shall work on a full-time basis for the Company.

**Article 50. Rights and Responsibilities of the Board of Supervision:**

1. The Board of Supervision shall have the rights and responsibilities prescribed in Article 170 of the Law on Enterprises and this Company Charter, primarily including the following:

a. The Board of Supervision shall supervise the Board of Directors, the CEO, and Senior Corporate Directors and Officers in the management and operation of the Company and shall be accountable to the General Meeting of Shareholders for the performance of assigned duties;

b. To inspect the reasonableness, legality, truthfulness, and prudence in the management and operation of business activities, the organization of accounting and statistical functions, and the preparation of financial statements;

c. To review reports on the Company's business performance, annual, semi-annual, and quarterly financial statements, and reports evaluating the management performance of the Board of Directors; and to submit reports on the review of financial statements, annual business performance reports, and evaluation reports on the management performance of the Board of Directors to the General Meeting of Shareholders at the annual meeting;

d. To examine accounting books and other records of the Company and management and operational activities of the Company whenever deemed necessary or pursuant to a resolution of the General Meeting of Shareholders or at the request of shareholders or groups of shareholders in accordance with Clause 3, Article 19 of this Company Charter;

e. Upon request by shareholders or groups of shareholders in accordance with Clause 3, Article 19 of this Company Charter, the Board of Supervision shall conduct inspections within seven (07) working days from the date of receipt of such request.

Within fifteen (15) working days from the completion of the inspection, the Board of Supervision shall submit an explanatory report on the matters subject to inspection to the Board of Directors and the requesting shareholder(s) or shareholder group(s). Such inspection shall not interfere with the normal operations of the Board of Directors or disrupt the Company's business management and operations;

f. To recommend to the Board of Directors or the General Meeting of Shareholders measures for amendment, supplementation, and improvement of the Company's organizational structure;

g. Upon discovering that any member of the Board of Directors, the CEO, or Corporate Directors and Officers has violated obligations of Company managers as prescribed under Article 165 of the Law on Enterprises and Articles 42 and 43 of this Company Charter, to promptly notify the Board of Directors in writing, request the violating person to cease the violation, and implement remedial measures;

h. To engage independent consultants or the Company's internal audit department in performing assigned duties;

i. In relation to the Company's accounting and auditing activities, the Board of Supervision shall have the following rights and responsibilities:

- To recommend the selection of the independent auditing firm, audit fees, and all related matters;

- To discuss with the independent auditor the nature and scope of the audit before commencement of the audit;

- To discuss difficulties and unresolved matters identified from interim or year-end audit results, as well as any matters the independent auditor wishes to discuss;

- To review the management letter issued by the independent auditor and management's responses;

- To review the Company's reports on internal control systems prior to approval by the Board of Directors;

- To review the results of internal investigations and management's responses;

- To seek independent professional or legal advice and ensure the participation of external experts with appropriate qualifications and expertise in the Company's activities where deemed necessary.

- To review, inspect, and evaluate the effectiveness and efficiency of the Company's internal control, internal audit, risk management, and early warning systems.

The Board of Supervision may consult the Board of Directors prior to submitting reports, conclusions, and recommendations to the General Meeting of Shareholders.

j. To review contracts and transactions with Related Persons subject to approval by the Board of Directors or the General Meeting of Shareholders and make recommendations regarding contracts and transactions requiring approval by the Board of Directors or the General Meeting of Shareholders

k. To exercise other rights and perform other duties in accordance with the Law on Enterprises.

2. Notices of invitation to meetings, voting forms for members of the Board of Directors, and accompanying documents shall be sent to Supervisors at the same time and in the same manner as those sent to members of the Board of Directors.

3. Reports submitted by the CEO to the Board of Directors or other documents issued by the Company shall be sent to Supervisors at the same time and in the same manner as those sent to members of the Board of Directors.

4. Supervisors shall have the right to access records and documents maintained at the Company's head office, branches, and other locations and shall have the right to visit locations where Corporate Directors and Officers and employees of the Company perform their duties.

5. Members of the Board of Directors, the CEO, and other Corporate Directors and Officers shall provide all information and documents relating to the Company's operations upon request by the Board of Supervision. The Company Secretary shall ensure that copies of all financial information, other information provided to members of the Board of Directors, and copies of minutes of meetings of the Board of Directors are provided to Supervisors at the same time as such documents are provided to the Board of Directors.

