

VIETNAM NATIONAL COAL
AND MINERAL INDUSTRIES
HOLDING CORPORATION LIMITED
CAO SON COAL JOINT STOCK COMPANY

THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

CHARTER
On the organization and operation of Cao Son Coal Joint Stock Company

INTRODUCTION

1. Cao Son Coal Joint Stock Company (hereinafter referred to as "Company")
2. The Company's organization and operation charter is built on the basis of:
 - The Law on Securities dated November 26, 2019;
 - The Law on Enterprises dated June 17, 2020;
 - Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
 - The model charter applicable to public companies is issued together with Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance, providing guidance on certain provisions on corporate governance under Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government, which details the implementation of certain articles of the Law on Securities. This includes the model company charter, model internal corporate governance regulations, model operational regulations of the Board of Directors, model operational regulations of the Board of Supervisors, and model operational regulations of the Audit Committee of public companies.
3. This Charter was approved by the Annual General Meeting of Shareholders of Cao Son Coal Joint Stock Company in 2025 on 25 April 2025.
4. This Charter is the legal basis for all activities of the Company. The Company's regulations, the Resolutions of the General Meeting of Shareholders and the Board of Directors, when validly approved, in accordance with the law and this Charter, are binding rules and regulations for conducting business activities.

Chapter I
DEFINITION OF TERMS IN THE CHARTER

Article 1. Interpretation of words and terms in the Charter

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

- a) "The Board" means the Board of Directors of the Company, abbreviated as "BOD".
- b) "Business location" means the geographical area in which the Company conducts business activities, including within and outside the territory of Vietnam.
- c) "Charter capital" means the total par value of shares sold or registered for purchase at the time of the establishment of the joint stock company and as stipulated in Article 6 of this Charter;
- d) "Voting capital" means the share capital on which shareholders are entitled to vote on matters within the authority of the General Meeting of Shareholders;
- d) "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;
- e) "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;
- g) "Date of establishment" means the date on which the Company was issued its Enterprise Registration Certificate (Certificate of Business Registration and equivalent documents).
- h) "Law" means all legal documents prescribed in the Law on promulgation of legal documents.
- i) "Business manager" means the company manager, including the Chairman of the Board of Directors, members of the Board of Directors, Director and individuals holding other management positions as prescribed in the Company Charter.
- k) "Business operators" are the Director, Deputy Director, Chief Accountant and other operators as prescribed in the Company Charter.
- l) "Related person" is an individual or organization specified in Clause 23, Article 4 of the Law on Enterprises; Clause 46, Article 4 of the Law on Securities.
- m) "Shareholder" is an individual or organization that owns at least one share of a joint stock company.
- n) "Founding shareholder" is a shareholder who owns at least one common share and signs the list of founding shareholders of a joint stock company;
- o) "Major shareholder" is a shareholder owning 5% or more of the Company's voting shares.
- p) "Dividend" means the net profit paid for each share in cash or other assets from the Company's remaining profits after fulfilling financial obligations.

q) "Term of operation" means the term of operation of the Company as stipulated in Article 2 of this Charter and the extension period (if any) approved by a resolution of the General Meeting of Shareholders.

r) "Stock Exchange" means the Vietnam Stock Exchange and its subsidiaries.

s) "Vietnam" means the Socialist Republic of Vietnam.

2. In this Charter, any reference to any provision or document shall include any amendments or replacements thereof. In case the legal documents regulating the contents related to this Charter are amended, supplemented or replaced, the relevant contents in this Charter shall be implemented according to the amended, supplemented or replaced contents of such legal documents. The next General Meeting of Shareholders shall amend the Charter accordingly.

3. The titles (chapters, articles of this Charter) are used for convenience in understanding the content and do not affect the content of this Charter.

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

Chapter II

NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATION, TERM OF OPERATION AND LEGAL REPRESENTATIVE OF THE COMPANY

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

1. Company name:

a) Vietnamese name: CÔNG TY CỔ PHẦN THAN CAO SƠN - TKV;

b) English name: CAO SON COAL JOINT STOCK COMPANY;

c) Trading name: CAO SON COAL JOINT STOCK COMPANY;

d) Abbreviation: CAO SON COAL.

