

THE SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

AMENDED CHARTER
HSV VIET NAM GROUP JOINT STOCK COMPANY



Hanoi, 12 May 2025

★ M.S.D.A.
★ P.N.A.N.

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INTRODUCTORY

PART

This Charter is adopted pursuant to the Resolution of the General Meeting of Shareholders No. 01/2025/NQ-ĐHĐCĐ/HSV dated ... month ... year 2025.

I. DEFINITIONS OF TERMS IN THE CHARTER

Article 1. Interpretation of Terms

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

- a) **Charter Capital** means the total par value of shares sold or registered for purchase upon the establishment of the joint stock company and as provided in Article 6 of this Charter;
- b) **Voting Capital** means the share capital whereby the holders are entitled to vote on matters within the authority of the General Meeting of Shareholders;
- c) **Law on Enterprises** means the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- d) **Law on Securities** means the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- đ) **Vietnam** means the Socialist Republic of Vietnam;
- e) **Date of Establishment** means the date on which the Company is granted the first Enterprise Registration Certificate;
- g) **Executives of the Enterprise** means the General Director, Deputy General Directors, Chief Accountant and other executives as stipulated in the Company's Charter;
- h) **Managers of the Enterprise** means the managers of the Company, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director, and individuals holding other managerial positions as prescribed in the Company's Charter;
- i) **Related Persons** means individuals or organizations as defined in Clause 46, Article 4 of the Law on Securities;
- k) **Shareholder** means any individual or organization holding at least one share of the joint stock company;
- l) **Founding Shareholder** means a shareholder holding at least one ordinary share and whose name is listed in the list of founding shareholders of the joint stock company;
- m) **Major Shareholder** means a shareholder as defined in Clause 18, Article 4 of the Law on Securities;
- n) **Operating Term** means the duration of operation of the Company as provided in Article 2 of this Charter and any extension period (if any) approved by the General Meeting of Shareholders;
- o) **Stock Exchange** means the Vietnam Stock Exchange and its subsidiaries.

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

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

II. COMPANY NAME, TYPE, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, OPERATION DURATION AND LEGAL REPRESENTATIVE

Article 2. Company Name, Type, Head Office, Branches, Representative Offices, Business Locations and Operation Duration

1. Company Name

- Name in Vietnamese: **CÔNG TY CỔ PHẦN TẬP ĐOÀN HSV VIỆT NAM**
- Name in English: **HSV VIET NAM GROUP JOINT STOCK COMPANY**
- Abbreviated Name: **HSV VIET NAM GROUP.,JSC**

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

3. Registered Head Office of the Company:

- **Address of Head Office:** No. 68 Luu Huu Phuoc, Cau Dien Ward, Nam Tu Liem District, Hanoi City, Vietnam
- **Telephone:** +84 24 6686 1968
- **E-mail:** info@hsvvietnam.com

- **Website:** <https://www.hsvvietnam.com>

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

Information on the Company's existing branches and representative offices has been published on the National Business Registration Portal, in accordance with this Charter and current legal regulations.

5. Unless otherwise terminated ahead of time pursuant to Clause 2, Article 59 or extended in accordance with Article 55 of this Charter, the Company's operation term shall be indefinite from

Article 3. Legal Representative of the Company

1. The Company shall have one (1) legal representative, who is the General Director of the Company.

2. The legal representative of the Company is the individual representing the Company to exercise rights and perform obligations arising from the Company's transactions, and representing the Company as plaintiff, defendant, or party having related rights and obligations before arbitration and courts. The responsibilities of the legal representative shall be performed in accordance with Article 12 of the Law on Enterprises and other rights and obligations as stipulated by current applicable laws.

3. The legal representative of the Company must reside in Vietnam; in the event of leaving Vietnam, a written authorization must be granted to another person to perform the rights and obligations of the Company's legal representative. In this case, the legal representative shall remain responsible for the performance of the rights and obligations that have been authorized.

4. In the event the authorization period expires while the legal representative has not returned to Vietnam and no further authorization has been granted, the authorized person shall continue performing the rights and obligations of the legal representative within the scope of authorization until the legal representative returns to work at the Company or until the Board of Directors appoints another person as the Company's legal representative.

If the legal representative is absent from Vietnam for more than 30 days without authorizing another person to perform the rights and obligations of the legal representative, or in case of death, missing, temporary detention, imprisonment, restriction or loss of civil act capacity, the Board of Directors shall appoint another person to act as the legal representative of the Company.

III. OBJECTIVES, BUSINESS SCOPE AND OPERATIONS OF THE COMPANY

Article 4. Objectives of the Company's Operations

1. The business lines of the Company have been published on the National Business Registration Portal, in compliance with current legal regulations and this Charter.
2. The operational objectives of the Company are: The Company is established to mobilize and effectively utilize capital for the development of business activities in the registered business lines, aiming to maximize profits; create stable employment for employees; contribute to the state budget and promote the growth of the Company.

Article 5. Business Scope and Operations of the Company

The Company is permitted to conduct business activities in the sectors stipulated in this Charter, which have been registered, notified of any changes to the business registration authority, and published on the National Business Registration Portal. In case the Company engages in conditional business lines, it must fully satisfy the conditions prescribed by the Law on Investment and relevant specialized laws.

IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 6. Charter Capital, Shares, Founding Shareholders

1. The charter capital of the Company is VND **157,499,940,000** (One hundred fifty-seven billion, four hundred ninety-nine million, nine hundred forty thousand Vietnamese Dong). The total charter capital of the Company is divided into **15,749,994** shares with a par value of **VND 10,000** per share.
2. The Company may change its charter capital when approved by the General Meeting of Shareholders and in accordance with legal regulations.
3. As of the date of adoption of this Charter, the Company's shares include ordinary shares and preferred shares (if any). The rights and obligations of shareholders holding each type of share are stipulated in Articles 12 and 13 of this Charter.
4. The Company may issue other types of preferred shares with the approval of the General Meeting of Shareholders and in compliance with legal regulations.
5. Ordinary shares must be first offered to existing shareholders in proportion to their ownership of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. The number of shares not subscribed for by existing shareholders shall be decided by the Board of Directors. The Board of Directors may allocate such shares to shareholders and other parties on conditions no more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.
6. The Company may repurchase shares it has issued in the manner prescribed in this Charter and in accordance with current laws.
7. The Company may issue other types of securities in accordance with legal regulations.

Article 7. Share Certificates

1. Shareholders of the Company shall be issued share certificates corresponding to the number and type of shares they own.
2. A share certificate is a type of security certifying the lawful rights and interests of the holder over a portion of the share capital of the issuing organization. The share certificate must contain all information as stipulated in Clause 1, Article 121 of the Law on Enterprises.
3. Within **60 days** from the date of submission of a complete dossier requesting the transfer of share ownership in accordance with the Company's regulations, or within **60 days** from the date of full payment for shares in accordance with the Company's share issuance plan (or within another period stipulated in the issuance terms), the holder of such shares shall be issued a share certificate. The shareholder shall not be required to pay any printing fee for the issuance of the share certificate.
4. In case a share certificate is lost, damaged, or destroyed in any form, the shareholder shall be re-issued a share certificate by the Company upon request. The shareholder's request must include the following:
 - a) Information about the lost, damaged, or destroyed share certificate;
 - b) A written commitment to be responsible for any disputes arising from the re-issuance of the new share certificate.

Article 8. Other Securities Certificates

Bond certificates or other types of securities certificates issued by the Company must bear the signature of the legal representative and the Company's official seal.

Article 9. Transfer of Shares

1. All shares shall be freely transferable unless otherwise stipulated in this Charter or by law. Listed shares or shares registered for trading on a stock exchange shall be transferred in accordance with the laws on securities and the securities market.

2. Unpaid shares may not be transferred and shall not enjoy associated rights such as the right to receive dividends, the right to receive bonus shares issued from equity, the right to purchase new shares, and other rights as prescribed by law.

Article 10. Recall of Shares (in case of enterprise establishment registration)

1. In the event that a shareholder fails to fully and punctually pay the amount due for share purchase, the Board of Directors shall notify and have the right to request the shareholder to pay the outstanding amount and be liable in proportion to the total par value of the registered shares for the Company's financial obligations arising from the non-payment.
2. The payment notification must clearly state the new payment deadline (which shall be at least **07 days** from the date the notice is sent), the payment location, and specify that failure to pay as required will result in the unpaid shares being recalled.
3. The Board of Directors shall have the right to recall any unpaid and overdue shares in the event that the shareholder fails to fulfill the requirements stated in the aforementioned notice.
4. Recalled shares shall be considered as shares authorized for sale as stipulated in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly, or through authorization, sell or redistribute such shares under terms and conditions it deems appropriate.
5. Shareholders holding recalled shares shall forfeit their shareholder status with respect to those shares but shall still be liable in proportion to the total par value of the registered shares for the Company's financial obligations arising at the time of recall under the resolution of the Board of Directors from the recall date until the payment is completed. The Board of Directors shall have full authority to enforce the collection of the total share value at the time of recall.
6. The recall notice shall be sent to the holder of the recalled shares before the effective recall date. The recall shall remain valid even in cases of errors or negligence in sending the notice.