6. Supervisors shall be entitled to remuneration based on assigned duties and other benefits as determined by the General Meeting of Shareholders.

7. Supervisors shall be reimbursed for reasonable accommodation, travel, and expenses incurred for independent consulting services.

8. Operating expenses of the Board of Supervision shall be recorded as business expenses of the Company in accordance with the laws on corporate income tax and other relevant laws and shall be separately presented in the Company's annual financial statements.

#### **Article 51. Responsibilities of Supervisors**

1. To comply with applicable laws, the Company Charter, resolutions of the General Meeting of Shareholders, and professional ethics in the performance of assigned rights and duties.

2. To perform assigned rights and duties honestly, prudently, and to the best of their ability in order to maximize the lawful interests of the Company and its shareholders.

3. To remain loyal to the interests of the Company and its shareholders; not to use information, know-how, or business opportunities of the Company, abuse position, title, or assets of the Company for personal gain or for the benefit of other organizations or

individuals.

4. To perform other obligations as prescribed by law.

5. In the event of a breach of obligations prescribed in Clauses 1 through 4 of this Article causing damage to the Company, Supervisors shall bear personal or joint liability for compensation of such damages.

6. Any income or other benefits obtained directly or indirectly by Supervisors through violation of the obligations prescribed in Clause 3 of this Article shall belong to the Company.

In the event that a Supervisor is found to have violated obligations in the performance of assigned rights and duties, the Board of Directors shall notify the Board of Supervision in writing and request the violating person to cease the violation and implement remedial measures.

#### **Article 52. Dismissal of Supervisors**

1. A Supervisor shall be removed from office in the following circumstances:

a. No longer satisfying the qualifications and conditions for serving as a Supervisor as prescribed in Article 48 of this Company Charter;

b. Submission of a resignation letter and acceptance thereof;

c. Other circumstances as prescribed by law and this Company Charter.

2. A Supervisor shall be dismissed in the following circumstances:

a. Failure to fulfill assigned duties and responsibilities;

b. Failure to exercise rights and perform obligations for six (06) consecutive months, except in cases of force majeure;

c. Serious or repeated violations of obligations of Supervisors as prescribed by the Law on Enterprises and this Company Charter;

d. Pursuant to a resolution of the General Meeting of Shareholders.

e. Other circumstances as prescribed by law and this Company Charter.

3. In the event that a Supervisor seriously breaches his/her obligations and such breach may cause damage to the Company, the Board of Directors shall convene a General Meeting of Shareholders to consider the dismissal of the incumbent Supervisor and elect a replacement Supervisor.

### **SECTION 5. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, SUPERVISORS, THE CHIEF EXECUTIVE OFFICER, AND OTHER CORPORATE DIRECTORS AND OFFICERS**

#### **Article 53. Duty of Care**

Members of the Board of Directors, Supervisors, the Chief Executive Officer ("CEO"), and other Corporate Directors and Officers shall perform their duties, including duties performed in the capacity of members of committees of the Board of Directors,

honestly and in the best interests of the Company, with the degree of care that a prudent person would exercise when holding an equivalent position and under similar circumstances.

#### **Article 54. Duty of Loyalty and Avoidance of Conflicts of Interest**

1. Members of the Board of Directors, Supervisors, the CEO, and other Corporate Directors and Officers shall not use business opportunities that may bring benefits to the Company for personal purposes; nor shall they use information obtained by virtue of their position for personal gain or for the benefit of other organizations or individuals.

2. Members of the Board of Directors, Supervisors, the CEO, and other Corporate Directors and Officers shall be obligated to notify the Board of Directors of all interests that may create conflicts with the interests of the Company which they may enjoy through legal entities, transactions, or other individuals.

3. The Company shall not grant loans or guarantees to members of the Board of Directors, Supervisors, the CEO, other Corporate Directors and Officers, Related Persons of the foregoing persons, or legal entities in which such persons have financial interests, except where such loans or guarantees have been approved by the General Meeting of Shareholders.