V. ORGANIZATIONAL STRUCTURE, MANAGEMENT AND SUPERVISION

Article 11. Organizational Structure, Management and Supervision

The organizational, management, and supervision structure of the Company shall comprise:

1. The General Meeting of Shareholders;
2. The Board of Directors;
3. The Audit Committee under the Board of Directors;
4. The General Director.

VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of Shareholders

1. Ordinary shareholders shall have the following rights:
 - a) To attend, speak at meetings of the General Meeting of Shareholders and exercise the right to vote directly, through an authorized representative, or in another form as prescribed by the Company's Charter and laws. Each ordinary share carries one vote;
 - b) To receive dividends at a rate determined by the General Meeting of Shareholders;
 - c) To have pre-emptive rights to purchase new shares in proportion to their ownership of ordinary shares in the Company;
 - d) To freely transfer their shares to other persons, except in the cases prescribed in Clause 3, Article 120, Clause 1, Article 127 of the Law on Enterprises, and other relevant provisions of law;
 - đ) To review, access, and extract information about names and contact addresses from the list of shareholders with voting rights; to request correction of inaccurate personal information;
 - e) To review, access, extract, or copy the Company's Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

- g) In the event of Company dissolution or bankruptcy, to receive a portion of the remaining assets corresponding to their ownership ratio of shares in the Company;
 - h) To request the Company to repurchase shares in cases prescribed by Article 132 of the Law on Enterprises;
 - i) To be treated equally. Each share of the same type shall confer equal rights, obligations, and benefits to its shareholder. In case of preferred shares, the rights and obligations attached to those preferred shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;
 - k) To fully access periodic and extraordinary information disclosed by the Company in accordance with the law;
 - l) To have their lawful rights and interests protected; to request suspension or cancellation of resolutions or decisions of the General Meeting of Shareholders or the Board of Directors in accordance with the Law on Enterprises;
 - m) Other rights in accordance with the law and this Charter.
2. A shareholder or group of shareholders holding 5% or more of the total number of ordinary shares shall have the following rights:
- a) To request the Board of Directors to convene a General Meeting of Shareholders as prescribed in Clause 3, Article 115 and Article 140 of the Law on Enterprises;
 - b) To review, access, and extract minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial statements, reports of independent members of the Board of Directors in the Audit Committee, contracts and transactions requiring approval of the Board of Directors, and other documents, except those relating to the Company's trade secrets and business secrets;
 - c) To request the Audit Committee to conduct an inspection of a specific issue related to the management and operation of the Company when deemed necessary. The request must be in writing and include the following: full name, contact address, nationality, and legal identification of individual shareholders; name, enterprise code or legal documents of organizations, and head office address for organizational shareholders; number of shares and the time of share registration for each shareholder, total number of shares of the shareholder group, ownership ratio in the Company's total shares; the matter to be inspected, and the purpose of the inspection;
 - d) To propose matters to be included in the agenda of the General Meeting of Shareholders. Such proposals must be in writing and sent to the Company no later than 3 working days before the opening date. The proposal must clearly state the name of the shareholder, quantity and type of shares held, and the proposed matters for inclusion in the meeting agenda;
 - đ) Other rights as provided by law and this Charter.
3. A shareholder or group of shareholders holding 10% or more of the total number of ordinary shares shall have the right to nominate candidates to the Board of Directors. The nomination process shall be as follows:
- a) The ordinary shareholders forming a group for nominating candidates to the Board of Directors must notify other attending shareholders of their grouping before the opening of the General Meeting of Shareholders;
 - b) Based on the number of members of the Board of Directors, shareholders or shareholder groups as prescribed in this Clause shall have the right to nominate one or several candidates to the Board of Directors as decided by the General Meeting of Shareholders. In case the number of candidates nominated by the shareholders or shareholder group is less than the

number of candidates they are entitled to nominate as per the resolution of the General Meeting of Shareholders, the remaining number of candidates shall be nominated by the Board of Directors and other shareholders.

Article 13. Obligations of Shareholders

Ordinary shareholders shall have the following obligations:

1. To make full and timely payment for the shares they have committed to purchase.
2. Not to withdraw the contributed capital in the form of ordinary shares from the Company in any manner, except where the shares are repurchased by the Company or transferred to another person. In the event a shareholder unlawfully withdraws part or all of the contributed share capital contrary to this provision, such shareholder and any related beneficiaries in the Company shall be jointly liable for the Company's debts and other property obligations to the extent of the value of the withdrawn shares and any damages incurred.
3. To comply with the Company's Charter and the Company's internal management regulations.
4. To abide by the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
5. To keep confidential all information provided by the Company in accordance with the Company's Charter and the law; to use the provided information solely for the purpose of exercising and protecting their lawful rights and interests; and to strictly prohibit the dissemination, duplication, or transmission of such information to other organizations or individuals.
6. To attend the General Meeting of Shareholders and exercise voting rights through one of the following forms:
 - a) Directly attending and voting at the meeting;
 - b) Authorizing another individual or organization to attend and vote at the meeting;
 - c) Attending and voting via online conference, electronic voting, or other electronic means;
 - d) Sending a voting ballot to the meeting by post, fax, or email.
7. To be personally liable when acting on behalf of the Company in any form to perform 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) Settling debts that are not yet due in anticipation of financial risks to the Company.
8. To fulfill other obligations as prescribed by applicable laws.

Article 14. General Meeting of Shareholders

1. The General Meeting of Shareholders, comprising all shareholders with voting rights, is the highest decision-making body of the Company. The Annual General Meeting of Shareholders shall be convened once a year within six (06) months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may convene extraordinary meetings. The venue of the General Meeting of Shareholders shall be the location where the chairperson attends the meeting and must be within the territory of Vietnam.
2. The Board of Directors shall convene the Annual General Meeting of Shareholders and select an appropriate venue. The Annual General Meeting of Shareholders shall decide on matters in accordance with the provisions of law and the Company's Charter, in particular approving the audited annual financial statements. In the event that the auditor's report on the Company's annual financial statements contains material qualifications, adverse opinions, or disclaimers of opinion, the Company must invite a representative of the approved auditing organization

that audited the Company's financial statements to attend the Annual General Meeting of Shareholders, and such representative of the approved auditing organization shall be responsible for attending the meeting.

3. The Board of Directors must convene an Extraordinary General Meeting of Shareholders in the following cases:
 - a) When deemed necessary in the interests of the Company by the Board of Directors;
 - b) When the number of remaining members of the Board of Directors is less than the minimum number required by law;
 - c) At the request of a shareholder or group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises; the request to convene a General Meeting of Shareholders must be made in writing, clearly stating the reason and purpose of the meeting, and signed by the relevant shareholders, or prepared in multiple copies with sufficient signatures of the concerned shareholders;
 - d) In other cases as prescribed by law and this Charter.

4. Convening an Extraordinary General Meeting of Shareholders

- a) The Board of Directors must convene a General Meeting of Shareholders within thirty (30) days from the date on which the number of members of the Board of Directors or independent members of the Board of Directors remains as prescribed at Point b, Clause 3 of this Article, or from the date of receipt of a request as stipulated in Points c and d, Clause 3 of this Article;
- b) In the event that the Board of Directors fails to convene the General Meeting of Shareholders in accordance with Point a, Clause 4 of this Article, then within the following thirty (30) days, the shareholder or group of shareholders as prescribed in Point c, Clause 3 of this Article shall have the right to request the legal representative of the Company to convene a General Meeting of Shareholders in accordance with the provisions of the Law on Enterprises. In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the order, procedures for convening, conducting the meeting, and passing 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. These expenses do not include expenses incurred by shareholders in attending the General Meeting of Shareholders, including accommodation, travel, and other personal expenses.
- d) The procedures for convening and conducting a General Meeting of Shareholders shall comply with Clause 5, Article 140 of the Law on Enterprises.

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

1. The General Meeting of Shareholders shall have the following rights and obligations:
 - a) To approve the development orientation of the Company;
 - b) To decide on the classes of shares and the total number of shares of each class to be offered; to determine the annual dividend rate for each class of shares;
 - c) To elect, dismiss, and remove members of the Board of Directors;
 - d) To decide on investments or sales of assets valued at 35% or more of the total value of the Company's assets recorded in the latest financial statements;
 - đ) To decide on amendments and supplements to the Company's Charter;
 - e) To approve the annual financial statements;
 - g) To decide on the repurchase of more than 10% of each class of the total issued shares;
 - h) To review and handle violations committed by members of the Board of Directors causing damage to the Company and its shareholders;
 - i) To decide on the reorganization or dissolution of the Company;
 - k) To determine the budget or total amount of remuneration, bonuses, and other benefits for

the Board of Directors;

l) To approve the internal corporate governance regulations and the operational regulations of the Board of Directors;

m) To approve the list of approved audit firms; to decide on the selection of an approved audit firm to audit the Company's operations and dismiss auditors when deemed necessary;

n) Other rights and obligations as prescribed by law.