4. Contracts or transactions between the Company and one or more members of the Board of Directors, Supervisors, the CEO, other Corporate Directors and Officers, their Related Persons, or companies, partners, associations, or organizations of which such persons are members or in which they have financial interests shall not be invalidated in the following circumstances:

a. For contracts with a value of less than twenty percent (20%) of the total value of assets recorded in the most recent financial statements, the material elements of the contract or transaction, as well as the relationships and interests of the Corporate Directors and Officers or members of the Board of Directors, have been reported to the Board of Directors or the relevant committee. At the same time, the Board of Directors or such committee has approved the implementation of such contract or transaction in good faith by a majority vote of members of the Board of Directors having no related interests;

b. For contracts with a value exceeding twenty percent (20%) of the total value of assets recorded in the most recent financial statements, the material elements of such contract or transaction, as well as the relationships and interests of the Corporate Directors and Officers or members of the Board of Directors, have been disclosed to shareholders having no related interests and entitled to vote on such matter, and such shareholders have approved such contract or transaction by voting in favor thereof;

c. Such contract or transaction is considered fair and reasonable by an independent consulting organization in all respects relevant to the shareholders of the Company at the time such transaction or contract is approved by the Board of Directors, a committee under the Board of Directors, or the General Meeting of Shareholders.

5. Members of the Board of Directors, Supervisors, the CEO, other Corporate Directors and Officers, and their Related Persons shall not use undisclosed information of the Company or disclose such information to others for the purpose of conducting related transactions.

6. Members of the Board of Directors, Supervisors, the CEO, and other Corporate Directors and Officers shall be responsible for and obligated to comply with regulations on honesty and conflicts of interest in accordance with the laws on enterprises and securities.

#### **Article 55. Liability for Damages and Indemnification**

1. Members of the Board of Directors, Supervisors, the CEO, and other Corporate Directors and Officers who violate obligations of honesty and duty of care or fail to fulfill their obligations with diligence and professional competence as prescribed in this Company Charter and the Company's Internal Corporate Governance Regulations shall be liable for damages caused by such violations.

2. The Company shall consider indemnifying persons who have been, are, or may become parties to complaints, lawsuits, or legal proceedings (including civil and administrative proceedings and proceedings in which the Company is not the plaintiff), provided that such persons are or were members of the Board of Directors, Corporate Directors and Officers, employees, or authorized representatives of the Company, or acted at the request of the Company in such capacities, on the condition that such persons acted honestly, prudently, and diligently in the interests of, or not contrary to the best interests of, the Company, complied with applicable laws, and there is no evidence proving that such persons violated their responsibilities.

3. In performing functions, duties, or authorized work on behalf of the Company, members of the Board of Directors, Supervisors, Corporate Directors and Officers, employees, or authorized representatives of the Company may be considered for indemnification by the Company when becoming parties to complaints, lawsuits, or legal proceedings (except for proceedings in which the Company is the plaintiff) in the following circumstances:

a. Having acted honestly, prudently, and diligently for the benefit of the Company and without conflict with the interests of the Company;

b. Having complied with applicable laws and where there is no evidence confirming failure to perform assigned responsibilities.

4. Indemnification expenses (if any) shall include incurred costs (including attorneys' fees), judgment costs, fines, and amounts actually payable or reasonably deemed necessary for settlement of such matters within the limits permitted by law. The Company may purchase insurance for such persons against the indemnification liabilities mentioned above.

### **VI. RIGHT TO INSPECT BOOKS AND RECORDS OF THE COMPANY**

#### **Article 56. Right to Inspect Books and Records**

1. Shareholders or groups of shareholders holding more than five percent (5%) of the total voting shares shall have the right, directly or through an authorized representative, to submit a written request for inspection of the shareholder register, minutes of meetings of the General Meeting of Shareholders, and to copy or extract such records during working hours at the Company's head office. Requests for inspection submitted by an authorized representative of a shareholder must be accompanied by the authorization letter of the represented shareholder or a notarized copy thereof.

2. Members of the Board of Directors, Supervisors, the CEO, and other Corporate Directors and Officers shall have the right to inspect the Company's shareholder register, list of shareholders, and other books and records of the Company for purposes relating to their positions, provided that such information shall remain confidential.