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

a) The Company's annual business plan;

b) The audited annual financial statements;

c) The report of the Board of Directors on corporate governance and the activities of the Board of Directors and each of its members;

d) The report on the activities of independent members of the Board of Directors in the Audit Committee;

e) The dividend rate for each class of shares;

g) The number of members of the Board of Directors;

h) To elect, dismiss, and remove members of the Board of Directors;

i) To determine the budget or total remuneration, bonuses, and other benefits for the Board of Directors;

k) To approve the list of approved audit firms and decide on the selection of an audit firm to audit the Company's operations when deemed necessary;

l) To amend and supplement the Company's Charter;

m) The classes of shares and the number of new shares to be issued for each class, and the transfer of founding shareholders' shares within the first three (03) years from the date of incorporation;

n) To split, separate, consolidate, merge, or convert the Company;

o) To reorganize and dissolve (liquidate) the Company and to appoint a liquidator;

p) To decide on investments or sales of assets valued at 35% or more of the total value of the Company's assets recorded in the latest financial statements;

q) To decide on the repurchase of more than 10% of each class of the total issued shares;

r) For the Company to enter into contracts and transactions with the related persons as specified in Clause 1, Article 167 of the Law on Enterprises, with a value equal to or greater than 35% of the total value of the Company's assets recorded in the latest financial statements;

s) To approve the transactions as stipulated in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government, detailing the implementation of several provisions of the Law on Securities;

t) To approve the internal corporate governance regulations and the operational regulations of the Board of Directors;

u) Other matters as prescribed by law and this Charter.

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

Article 16. Authorization to Attend the General Meeting of Shareholders

1. A shareholder or an authorized representative of an institutional shareholder may directly attend the meeting or authorize one or several other individuals or organizations to attend the meeting, or attend the meeting via one of the forms prescribed in Clause 3, Article 144 of the Law on Enterprises.

2. The authorization for individuals or organizations to attend the General Meeting of Shareholders as stipulated in Clause 1 of this Article must be made in writing. The power of attorney shall be made in accordance with the provisions of civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the content of the authorization, the scope of authorization, the duration of authorization, and the signatures of both the authorizing party and the authorized party.

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

3. The voting ballot of an authorized person within the scope of the authorization shall remain valid in the following cases, unless:
 - a) The authorizing person has died, has limited legal capacity, or has lost legal capacity;
 - b) The authorizing person has revoked the authorization;
 - c) The authorizing person has revoked the authority of the person performing the authorization.

This provision shall not apply if the Company receives notice of one of the above events prior to the opening time of the General Meeting of Shareholders or before the meeting is reconvened.

Article 17. Changes to Rights

1. The change or cancellation of special rights attached to a class of preferred shares shall take effect when approved by shareholders representing 65% or more of the total voting shares of all shareholders attending the meeting. The resolution of the General Meeting of Shareholders concerning the modification of the rights and obligations of preferred shareholders shall only be passed if it is approved by shareholders of the same class of preferred shares holding 75% or more of the total number of shares of that class, or if such shareholders give their consent in writing.
2. A meeting of shareholders holding a specific class of preferred shares to approve the change of rights mentioned above shall only be valid if at least two shareholders (or their authorized representatives) are present and hold at least 1/3 of the total par value of the shares of that class that have been issued. If the required number of representatives is not met, the meeting shall be reconvened within 30 days, and the shareholders holding shares of that class (regardless of the number of individuals and shares) who are present either in person or by proxy will be considered to meet the quorum requirement. At such meetings, shareholders holding the class of preferred shares, whether in person or by representative, may request a secret ballot. Each share of the same class has equal voting rights at such meetings.
3. The procedure for conducting these separate meetings shall follow the regulations set out in Articles 19, 20, and 21 of this Charter.
4. Unless otherwise specified in the share issuance terms, the special rights attached to the class of preferred shares concerning some or all matters related to the distribution of profits or assets of the Company shall not be altered when the Company issues additional shares of the same class.

Article 18. Convening Meetings, Meeting Agenda, and Notice of the General Meeting of Shareholders

1. The Board of Directors shall convene both the annual and extraordinary General Meetings of Shareholders. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the cases stipulated in Clause 3, Article 14 of this Charter.
2. The convener of the General Meeting of Shareholders must carry out the following tasks:
 - a) Prepare a list of shareholders eligible to participate and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders must be compiled no later than 10 days before the notice of the meeting is sent. The Company must announce the preparation of the list of shareholders entitled to attend the meeting at least 20 days before the last registration date;
 - b) Prepare the agenda and content of the meeting;
 - c) Prepare the meeting materials;
 - d) Draft the resolutions for the General Meeting of Shareholders based on the proposed meeting agenda;
 - e) Determine the time and location of the meeting;
 - f) Notify and send the invitation to attend the General Meeting of Shareholders to all shareholders entitled to attend;
 - g) Perform other tasks related to the meeting.
3. The notice of the General Meeting of Shareholders must be sent to all shareholders via a method ensuring delivery to the shareholder's contact address, and must also be published on the Company's website and the State Securities Commission, and the Stock Exchange where the Company's shares are listed or registered for trading. The convener of the meeting must send the invitation notice to all shareholders on the list of shareholders entitled to attend the meeting no later than 21 days before the meeting starts (calculated from the date the notice is sent or dispatched correctly). The meeting agenda and related materials for the issues to be voted on must be sent to shareholders or published on the Company's website. If materials are not included with the meeting notice, the notice must provide a link to all meeting materials so that shareholders can access them, including:
 - a) The meeting agenda and materials used in the meeting;
 - b) The list and detailed information of candidates in the case of electing members to the Board of Directors;
 - c) Voting ballots;
 - d) Draft resolutions for each item on the agenda.
4. Shareholders or groups of shareholders, as defined in Clause 2, Article 12 of this Charter, have the right to propose issues to be included in the General Meeting of Shareholders' agenda. Proposals must be in writing and sent to the Company no later than 03 working days before the meeting commences. The proposal must clearly state the shareholder's name, the number of shares of each type held by the shareholder, and the issue to be proposed for inclusion in the agenda.
5. The convener of the General Meeting of Shareholders has the right to reject a proposal under Clause 4 of this Article in the following cases:
 - a) The proposal is submitted not in accordance with the regulations in Clause 4 of this Article;
 - b) At the time of submitting the proposal, the shareholder or group of shareholders does not hold at least 5% of the ordinary shares as stipulated in Clause 2, Article 12 of this Charter;
 - c) The proposed issue is beyond the scope of the General Meeting of Shareholders' authority;
 - d) Other cases as stipulated by law and this Charter.

6. The convener of the General Meeting of Shareholders must accept and include proposals as stated in Clause 4 of this Article in the proposed agenda and meeting content, except in the cases outlined in Clause 5 of this Article. The proposal will be officially included in the agenda and content of the meeting if approved by the General Meeting of Shareholders.

Article 19. Conditions for Convening the General Meeting of Shareholders

1. The General Meeting of Shareholders is valid when the number of shareholders attending the meeting represents more than 50% of the total voting shares.
2. In the event that the first meeting does not meet the conditions for proceeding as stipulated in Clause 1 of this Article, a second notice of the meeting must be sent within 30 days from the date of the first scheduled meeting. The second General Meeting of Shareholders will be valid if the number of shareholders attending represents at least 33% of the total voting shares.
3. In the event that the second meeting does not meet the conditions for proceeding as stipulated in Clause 2 of this Article, a third notice of the meeting must be sent within 20 days from the date of the second scheduled meeting. The third General Meeting of Shareholders will be valid regardless of the total number of voting shares of the attending shareholders.

Article 20. Procedures for Conducting the General Meeting of Shareholders and Voting at the Meeting

1. Before the meeting begins, the Company must carry out the registration procedure for shareholders and continue the registration until all eligible shareholders have signed in according to the following steps:
 - a) During shareholder registration, the Company will provide each shareholder or their authorized representative with a voting card, which includes the registration number, the name of the shareholder, the name of the authorized representative, and the number of voting shares of that shareholder. The General Meeting of Shareholders will discuss and vote on each issue in the agenda. Voting is conducted by agreeing, disagreeing, or abstaining. During the meeting, the voting cards for agreement will be collected first, followed by the voting cards for disagreement. Finally, the total number of votes for or against the resolution will be counted to make a decision. The vote count results will be announced by the Chairperson immediately before the meeting is adjourned. The meeting will elect vote counters or a vote supervision committee as proposed by the Chairperson. The number of vote counters will be determined by the General Meeting of Shareholders based on the Chairperson's proposal;
 - b) Shareholders, authorized representatives of corporate shareholders, or those arriving after the meeting has started may register immediately and will be allowed to participate and vote at the meeting as soon as they register. The Chairperson is not required to stop the meeting for latecomers to register, and the validity of the matters already voted on will not be affected by their late registration.
2. The election of the Chairperson, Secretary, and Vote Supervisors is as follows:
 - a) The Chairman of the Board of Directors will preside over the meeting or may delegate another member of the Board of Directors to be the Chairperson for the General Meeting of Shareholders called by the Board of Directors. In case the Chairman is absent or temporarily unable to perform their duties, the remaining members of the Board will elect one of them to act as Chairperson by majority vote;
 - b) Except for the case specified in point a of this clause, the person who signed the notice to convene the General Meeting will conduct the election for the Chairperson, and the candidate with the highest number of votes will be the Chairperson of the meeting;
 - c) The Chairperson will appoint one or more persons to be the meeting's Secretary;

- d) The General Meeting of Shareholders will elect one or more persons to form the vote-counting committee as proposed by the Chairperson.
3. The agenda and content of the meeting must be approved by the General Meeting of Shareholders during the opening session. The agenda must clearly define and allocate time for each issue to be discussed during the meeting.
4. The Chairperson of the meeting has the right to take necessary and reasonable measures to ensure that the meeting of the General Meeting of Shareholders is conducted in an orderly manner, according to the approved agenda, and reflects the desires of the majority of attendees:
- a) Arrange seating at the meeting venue;
 - b) Ensure the safety of all attendees at the meeting venue;
 - c) Facilitate the participation of shareholders in (or continued participation in) the meeting.
- The person calling the meeting has full authority to modify the above measures and apply all necessary actions. These actions may include issuing entry passes or using other forms of selection.
5. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting will be conducted by agreeing, disagreeing, or abstaining. The results of the vote count will be announced by the Chairperson immediately before the meeting is adjourned.
6. Shareholders or authorized representatives who arrive after the meeting has started may still register and vote immediately after registration. In this case, the validity of matters already voted on before their registration will not be affected.
7. The person calling the meeting or the Chairperson of the General Meeting of Shareholders has the following rights:
- a) To require all attendees to undergo security checks or other legal and reasonable security measures;
 - b) To request the competent authorities to maintain order at the meeting; to expel individuals who do not comply with the Chairperson's authority, intentionally disrupt the order, obstruct the normal progress of the meeting, or fail to comply with security checks from the General Meeting of Shareholders.
8. The Chairperson has the right to adjourn the General Meeting of Shareholders that has sufficient registered attendees for up to 03 working days from the planned start date of the meeting, and may only adjourn or change the meeting venue under the following circumstances:
- a) The meeting venue does not provide enough convenient seating for all attendees;
 - b) The communication facilities at the meeting venue do not ensure that shareholders can participate, discuss, and vote;
 - c) Attendees disrupt the meeting, causing a risk to its fairness and legality.
9. If the Chairperson adjourns or suspends the General Meeting of Shareholders in violation of the provisions in clause 8 of this Article, the General Meeting of Shareholders shall elect another person from the attendees to replace the Chairperson and manage the meeting until it concludes. All resolutions passed during that meeting remain effective.
10. If the Company uses modern technology to organize the General Meeting of Shareholders through an online meeting, the Company is responsible for ensuring that shareholders can participate and vote through electronic voting or other electronic methods as provided in Article 144 of the Enterprise Law and Clause 3, Article 273 of Decree No. 155/ND-CP dated December 31, 2020, detailing the implementation of certain provisions of the Securities Law.

Article 21. Conditions for the Resolutions of the General Meeting of Shareholders to Be Approved

1. The General Meeting of Shareholders approves resolutions within its authority by voting at the meeting or by collecting written opinions from shareholders.
2. Resolutions on the following matters will be approved if they receive approval from shareholders representing 65% or more of the total voting rights of all shareholders attending and voting at the meeting, unless otherwise stipulated in clauses 3, 4, and 6 of Article 148 of the Enterprise Law:
 - a) The types of shares and the total number of shares of each type;
 - b) Changes to the business sectors and fields;
 - c) Changes to the Company's organizational structure;
 - d) Investment projects or the sale of assets worth 35% or more of the total value of the assets as stated in the Company's most recent financial report;
 - e) Reorganization or dissolution of the Company;
 - f) Amendments and supplements to the charter.
3. Resolutions are passed if they are approved by shareholders holding more than 50% of the total voting rights of all shareholders attending and voting at the meeting, unless otherwise stipulated in this clause and in clauses 3, 4, and 6 of Article 148 of the Enterprise Law.
4. Resolutions of the General Meeting of Shareholders passed by 100% of the total shares with voting rights are legal and effective, even if the procedures for convening the meeting and passing the resolution violate the provisions of the Enterprise Law or the Company's charter.

Article 22. Authority and Procedure for Collecting Shareholder Opinions in Writing to Approve Resolutions of the General Meeting of Shareholders

The authority and procedure for collecting shareholder opinions in writing to approve resolutions of the General Meeting of Shareholders are as follows:

1. The Board of Directors has the right to collect shareholder opinions in writing to approve resolutions of the General Meeting of Shareholders when deemed necessary for the benefit of the Company.
2. The Board of Directors must prepare an opinion form, a draft resolution of the General Meeting of Shareholders, explanatory documents for the draft resolution, and send them to all shareholders with voting rights at least 10 days before the deadline for submitting the opinion form. The requirements and methods for sending the opinion form and accompanying documents must follow the provisions of Clause 3, Article 18 of this charter.
3. The opinion form must contain the following main contents:
 - a) Name, address of the head office, business registration number;
 - b) Purpose of the opinion request;
 - c) Full name, contact address, nationality, and legal document number for individual shareholders; or the name, business registration number, or legal document number, and address of the head office for corporate shareholders; or the full name, contact address, nationality, and legal document number for the representatives of corporate shareholders; the number of shares of each type and the number of voting rights of the shareholder;
 - d) The matter for which the opinion is requested to pass a resolution;
 - e) The voting options, including approval, disapproval, and abstention for each matter;
 - f) The deadline for submitting the completed opinion form to the Company;
 - g) Full name and signature of the Chairman of the Board of Directors.
4. Shareholders may send their completed opinion forms to the Company by mail, fax, or email as follows:
 - a) In the case of sending by mail, the completed opinion form must be signed by the

individual shareholder, the authorized representative, or the legal representative of the corporate shareholder. The opinion form sent to the Company must be placed in a sealed envelope, and no one is allowed to open it before the vote count;

b) In the case of sending by fax or email, the opinion form sent to the Company must remain confidential until the vote count;

c) Opinion forms sent to the Company after the specified deadline or those that have been opened (in the case of mail) or disclosed (in the case of fax or email) are invalid. Opinion forms not sent to the Company are considered abstentions.

5. The Board of Directors shall count the votes and prepare a vote count report, witnessed by the Chairman of the Audit Committee or a shareholder who does not hold a managerial position in the Company. The vote count report must contain the following main contents:
 - a) Name, address of the head office, business registration number;
 - b) Purpose and issues for which opinions are collected to approve resolutions;
 - c) The number of shareholders and the total number of voting rights who participated in the vote, distinguishing between valid and invalid votes and the methods used to submit the votes, with an annex listing the shareholders who participated in the vote;
 - d) The total number of votes for, against, and abstaining for each issue;
 - e) The issues that were approved and the corresponding approval percentage;
 - f) Full name and signature of the Chairman of the Board of Directors, vote counters, and vote supervisors.

Members of the Board of Directors, vote counters, and vote supervisors shall be jointly responsible for the accuracy and fairness of the vote count report and for any damages arising from decisions made based on inaccurate or unfair vote counts.

6. The vote count report and resolutions must be sent to shareholders within 15 days from the date the vote count is completed. The vote count report and resolutions may also be posted on the Company's website within 24 hours from the completion of the vote count.
7. Completed opinion forms, the vote count report, approved resolutions, and related documents sent along with the opinion form must be kept at the Company's head office.
8. A resolution is deemed to have been approved through the written opinion collection process if it receives approval from shareholders holding more than 50% of the total voting rights of all shareholders entitled to vote, and it is as valid as a resolution passed at the General Meeting of Shareholders.