3. The Company shall maintain this Company Charter and amendments or supplements thereto, the Enterprise Registration Certificate, regulations, documents evidencing ownership rights to assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Board of Supervision, annual financial statements, accounting books, and other documents as prescribed by law at the Company's head office.

## **VII. EMPLOYEES AND TRADE UNION ORGANIZATION**

### **Article 57. Employees and Trade Union Organization**

1. The CEO shall prepare plans for submission to the Board of Directors for approval regarding matters relating to recruitment, termination of employment, salaries, insurance, welfare, rewards, and disciplinary measures applicable to employees and Corporate Directors and Officers.

2. The CEO shall prepare plans for submission to the Board of Directors for approval regarding matters relating to the Company's relationship with trade union organizations in accordance with the standards, practices, and best management policies prescribed in this Company Charter, the Company's regulations, and applicable laws.

## **VIII. PROFIT DISTRIBUTION AND ESTABLISHMENT OF FUNDS**

### **Article 58. Profit Distribution**

After fulfillment of obligations to the State budget, the Company's profits shall be distributed in the following order:

1. Deduction of losses not yet offset against profit before corporate income tax.
2. Payment of preferred dividends (if any);
3. Distribution of profits to capital-contributing partners under business cooperation agreements (if any);
4. The remaining profit after deduction of all items specified in Clauses 1, 2, and 3 of this Article shall be used for dividend distribution, establishment of funds in accordance with financial regulations, and payment of remuneration and rewards to the Board of Directors, the Board of Supervision, and Corporate Directors and Officers of the Company (where the Company fulfills or exceeds the plan approved by the General Meeting of Shareholders).
5. Other matters relating to profit distribution shall be implemented in accordance with applicable laws.

### **Article 59. Establishment of Funds of the Company**

1. Development Investment Fund shall be used for the following purposes:

a. Investment in expansion of business operations, intensive investment, technological innovation, equipment, and working conditions of the Company;

b. Capital contribution to joint ventures, business cooperation arrangements, purchase of shares, and equity investment in other enterprises;

c. Based on investment needs and fund capability, and upon recommendation of the CEO, the Board of Directors shall determine forms and measures of investment in accordance with the principles of efficiency, capital preservation, and capital development.

d. Other purposes in accordance with the Company's internal management regulations and applicable laws.

2. Reward and Welfare Fund shall be used for the following purposes:

a. Year-end or periodic rewards based on labor productivity and work performance of employees;

b. Extraordinary rewards for individuals or collectives within the Company making exceptional contributions, promoting technical innovations, or other cases of extraordinary commendation;

c. Investment in construction or repair of welfare facilities of the Company;

d. Expenditures for collective welfare and social welfare activities for employees of the Company;

e. Financial assistance for retired employees, incapacitated persons facing hardship, employees suffering occupational accidents, illness, death, or other exceptional difficulties

f. Other expenditures in accordance with the Company's internal management regulations.

#### **Article 60. Principles of Dividend Payment**

1. Dividends payable to dividend preference shares shall be made in accordance with the specific conditions applicable to such dividend preference shares as stated on the share certificates.

2. Dividends payable to ordinary shares and other classes of preference shares shall be determined based on realized net profits, and dividend payments shall be made from the Company's retained earnings. The Company may only pay dividends to shareholders after fulfillment of tax obligations and other financial obligations in accordance with applicable laws, establishment of Company funds, and full offsetting of prior losses in accordance with applicable laws and this Company Charter. Immediately after payment of all declared dividends, the Company must ensure payment in full of all due debts and other property obligations.

3. Form of Dividend Payment

Dividends may be paid in cash or in shares of the Company. Where dividends are paid in cash, payment shall be made in Vietnamese Dong and may be effected by cheque or payment order sent by post to the shareholder's registered permanent address.

Dividends may also be paid by bank transfer where the Company possesses complete banking details of the shareholder enabling direct remittance to the shareholder's bank account. Where the Company has transferred payment in accordance with the banking details provided by the shareholder, the Company shall not be liable for any loss arising from such transfer.

In accordance with the Law on Enterprises, the Board of Directors may decide to make interim dividend payments if such payment is considered consistent with the profitability of the Company.