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

1. The General Meeting of Shareholders must be recorded in minutes, and the meeting may be audio-recorded or stored in other electronic formats. The minutes must be written in Vietnamese, and may also be written in other languages, and must contain the following main contents:
 - a) Name, address of the head office, business registration number;
 - b) Time and location of the General Meeting of Shareholders;
 - c) Meeting agenda and contents of the meeting;
 - d) Full names of the chairman and the secretary;
 - e) A summary of the proceedings and opinions expressed during the General Meeting of Shareholders on each issue in the meeting agenda;
 - f) The number of shareholders and the total number of voting rights of shareholders attending the meeting, with an annex listing the shareholders who registered to attend, the representatives of shareholders attending the meeting, and the corresponding number of shares and voting rights;

- g) The total number of votes for each issue being voted on, indicating the voting method, the total number of valid and invalid votes, votes in favor, votes against, and abstentions; the corresponding percentage of votes in relation to the total voting rights of shareholders attending the meeting;
 - h) The issues that were approved and the corresponding approval percentage;
 - i) Full names and signatures of the chairman and secretary. In the event the chairman or secretary refuses to sign the minutes, the minutes shall still be valid if signed by all other attending members of the Board of Directors, with the content fully complying with the requirements of this clause. The minutes must state that the chairman or secretary refused to sign the minutes.
2. The minutes of the General Meeting of Shareholders must be completed and approved before the meeting concludes. The chairman, secretary, or any other person who signs the minutes must be jointly responsible for the truthfulness and accuracy of the content of the minutes.
 3. The minutes written in Vietnamese and in other languages shall have equal legal validity. In case of discrepancies between the Vietnamese version and the foreign language version of the minutes, the content of the Vietnamese version shall prevail.
 4. The resolutions, minutes of the General Meeting of Shareholders, the annex listing the shareholders who registered to attend the meeting with their signatures, the proxy form for attending the meeting, all accompanying documents (if any), and related materials sent with the meeting notice must be publicly disclosed in accordance with the legal requirements on information disclosure in the securities market and must be kept at the Company's head office.

Article 24. Request to Cancel Resolutions of the General Meeting of Shareholders

Within 90 days from the date of receiving the resolution or the minutes of the General Meeting of Shareholders or the minutes of the voting results of the General Meeting of Shareholders, shareholders or a group of shareholders as specified in Clause 2, Article 115 of the Enterprise Law have the right to request the Court or Arbitration to review and cancel the resolution or a part of the resolution of the General Meeting of Shareholders in the following cases:

1. The procedure and process for convening the meeting and making decisions at the General Meeting of Shareholders seriously violate the provisions of the Enterprise Law and the Company's Charter, except for the cases stipulated in Clause 3, Article 21 of this Charter.
2. The content of the resolution violates the law or this Charter.

Article 25. Nomination and Election of Members of the Board of Directors

1. When candidates for the Board of Directors have been identified, the Company must publicly disclose relevant information about the candidates at least 10 days before the opening of the General Meeting of Shareholders on the Company's website, so that shareholders can learn about the candidates before voting. Each candidate for the Board of Directors must provide a written commitment regarding the accuracy and truthfulness of their personal information that has been disclosed, and they must commit to performing their duties honestly, carefully, and in the best interests of the Company if elected as a member of the Board of Directors. The information disclosed about the Board candidates includes:
 - a) Full name, date of birth;
 - b) Professional qualifications;
 - c) Career history;
 - d) Other management positions (including positions as a board member of other companies);

- e) Interests related to the Company and related parties of the Company;
 - f) Other information (if any) as stipulated in the Company's Charter;
 - g) The publicly listed company must disclose information about companies where the candidate holds a position as a board member, other management positions, and any interests related to the company (if any).
2. Shareholders holding common shares have the right to aggregate their voting rights to nominate candidates for the Board of Directors. Shareholders or groups of shareholders holding from 10% to under 15% of the total voting shares may nominate one (1) candidate; from 15% to under 30%, may nominate up to two (2) candidates; from 30% to under 40%, may nominate up to three (3) candidates; from 40% to under 50%, may nominate up to four (4) candidates; from 50% to under 60%, may nominate up to five (5) candidates; from 60% to under 70%, may nominate up to six (6) candidates; and from 70% or more, may nominate the full number of candidates.
 3. In the case where the number of candidates nominated and elected for the Board of Directors is still insufficient according to the requirements stipulated in Clause 5, Article 115 of the Enterprise Law, the incumbent Board of Directors shall introduce additional candidates or organize nominations as specified in the Company's Charter, the internal regulations on corporate governance, and the operational regulations of the Board of Directors. The introduction of additional candidates by the incumbent Board must be publicly disclosed before the General Meeting of Shareholders votes on the election of Board members in accordance with the law.
 4. Members of the Board of Directors must meet the standards and conditions specified in Clause 1, Clause 2, Article 155 of the Enterprise Law and the Company's Charter.

Article 26. Composition and Term of the Board of Directors Members

1. The Board of Directors of the Company shall consist of between 03 and 05 members.
2. The term of office of members of the Board of Directors shall not exceed 05 years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for no more than 02 consecutive terms. In the case where all members of the Board of Directors reach the end of their term, those members will continue to serve until new members are elected to replace them and assume their duties.
3. The composition of the Board of Directors is as follows:

The composition of the Board of Directors of a public company must ensure that at least 1/3 of the total number of members are non-executive members. The company shall limit the number of Board members holding executive positions within the company to ensure the independence of the Board of Directors.

The total number of independent members on the Board of Directors must meet the following requirements:

 - a) At least 01 independent member if the company has between 03 and 05 members on the Board of Directors;
 - b) At least 02 independent members if the company has between 06 and 08 members on the Board of Directors;
 - c) At least 03 independent members if the company has between 09 and 11 members on the Board of Directors.
4. A member of the Board of Directors shall no longer have their status as a Board member if they are dismissed, removed, or replaced by the General Meeting of Shareholders as specified in Article 160 of the Enterprise Law.

5. The appointment of members of the Board of Directors must be publicly disclosed in accordance with the regulations on information disclosure in the securities market.
6. Members of the Board of Directors are not required to be shareholders of the Company.

Article 27. Rights and Obligations of the Board of Directors

1. The Board of Directors is the management body of the Company, with full authority on behalf of the Company to decide, implement the rights and obligations of the company, except for rights and obligations that fall under the authority of the General Meeting of Shareholders.
2. The rights and obligations of the Board of Directors are specified by law, the Company's Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:
 - a) Decide on the Company's strategies, medium-term development plans, and annual business plans;
 - b) Propose the types of shares and the total number of shares to be offered for sale for each type;
 - c) Decide on the sale of unsold shares within the limits of the shares authorized for sale of each type; decide on raising additional capital through other forms;
 - d) Decide on the sale price of shares and bonds of the Company;
 - e) Decide on the repurchase of shares as provided in clauses 1 and 2, Article 133 of the Enterprise Law;
 - f) Decide on investment plans and investment projects within the authority and limits prescribed by law;
 - g) Decide on solutions for market development, marketing, and technology;
 - h) Approve contracts for buying, selling, lending, borrowing, and other contracts and transactions valued at 35% or more of the total asset value recorded in the Company's latest financial statements, except for contracts and transactions under the authority of the General Meeting of Shareholders as prescribed in point d, clause 2, Article 138, and clauses 1 and 3, Article 167 of the Enterprise Law;
 - i) Elect, dismiss, or remove the Chairman of the Board of Directors; appoint, dismiss, sign contracts, terminate contracts with the General Director and other key managers as prescribed by the Company's Charter; decide on their salaries, remuneration, bonuses, and other benefits; **appoint representatives to participate in the members' council or the general meeting of shareholders of other companies, decide on the remuneration and other benefits of these representatives;**
 - j) Supervise, direct the General Director and other managers in the daily operation of the Company's business;
 - k) Decide on the organizational structure, internal management regulations of the Company, establish subsidiaries, branches, representative offices, and decide on capital contributions or share purchases in other enterprises;
 - l) Approve the program and materials for the General Meeting of Shareholders, convene the General Meeting of Shareholders or solicit opinions to pass resolutions;
 - m) Submit the audited annual financial statements to the General Meeting of Shareholders;
 - n) Propose the dividend level; decide on the time and procedures for dividend payment or handling business losses;
 - o) Propose the restructuring or dissolution of the Company; request the Company's bankruptcy;
 - p) Decide on the issuance of the Board of Directors' operating regulations, internal regulations on corporate governance after being approved by the General Meeting of Shareholders; decide

on the issuance of the Audit Committee's operating regulations under the Board of Directors and the Company's disclosure regulations;

q) Other rights and obligations as prescribed by the Enterprise Law, the Securities Law, other regulations of law, and the Company's Charter.

3. The Board of Directors must report the results of its activities to the General Meeting of Shareholders as prescribed in Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of the **Enterprise Law**.

Article 28. Remuneration, Bonuses, and Other Benefits of Board Members

1. The Company has the right to pay remuneration and bonuses to members of the Board of Directors based on business results and performance.
2. Members of the Board of Directors are entitled to work remuneration and bonuses. Work remuneration is calculated based on the number of days required to complete the member's duties and the daily remuneration rate. The Board of Directors will estimate the remuneration for each member according to a consensus principle. The total remuneration and bonuses of the Board of Directors will be decided by the General Meeting of Shareholders at the annual meeting.
3. The remuneration of each member of the Board of Directors is included in the Company's business expenses as per the tax laws on corporate income tax, presented as a separate item in the Company's annual financial report, and must be reported to the General Meeting of Shareholders at the annual meeting.
4. A member of the Board of Directors holding an executive position or working on subcommittees of the Board or performing other tasks outside the usual scope of a Board member's duties may be paid additional remuneration in the form of a lump sum fee per occurrence, salary, commission, profit share, or other forms as decided by the Board of Directors.
5. Members of the Board of Directors are entitled to reimbursement for all travel, food, accommodation, and other reasonable expenses incurred while performing their duties as Board members, including expenses related to attending meetings of the General Meeting of Shareholders, the Board of Directors, or subcommittees of the Board.
6. Members of the Board of Directors may be provided with liability insurance by the Company upon approval by the General Meeting of Shareholders. This insurance does not cover liabilities of Board members related to legal violations or violations of the Company's Charter.

Article 29. Chairman of the Board of Directors

1. The Chairman of the Board of Directors is elected, dismissed, and removed by the Board of Directors from among its members.
2. The Chairman of the Board of Directors may not concurrently hold the position of CEO.
3. The Chairman of the Board of Directors has the following rights and duties:
 - a) Establishing the program and operational plans of the Board of Directors;
 - b) Preparing the agenda, content, and materials for meetings; convening, presiding over, and leading meetings of the Board of Directors;
 - c) Organizing the approval of resolutions and decisions of the Board of Directors;
 - d) Supervising the implementation of the resolutions and decisions of the Board of Directors;
 - e) Presiding over meetings of the General Meeting of Shareholders;
 - f) Other rights and duties as stipulated by the Law on Enterprises and the Company Charter.

4. In the event that the Chairman of the Board of Directors resigns or is dismissed, the Board of Directors must elect a replacement within 10 days from the date of receiving the resignation letter or the dismissal notice.
5. In case the Chairman of the Board of Directors is absent or unable to perform their duties, they must delegate their authority and responsibilities in writing to another member to act on their behalf according to the principles outlined in the Company Charter. If there is no authorized person or if the Chairman of the Board of Directors passes away, is missing, is detained, serving a prison sentence, undergoing administrative detention at a rehabilitation or compulsory education facility, fleeing, or is restricted or loses their civil capacity, has difficulty in perception, controlling behavior, or is prohibited by the Court from holding office or performing certain jobs, the remaining members of the Board of Directors must elect a new Chairman from among themselves by a majority vote of the remaining members until a new decision is made by the Board of Directors.

Article 30. Meetings of the Board of Directors

1. The Chairman of the Board of Directors is elected in the first meeting of the Board of Directors within 7 working days from the date of completion of the election of the Board. This meeting is convened and presided over by the member who has the highest number of votes or the highest voting percentage. In case there are multiple members with the highest and equal number of votes or voting percentages, the members will elect one person by majority vote to convene the Board meeting.
2. The Board of Directors must meet at least once every quarter and may meet on an extraordinary basis.
3. The Chairman of the Board of Directors convenes a Board meeting in the following cases:
 - a) At the request of an independent member of the Board of Directors;
 - b) At the request of the CEO or at least 5 other managers;
 - c) At the request of at least 2 members of the Board of Directors;
 - d) Other cases (if any).
4. The request specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed, and decisions within the authority of the Board of Directors.
5. The Chairman of the Board of Directors must convene a meeting of the Board within 7 working days from the date of receiving the request specified in Clause 3 of this Article. If the Chairman fails to convene the Board meeting as requested, they shall be responsible for any damage caused to the Company; the person who made the request has the right to substitute the Chairman in convening the Board meeting.
6. The Chairman of the Board of Directors or the person convening the Board meeting must send the meeting invitation at least 3 working days before the meeting date. The invitation must specify the time and location of the meeting, the agenda, and the issues to be discussed and decided. The invitation must be accompanied by materials to be used at the meeting and the members' voting ballots.

The invitation to the meeting may be sent by paper invitation, phone, fax, electronic means, or other methods stipulated in the Company Charter, ensuring it reaches the contact address of each member of the Board of Directors registered with the Company.
7. The Board meeting is considered valid when at least 3/4 of the total members are present. If the meeting convened under this provision does not have enough members present as required, a second meeting may be convened within 7 days from the originally scheduled date. In this case, the meeting will proceed if more than half of the Board members are present.

8. A member of the Board of Directors is considered to be present and voting at the meeting in the following cases:
 - a) Attending and voting directly at the meeting;
 - b) Authorizing another person to attend the meeting and vote as per the provisions of Clause 11 of this Article;
 - c) Attending and voting via an online meeting, electronic voting, or other electronic means;
 - d) Sending the voting ballot to the meeting via mail, fax, or email.
9. If the voting ballot is sent to the meeting by mail, the ballot must be sealed in an envelope and delivered to the Chairman of the Board of Directors no later than 1 hour before the meeting starts. The ballot will only be opened in the presence of all attendees.
10. Members must attend all Board meetings. A member may authorize another person to attend the meeting and vote if approved by the majority of the Board members.
11. Resolutions and decisions of the Board of Directors are passed if they are approved by the majority of the members attending the meeting. In case of a tie, the final decision will be made by the opinion of the Chairman of the Board of Directors.

Article 31. Subcommittees under the Board of Directors

1. The Board of Directors may establish subcommittees to be in charge of policies on development, personnel, compensation, internal audit, and risk management. The number of members in each subcommittee is decided by the Board of Directors, with at least 3 members, including both Board members and external members. Independent members of the Board of Directors or non-executive Board members must constitute the majority in the subcommittee, and one of them will be appointed as the Head of the subcommittee by the decision of the Board of Directors. The activities of the subcommittee must comply with the regulations of the Board of Directors. The resolutions of the subcommittee are only valid if they are approved by a majority of members attending and voting at the subcommittee's meeting.
2. The implementation of the decisions of the Board of Directors or of the subcommittee must comply with the current legal regulations and the provisions in the Company Charter, as well as the internal regulations on corporate governance.

Article 32. Company Governance Officer

1. The Board of Directors of the Company must appoint at least one Company Governance Officer to assist in the corporate governance work of the company. The Company Governance Officer may also concurrently serve as the Company Secretary as provided in Clause 5, Article 156 of the Enterprise Law.
2. The Company Governance Officer must not work for an approved audit organization currently auditing the Company's financial reports.
3. The Company Governance Officer has the following rights and responsibilities:
 - a) Advise the Board of Directors on organizing the General Shareholders' Meeting in accordance with regulations and on matters related to the company and its shareholders;
 - b) Prepare the meetings of the Board of Directors, Audit Committee, and General Shareholders' Meeting as required by the Board of Directors or the Audit Committee;
 - c) Advise on the procedures for meetings;
 - d) Attend the meetings;
 - e) Advise on the procedures for drafting resolutions of the Board of Directors in accordance with legal provisions;
 - f) Provide financial information, minutes of Board of Directors' meetings, and other information to Board members;
 - g) Monitor and report to the Board of Directors on the Company's disclosure activities;

- h) Serve as the liaison for stakeholders;
- i) Maintain confidentiality of information as required by law and the Company Charter;
- k) Other rights and responsibilities as prescribed by law and the Company Charter.

VIII. GENERAL DIRECTOR AND OTHER EXECUTIVES

Article 33. Organizational Structure

The Company's management system must ensure that the management apparatus is responsible to the Board of Directors and is supervised and directed by the Board of Directors in the daily business activities of the Company. The Company has a General Director, Deputy General Directors, Chief Accountant, and other managerial positions appointed by the Board of Directors. The appointment, dismissal, or removal of the above positions must be approved by a resolution or decision of the Board of Directors.

Article 34. Executives of the Company

1. The executives of the Company include the General Director, Deputy General Directors, and the Chief Accountant.
2. Upon the recommendation of the General Director and with the approval of the Board of Directors, the Company may hire additional executives in quantities and with qualifications that align with the Company's organizational structure and management regulations established by the Board of Directors. The executives are responsible for supporting the Company in achieving its operational and organizational goals.
3. The General Director is entitled to a salary and bonuses. The salary and bonuses of the General Director are determined by the Board of Directors.
4. The salary of the executives is included as a business expense of the Company in accordance with the corporate income tax law, and is reported separately in the Company's annual financial statements. This information must be reported to the General Meeting of Shareholders at the annual meeting.