4. The Board of Directors shall prepare a list of shareholders entitled to dividends, determine the dividend amount payable for each share, and determine the time limit and form of payment no later than thirty (30) days prior to each dividend payment. In the event that dividends are not paid within the prescribed timeline, the Company shall pay interest on overdue dividends at the bank lending interest rate applicable at the time of dividend payment for the delayed amount. Notice of dividend payment shall be sent by a method ensuring delivery to the registered address of all shareholders no later than fifteen (15) days prior to dividend payment. Such notice shall specify Name and head office address of the Company; Full name, correspondence address, nationality, and legal identification details of individual shareholders; Name, enterprise code or legal identification details, and head office address of organizational shareholders; Number of shares of each class held by the shareholder; Dividend amount payable per share and total dividend amount payable to such shareholder; Time and method of dividend payment; Full name and signature of the Chairman of the Board of Directors and the legal representative of the Company.

5. Where a shareholder transfers shares during the period between the closing date of the shareholder list and the dividend payment date, the transferor shall remain entitled to receive dividends from the Company.

6. In the event of dividend payment made contrary to the provisions of this Company Charter, all shareholders shall return to the Company any money or other assets received. Where a shareholder fails to return such money or assets to the Company, such shareholder and all members of the Board of Directors shall be jointly liable for the Company's debts and other property obligations within the value of the dividends or assets paid to shareholders and not yet returned.

7. In the event dividends are paid in shares, the Company shall not be required to carry out share offering procedures under Articles 123, 124, and 125 of the Law on Enterprises. The Company shall register an increase in charter capital corresponding to the aggregate par value of shares used for dividend payment within ten (10) days from the completion date of dividend payment.

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

### **Article 61. Bank Accounts**

1. The Company shall open bank accounts with Vietnamese banks or foreign banks licensed to operate in Vietnam.

2. Subject to approval by competent authorities and where necessary, the Company may open bank accounts overseas in accordance with applicable laws.

3. The Company shall conduct all payment transactions through Vietnamese Dong or foreign currency bank accounts opened by the Company in accordance with applicable laws.

#### **Article 62. Financial Year**

The financial year of the Company shall commence on January 1 and end on December 31 of each calendar year. The first financial year of the Company shall commence on the date of issuance of the Enterprise Registration Certificate and end on December 31 of that same year.

#### **Article 63. Financial Planning**

1. Investment plans and medium-term and long-term business plans shall be submitted by the Board of Directors to the General Meeting of Shareholders for approval.

2. Annual production and business operation plans and annual financial plans shall be prepared by the Company and submitted to the Board of Directors for approval. Such plans shall serve as the basis for the Board of Directors to supervise and evaluate the management and operational performance of the Executive Management and Corporate Directors and Officers.

#### **Article 64. Principles of Capital and Asset Management**

1. Capital Mobilization: In addition to charter capital contributed by shareholders, the Company shall have the right to mobilize capital from organizations and individuals, both domestic and foreign, in accordance with applicable laws for business purposes. The amount of mobilized capital must comply with this Company Charter and must not alter the ownership structure of the Company. The Company shall be responsible for repayment of mobilized capital and interest to creditors in accordance with commitments.

##### 2. Management and Use of Fixed Assets:

a. Fixed assets of the Company shall include tangible fixed assets and intangible fixed assets;

b. The Company shall proactively select investment plans for procurement of fixed assets, technological renewal, or restructuring of fixed assets in line with business objectives in order to enhance asset utilization efficiency and capital efficiency. The Company shall conduct investment, construction, and asset procurement in accordance with applicable laws and this Company Charter;

c. The Chairman of the Board of Directors shall determine depreciation rates for fixed assets within the framework prescribed by the Ministry of Finance for purposes of investment capital recovery and capital preservation upon recommendation of the CEO.

##### 3. Management and Use of Capital and Other Resources:

a. The Company shall have the right to flexibly manage and use all contributed capital of shareholders and other lawful sources of capital in business operations for profit-making purposes, while remaining accountable to the General Meeting of Shareholders for capital preservation, efficiency of capital utilization, and protection of interests of stakeholders such as creditors and customers in accordance with commitments;

b. The use of capital shall comply with this Company Charter and the Company's internal regulations;

c. The use of the Company's capital and assets for external investments shall comply with applicable laws and this Company Charter;

d. The use of land use rights value as capital contribution for external investments shall comply with applicable laws;

e. Annually, prior to closing accounting books for preparation of annual financial statements, the Company shall conduct physical inventory of fixed assets, inventories, cash, capital, and receivables/payables in order to determine their actual status at the reporting date; determine values of surplus, shortage, or damaged assets; clarify causes and liabilities of relevant individuals and collectives; and determine compensation levels in accordance with Company regulations and applicable laws. Surplus assets shall be recorded as other income. Actual shortage or damaged asset values, after deduction of compensation from individuals, collectives, or insurance organizations, shall be recorded as business expenses.