Article 35. Appointment, Dismissal, Duties, and Powers of the General Director

1. The Board of Directors appoints a member of the Board of Directors or hires another person to be the General Director.
2. The General Director is responsible for managing the day-to-day business operations of the Company; they are subject to the supervision of the Board of Directors and are accountable to the Board of Directors and the law for the execution of their assigned rights and duties.
3. The term of the General Director shall not exceed 5 years, and they may be reappointed for an unlimited number of terms. The General Director must meet the qualifications and conditions set by the law and the Company's charter.
4. The General Director has the following rights and duties:
 - a) Decide on matters related to the daily business operations of the Company that do not fall under the authority of the Board of Directors;
 - b) Organize the implementation of the resolutions and decisions of the Board of Directors;
 - c) Organize the implementation of the Company's business plan and investment proposals;
 - d) Propose organizational structure changes and internal management regulations for the Company;
 - e) Appoint, dismiss, and remove the Chief Accountant and other management positions in the Company, except for those positions under the authority of the Board of Directors;
 - f) Decide on salaries and other benefits for employees in the Company, including managers appointed by the General Director;
 - g) Recruit employees;
 - h) Propose dividend distribution plans or manage business losses;

i) Other rights and duties as provided by law, the Company's charter, and the resolutions and decisions of the Board of Directors.

5. The Board of Directors may dismiss the General Director if the majority of the voting members of the Board of Directors agree, and appoint a new General Director to replace them.

IX. AUDIT COMMITTEE UNDER THE BOARD OF DIRECTORS

Article 36. Nomination and Appointment of Audit Committee Members

1. The Chairman and members of the Audit Committee are nominated by the Board of Directors and must not be individuals who hold an executive role within the Company.
2. The appointment of the Chairman and other members of the Audit Committee must be approved by the Board of Directors in a Board meeting.

Article 37. Composition of the Audit Committee

1. The Audit Committee shall have at least 02 members. The Chairman of the Audit Committee must be an independent member of the Board of Directors. The other members of the Audit Committee must be non-executive members of the Board of Directors.
2. The members of the Audit Committee must possess knowledge in accounting, auditing, and have a general understanding of the law and the Company's operations. They must not fall under any of the following categories:
 - a) Employees working in the Company's accounting or finance departments;
 - b) Members or employees of an auditing firm approved to audit the Company's financial statements for the past 3 consecutive years.
3. The Chairman of the Audit Committee must hold at least a university degree in one of the following fields: economics, finance, accounting, auditing, law, or business management.

Article 38. Rights and Duties of the Audit Committee

The Audit Committee has the rights and duties as stipulated in Article 161 of the Enterprise Law, the Company's Charter, and the following additional rights and duties:

1. **Access to Information:** The Audit Committee has the right to access documents related to the Company's operations and can engage with other members of the Board of Directors, the CEO, the Chief Accountant, and other managers to gather information required for its activities.
2. **Request for Auditor's Presence:** The Audit Committee has the right to request that a representative from the approved auditing firm attend and answer questions regarding the audited financial statements during its meetings.
3. **External Consultancy:** The Audit Committee can seek legal, accounting, or other advisory services from external consultants as needed.
4. **Risk Management:** The Audit Committee is responsible for developing and presenting risk detection and management policies to the Board of Directors. It can also propose solutions to address risks arising in the Company's operations.
5. **Reporting Violations:** The Audit Committee must prepare and submit a written report to the Board of Directors if it identifies any members of the Board of Directors, the CEO, or other managers failing to fulfill their responsibilities as stipulated in the Enterprise Law and the Company's Charter.
6. **Regulations of Operation:** The Audit Committee is responsible for drafting its operational regulations and submitting them for approval by the Board of Directors.

Article 39. Meetings of the Audit Committee

1. **Frequency of Meetings:** The Audit Committee must hold at least two meetings per year. The meeting minutes must be detailed and clear, and they should be fully archived. The person recording the minutes and the members attending the meeting must sign the meeting minutes.

2. **Decision-Making:** The Audit Committee makes decisions through voting during meetings, by written consent, or in another form as specified by the Audit Committee's operational regulations. Each member of the Audit Committee is entitled to one vote. Unless the Company's Charter or the Audit Committee's operational regulations specify a higher quorum or different voting requirements, the decisions of the Audit Committee are approved if the majority of attending members vote in favor. In case of a tie, the final decision is made according to the opinion of the Chairman of the Audit Committee.

Article 40. Report on the Activities of Independent Members of the Board of Directors in the Audit Committee at the Annual General Shareholders' Meeting

1. The independent member of the Board of Directors in the Audit Committee is responsible for reporting their activities at the Annual General Shareholders' Meeting.
2. The report on the activities of the independent member of the Board of Directors in the Audit Committee at the Annual General Shareholders' Meeting must include the following contents:
 - a) Remuneration, operational expenses, and other benefits of the Audit Committee and each member of the Audit Committee as specified by the Law on Enterprises and the Company's Charter;
 - b) A summary of the Audit Committee's meetings, conclusions, and recommendations;
 - c) The results of supervision over the financial statements, operations, and financial condition of the Company;
 - d) A report evaluating transactions between the Company, its subsidiaries, or companies controlled by the Company with members of the Board of Directors, the CEO, other executives, and related parties of those individuals; transactions between the Company and companies where members of the Board of Directors, the CEO, or other executives were founders or managers within the last 3 years before the transaction;
 - e) An evaluation of the Company's internal control system and risk management;
 - f) The results of the supervision over the Board of Directors, CEO, and other executives of the Company;
 - g) An assessment of the coordination between the Audit Committee, the Board of Directors, the CEO, and shareholders.

X. Responsibilities of the Members of the Board of Directors, CEO, and Other Executives

Members of the Board of Directors, the CEO, and other executives are responsible for performing their duties, including those as members of the subcommittees of the Board of Directors, with honesty and care, in the best interests of the Company.

Article 41. Duty of Integrity and Avoidance of Conflicts of Interest

1. Members of the Board of Directors, the CEO, and other executives must disclose any related interests in accordance with the provisions of the Law on Enterprises and related legal documents.
2. Members of the Board of Directors, the CEO, and other executives, as well as those related to them, may only use information obtained through their position for the benefit of the Company.
3. Members of the Board of Directors, the CEO, and other executives are obligated to inform the Board of Directors in writing about any transactions between the Company, its subsidiaries, or other companies controlled by the Company (with over 50% of the capital) and themselves or their related parties, as stipulated by law. For such transactions approved by the General Assembly of Shareholders or the Board of Directors, the Company must publicly disclose these resolutions according to the securities laws on information disclosure.

4. A member of the Board of Directors is prohibited from voting on transactions that benefit that member or their related parties, in accordance with the Law on Enterprises and the Company's Charter.
5. Members of the Board of Directors, the CEO, other executives, and their related parties must not use or disclose internal information to others in relation to transactions connected to those individuals.
6. Transactions between the Company and one or more members of the Board of Directors, the CEO, other executives, or individuals/entities related to them shall not be void under the following conditions:
 - a) For transactions valued at less than or equal to 35% of the total assets recorded in the most recent financial statement, the significant details of the contract or transaction, along with the relationships and interests of the Board member, CEO, or other executive, have been reported to the Board of Directors and approved by the majority vote of the Board members without related interests.
 - b) For transactions valued over 35%, or transactions that, within 12 months from the first transaction, cumulatively exceed 35% of the total assets as recorded in the most recent financial statement, the important details of the transaction and the relationships and interests of the Board member, CEO, or other executive, must be disclosed to the shareholders and approved by the General Assembly of Shareholders through a vote by shareholders without related interests.

Article 42. Responsibility for Damages and Compensation

1. Members of the Board of Directors, the CEO, and other executives who violate their duty of integrity and care, or fail to fulfill their obligations, shall be liable for any damages caused by their violation.
2. The Company shall compensate individuals who have been, are, or may become involved in any claims, lawsuits, or prosecutions (including civil, administrative cases, and cases where the Company is not the plaintiff) if such individuals were or are members of the Board of Directors, the CEO, other executives, employees, or representatives authorized by the Company who have carried out duties on behalf of the Company, acted in good faith, with care, and in the interest of the Company, in compliance with the law, and there is no evidence that the individual violated their responsibilities.
3. Compensation costs include judgment fees, fines, and any actual payment obligations (including lawyer fees) incurred in handling such matters within the legal framework allowed. The Company may purchase insurance for these individuals to cover the above compensation liabilities.

Article 43. Right to Access Books and Records

1. Ordinary shareholders have the right to inspect the books and records of the Company, specifically as follows:
 - a) Ordinary shareholders have the right to review, inspect, and extract information about their name and contact address in the list of voting shareholders; request corrections to any inaccurate information about themselves; review, inspect, extract or make copies of the Company's Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;
 - b) Shareholders or groups of shareholders owning 5% or more of the total number of common shares have the right to review, inspect, and extract minutes and resolutions, decisions of the Board of Directors, mid-year and annual financial reports, reports of independent members of

- the Audit Committee, contracts, transactions requiring the approval of the Board of Directors, and other documents, except those related to the Company's trade secrets and business secrets.
2. In case a representative authorized by a shareholder or group of shareholders requests to inspect the books and records, they must provide the shareholder's or group's written authorization or a notarized copy of the authorization document.
 3. Members of the Board of Directors, the CEO, and other executives have the right to inspect the Company's shareholder register, the shareholder list, books, and other records of the Company for purposes related to their duties, provided that such information is kept confidential.
 4. The Company must retain the Charter, any amendments or supplements to the Charter, the Certificate of Business Registration, internal regulations, documents proving ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of the General Meeting of Shareholders and the Board of Directors, reports from the Board of Directors, reports from independent members of the Audit Committee, annual financial reports, accounting books, and other documents as required by law at its principal office or another location, with the condition that shareholders and the Business Registration Authority are notified of the location where these documents are kept.
 5. The Company's Charter must be published on the Company's website.