#### **Article 65. Accounting System:**

1. The accounting system adopted by the Company shall be the Vietnamese Accounting Standards (VAS) or another accounting system approved by the Ministry of Finance.

2. The Company shall maintain accounting books in Vietnamese. The Company shall retain accounting records in accordance with the types of business activities in which the Company engages. Such records must be accurate, updated, systematic, and sufficient to evidence and explain transactions of the Company.

3. The Company shall use Vietnamese Dong (or freely convertible foreign currency, subject to approval by competent state authorities) as the accounting currency.

4. All important accounting documents and financial reports required by law or requested by the Board of Directors must be approved and signed by the CEO and the Chief Accountant.

### **X. ANNUAL REPORTS, INFORMATION DISCLOSURE OBLIGATIONS, AND PUBLIC ANNOUNCEMENTS:**

#### **Article 66. Annual, Semi-Annual, and Quarterly Financial Statements**

1. The Company shall prepare and submit annual financial statements in accordance with applicable laws.

2. The annual financial statements shall include a statement of business performance accurately and objectively reflecting the Company's profit and loss from business operations during the financial year; a balance sheet accurately and objectively reflecting the Company's assets and liabilities as of the reporting date; a cash flow statement; and explanatory notes to the financial statements.

3. The Company shall prepare semi-annual and quarterly reports in accordance with regulations of the State Securities Commission and submit such reports to the

relevant tax authorities and business registration authorities in accordance with the Law on Enterprises.

4. Audited financial statements and the Company's semi-annual and quarterly reports shall be published on the Company's website.

5. In accordance with applicable laws, organizations and individuals who are shareholders or relevant business partners shall have the right to inspect or copy the audited annual financial statements and semi-annual and quarterly reports during the Company's working hours at the Company's head office, subject to payment of a reasonable copying fee.

#### **Article 67. Information Disclosure and Public Announcements**

1. The Company shall publish the following information on the Company's website (if any):

a. The Company Charter;

b. Curriculum vitae, educational qualifications, and professional experience of members of the Board of Directors, Supervisors, and the CEO of the Company;

c. Annual financial statements approved by the General Meeting of Shareholders;

d. Annual performance evaluation reports of the Board of Directors and the Board of Supervision.

2. The Company shall conduct information disclosure and transparency in accordance with the laws on securities.

### **XI. COMPANY AUDIT**

#### **Article 68. Audit**

1. The Annual General Meeting of Shareholders shall appoint an independent auditing firm or approve a list of independent auditing firms and authorize the Board of Directors to select one of such firms to conduct the Company's audit for the following financial year based on terms and conditions agreed with the Board of Directors. The Company shall prepare and submit annual financial statements to the independent auditing firm following the end of the financial year.

The independent auditing firm performing audit services for the Company must be licensed to conduct audits in accordance with applicable laws.

2. The independent auditing firm shall examine, certify, and report on the annual financial statements reflecting the Company's revenues and expenditures, prepare an audit report, and submit such report to the Board of Directors within two (02) months from the end of the financial year.

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

4. Auditors conducting audits of the Company shall be permitted to attend meetings of the General Meeting of Shareholders and shall have the right to receive notices and other information relating to the General Meeting of Shareholders that

shareholders are entitled to receive and to express opinions at such meetings on matters relating to the audit.

## **XII. COMPANY SEAL**

### **Article 69. Company Seal**

1. The Board of Directors shall decide the quantity, form, content, and specimen of the Company's seal, and the management and use of the seals of the Company, its branches, and representative offices.

2. The use, management, and retention of seals shall be implemented in accordance with resolutions of the Board of Directors and applicable laws.

## **XIII. TERMINATION OF OPERATIONS AND LIQUIDATION**

### **Article 70. Termination of Operations**

1. The Company may be dissolved or cease operations in the following circumstances:

- a. The Court declares the Company bankrupt in accordance with applicable laws;
- b. Dissolution pursuant to a resolution of the General Meeting of Shareholders;
- c. Other circumstances as prescribed by law.

2. The dissolution of the Company shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. Such dissolution decision must be notified to or approved by competent authorities (where mandatory) in accordance with applicable regulations.

3. In the event the Company is declared bankrupt by a court, bankruptcy proceedings applicable to the Company shall be implemented in accordance with the Law on Bankruptcy.

### **Article 71. Liquidation**

1. No later than six (06) months following a resolution on dissolution of the Company, the Board of Directors shall establish a Liquidation Committee consisting of three (03) members. Two (02) members shall be appointed by the General Meeting of Shareholders and one (01) member shall be appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its own operational regulations. Members of the Liquidation Committee may be selected from among employees of the Company or independent experts. All expenses relating to liquidation shall be given priority for payment before other debts of the Company.

2. The Liquidation Committee shall be responsible for reporting to the business registration authority regarding the date of establishment and commencement of operations and for carrying out enterprise dissolution procedures in accordance with Article 208 of the Law on Enterprises. From that time onward, the Liquidation Committee shall represent the Company in all matters relating to liquidation before courts and administrative authorities.

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

- a. Liquidation expenses;
- b. Salaries and insurance expenses for employees;
- c. Taxes and payments payable to the State;
- d. Loans (if any);
- e. Other debts of the Compan;

f. The remaining balance after settlement of all obligations specified in Points a through e above shall be distributed to shareholders. Preference shares shall be given priority for payment.

#### **XIV. INTERNAL DISPUTE RESOLUTION**

##### **Article 72. Internal Dispute Resolution**

1. In the event of disputes or complaints relating to the Company's operations or the rights and obligations of shareholders under the Company Charter, the Law on Enterprises, other laws, or administrative regulations arising between:

- a. Shareholders and the Company; or
- b. Shareholders and the Board of Directors, the Board of Supervision, the CEO, or senior Corporate Directors and Officers.

The relevant parties shall endeavor to resolve such disputes through negotiation and mediation. Except for disputes involving the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over dispute resolution and request each party to present factual matters relating to the dispute within thirty (30) working days from the date the dispute arises. In the event the dispute relates to the Board of Directors or the Chairman of the Board of Directors, any party may request the appointment of an independent expert to act as arbitrator for the dispute resolution process.

2. In the event no mediation decision is reached within six (06) weeks from commencement of the mediation process, or if the mediator's decision is not accepted by the parties, any party may submit the dispute to a competent court for resolution.

3. Each party shall bear its own costs relating to negotiation and mediation procedures. Court costs shall be settled in accordance with the judgment of the court.

#### **XV. AMENDMENT AND SUPPLEMENTATION OF THE COMPANY CHARTER**

##### **Article 73. Amendment and Supplementation of the Company Charter**

1. Any amendment or supplementation to this Company Charter must be reviewed and approved by the General Meeting of Shareholders.

2. In the event that legal provisions relating to the Company's operations are not addressed in this Company Charter, or provisions of this Company Charter are inconsistent with applicable laws, or where newly enacted legal provisions differ from

provisions of this Company Charter, such legal provisions shall automatically apply and govern the Company's operations.

## **XVI. EFFECTIVENESS AND IMPLEMENTATION**

### **Article 74. Effective Date**

1. This Company Charter, consisting of sixteen (16) Chapters and seventy-four (74) Articles, was unanimously approved by the General Meeting of Shareholders of Saigon Ground Services Joint Stock Company pursuant to Resolution No. 02/NQ-DHĐCD dated 18<sup>th</sup> June, 2026, and the full effectiveness of this Charter is hereby acknowledged.

2. This Company Charter is made in ten (10) originals of equal legal validity and shall be retained at the Company's head office.

3. This Company Charter shall be the sole and official charter of the Company.

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

### **LEGAL REPRESENTATIVE**

#### **SAIGON GROUND SERVICES JOINT STOCK COMPANY**

**Chairman of the Board of the Directors**

**(Signed)**

**Nguyen Cao Cuong**