Article 44. Employees and Trade Union

1. The CEO must prepare a plan for the Board of Directors to approve matters related to the recruitment, dismissal, salaries, social insurance, benefits, rewards, and discipline of employees and company executives.
2. The CEO must prepare a plan for the Board of Directors to approve matters related to the Company's relationship with trade union organizations according to best practices, standards, and management policies, as well as those stipulated in this Charter, the Company's regulations, and current legal provisions.

Article 45. Profit Distribution

1. The General Assembly of Shareholders shall decide the dividend payment rate and the method of dividend payment annually from the Company's retained earnings.
2. The Company does not pay interest on any funds used for dividend payments or any payments related to a particular type of share.
3. The Board of Directors may propose that the General Assembly of Shareholders approve the payment of all or part of the dividends in shares, and the Board of Directors will be the body responsible for executing this decision.
4. If dividends or other payments related to a type of share are paid in cash, the Company must pay in Vietnamese Dong. Payment may be made directly or through banks based on the detailed bank account information provided by shareholders. If the Company has made the transfer according to the bank details provided by the shareholder and the shareholder does not receive the money, the Company shall not be liable for the funds it has transferred to the shareholder. Dividend payments for listed or registered shares on the stock exchange may be made through securities companies or the Vietnam Securities Depository and Clearing Corporation.
5. In accordance with the Enterprise Law and the Securities Law, the Board of Directors shall pass a resolution to determine a specific date for closing the shareholder list. Based on this date, those registered as shareholders or owners of other securities are entitled to receive dividends in cash or shares and receive notices or other documents.

6. Other matters related to profit distribution shall be carried out according to the provisions of the law.

Article 46. Bank Accounts

1. The Company shall open bank accounts at banks in Vietnam or branches of foreign banks authorized to operate in Vietnam.
2. With prior approval from the competent authority, the Company may, if necessary, open bank accounts abroad in accordance with the law.
3. The Company shall conduct all payments and accounting transactions through bank accounts in Vietnamese Dong or foreign currency at the banks where the Company holds accounts.

Article 47. Financial Year

The Company's financial year begins on January 1st of each year and ends on December 31st of the same year. The first financial year shall start from the date of issuance of the Business Registration Certificate and end on December 31st, 2013.

Article 48. Accounting System

1. The Company shall adopt an accounting system in accordance with the enterprise accounting system or a specialized accounting system approved by the competent authority.
2. The Company shall maintain its accounting books in Vietnamese and keep accounting records in accordance with the accounting law and related laws. These records must be accurate, up-to-date, systematic, and sufficient to prove and explain the Company's transactions.
3. The Company shall use the Vietnamese Dong (VND) as the currency in accounting. In cases where the Company conducts transactions primarily in a foreign currency, it may choose that foreign currency as the accounting currency, bearing responsibility for this choice under the law and notifying the relevant tax authority directly.

Article 49. Annual, Semi-Annual, and Quarterly Financial Reports

1. The Company must prepare annual financial reports, and these reports must be audited in accordance with the law. The Company shall disclose the audited annual financial reports in accordance with securities market disclosure regulations and submit them to the competent state authorities.
2. The annual financial report must include all necessary statements, appendices, and disclosures as required by enterprise accounting laws. The report must accurately and objectively reflect the Company's operational situation.
3. The Company must prepare and disclose semi-annual financial reports that have been reviewed, as well as quarterly financial reports, in accordance with securities market disclosure regulations and submit them to the competent state authorities.

Article 50. Annual Report

The Company must prepare and disclose an Annual Report in compliance with the securities laws and securities market regulations.

Article 51. Auditing

1. The General Meeting of Shareholders appoints an independent auditing firm or approves a list of independent auditing firms, and authorizes the Board of Directors to select one of these entities to audit the Company's financial statements for the next fiscal year, based on terms and conditions agreed with the Board of Directors.
2. The audit report must be attached to the Company's annual financial report.
3. The independent auditor conducting the audit of the Company's financial statements has the right to attend the General Meeting of Shareholders, receive notifications and other information related to the meeting, and may provide opinions at the meeting on matters related to the audit of the Company's financial statements.

XVII. COMPANY SEAL

Article 52. Company Seal

1. The seal includes the seal made at a seal engraving facility or a seal in the form of a digital signature according to the regulations on electronic transactions.
2. The Board of Directors decides on the type of seal, quantity, form, and content of the seal for the Company, branches, or representative offices (if any).
3. The Board of Directors and the CEO are responsible for using and managing the seal in accordance with current legal regulations.

Article 53. Dissolution of the Company

1. The company may be dissolved in the following cases:
 - a) The expiration of the operating term specified in the company's charter without a decision to extend the term;
 - b) By a resolution or decision of the General Meeting of Shareholders;
 - c) The revocation of the Business Registration Certificate, unless otherwise provided by the Tax Administration Law;
 - d) Other cases as prescribed by law.
2. The dissolution of the Company before the term expires (including an extended term) is decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be announced or approved by the competent authority (if required) as per regulations.

Article 54. Extension of Operations

1. The Board of Directors must convene a General Meeting of Shareholders at least 7 months before the expiration of the company's operating term, so that shareholders can vote on the proposal to extend the company's operations as recommended by the Board of Directors.
2. The operating term will be extended if at least 65% of the total voting shares of shareholders attending the General Meeting of Shareholders approve the extension.

Article 55. Liquidation

1. At least 6 months before the expiration of the company's operating term or after the company's dissolution decision, the Board of Directors must establish a Liquidation Committee consisting of 3 members, 2 of whom will be appointed by the General Meeting of Shareholders, and 1 member appointed by the Board of Directors from an independent auditing company. The Liquidation Committee will prepare its operational regulations. Committee members may be selected from the company's employees or independent experts. All liquidation-related costs must be prioritized for payment before other debts of the company.
2. The Liquidation Committee is responsible for reporting to the Business Registration Authority about the date of its establishment and the commencement of its operations. From that point onward, the Liquidation Committee represents the company in all matters related to the company's liquidation before the court and other administrative authorities.
3. The proceeds from the liquidation will be distributed in the following order:
 - a) Liquidation costs;
 - b) Wages, severance pay, social insurance, and other employee benefits according to the collective labor agreement and individual labor contracts;
 - c) Tax debts;
 - d) Other debts of the company;
 - e) The remaining funds, after all debts from (a) to (d) have been settled, will be distributed to shareholders. Preference shares will be paid first.

Article 56. Internal Dispute Resolution

1. In the event of a dispute or complaint related to the company's operations, rights, and obligations of shareholders according to the provisions of the Law on Enterprises, the company's charter, other legal regulations, or agreements between:

- a) Shareholders and the company;
- b) Shareholders and the Board of Directors, CEO, or other executives;

The involved parties shall attempt to resolve the dispute through negotiation and mediation. Except in cases involving the Board of Directors or the Chairman of the Board, the Chairman of the Board shall preside over the dispute resolution process and request each party to present relevant information related to the dispute within 7 working days from the date the dispute arises. If the dispute involves the Board of Directors or the Chairman of the Board, either party may request the Chairman to appoint an independent expert as a mediator for the dispute resolution process.

2. If no mediation agreement is reached within 6 weeks from the commencement of the mediation process, or if the decision made by the mediator is not accepted by the parties, either party may bring the dispute to Arbitration or the Court.
3. Each party shall bear the costs related to the negotiation and mediation process. Court costs shall be paid according to the court's ruling.

XX. AMENDMENT AND SUPPLEMENT OF THE CHARTER

Article 57. Company Charter

1. Any amendments or supplements to this Charter must be reviewed and approved by the General Meeting of Shareholders.
2. In the case where the law has provisions related to the company's operations that are not mentioned in this Charter, or if there are new legal regulations that differ from the provisions in this Charter, those regulations shall be applied to govern the company's activities.

Article 58. Effective Date

1. This Charter consists of 21 sections and 58 articles, approved by the Board of Directors on May 12, 2025, at the company's headquarters, and the full text of this Charter is hereby confirmed as effective.
2. The Charter is made in two copies, both of which are equally valid and must be kept at the company's headquarters.
3. This Charter is the only official document of the Company.
4. Copies or excerpts of the Company Charter are valid when signed by the Chairman of the Board of Directors or at least half of the total number of members of the Board of Directors.



TỔNG GIÁM ĐỐC
Nguyễn Văn Quân