2. The company has own logo as follows:



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

4. The Company is a subsidiary of Vietnam National Coal and Mineral Industries Holding Corporation Limited, which exercises control over the Company through its majority shareholding, brand influence, or other controlling rights in accordance with the provisions of law and the internal management regulations of Group. The resources and coal reserves being exploited by the Company are State-owned assets assigned to the Vietnam National Coal and Mineral Industries Holding Corporation Limited as the representative of the State ownership for unified management and are not included in the Company's asset value. The Vietnam National Coal and Mineral Industries Holding Corporation Limited assigns the Company to manage these resources and coal reserves. Each year, the Company extracts coal for the Group in accordance with an economic contract on business coordination entered into between the Group and the Company.

5. The Company is permitted to use the trademarks "TKV" and "VINACOMIN" of Vietnam National Coal and Mineral Industries Holding Corporation Limited in the Company's name in Vietnamese and English according to the Regulations on the use of trademarks of Vietnam National Coal and Mineral Industries Holding Corporation Limited and the provisions of law.

In addition to the provisions of this Charter, the Company is responsible for exercising the rights and obligations of a subsidiary to the Vietnam National Coal and Mineral Industries Holding Corporation Limited in accordance with the Charter of the Group and the internal management regulations of the Group of which the Company is a member.

6. Company's registered office:

- Address: Group 1, Cao Son 2 Area, Cam Son Ward, Cam Pha City, Quang Ninh Province

- Phone: 0203.3862337

- Fax: 0203.3863945

- Website: *thancaoson.vn*

; Email: *caosoncoal@gmail.com*

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

8. Unless the operation is terminated before the deadline specified in Clause 2, Article 58 or the operation is extended according to the provisions in Article 59 of this Charter, the term of operation of the Company is indefinite from the date of establishment.

Article 3. Legal representative of the Company

The Company has 01 Legal Representative who is the Company Director. The Legal Representative has the rights and obligations according to current regulations of law and the Company's internal management regulations.

Chapter III

OBJECTIVES, SCOPE OF BUSINESS AND OPERATIONS OF THE COMPANY

Article 4. Company's operating objectives

1. The Company's operating objectives are to maximize reasonable profits for the Company, increase returns for shareholders, contribute to the State Budget, ensure the rights of employees and continuously develop the Company to become stronger.

2. Business lines of the Company:

No.	Company's business lines	Industry Code
1	Hard coal exploitation and collection (Primary)	0510
2	Lignite exploitation and collection	0520
3	Rail freight transportation	4912
4	Production of rubber tubes and tires; retreading and recycling of rubber tires	2211
5	Construction of other public works	4229
6	Maintenance and repair of automobiles and other motor vehicles	4520
7	Wholesale of other construction materials and installation equipment	4663
8	Site preparation	4312
9	Short-term accommodation services	5510
10	Mechanical engineering; treating and coating metal	2592
11	Stone, sand, gravel, and clay exploitation	0810
12	Railway construction	4211
13	Road construction	4212

No.	Company's business lines	Industry Code
14	Construction of other civil engineering works	4299
15	Road freight transport	4933
16	Demolition	4311
17	Support services directly related to waterway transportation	5222
18	Restaurants and mobile catering services	5610
19	Construction of residential houses	4101
20	Construction of non-residential houses	4102
21	Repair of machinery and equipment	3312
22	Production of other rubber products	2219
23	Afforestation, forest care and nursery of forestry trees	0210
24	Wholesale of machinery, equipment, and other mechanical parts	4659
25	Electricity transmission and distribution. Details: Electricity distribution	3512
26	Other mining support services	0990
27	Repair and maintenance of means of transport (except cars, motorbikes, scooters and other motor vehicles)	3315
28	Repair of fabricated metal products	3311
29	Repair of electrical equipment	3314
30	Repair of other equipment	3319
31	Repair of electronic and optical equipment	3313
32	Real estate business, right of land use belong to the owner, user or lessee; Details: Buying and selling houses and land use rights; Leasing, operating, and managing non-residential properties (such as office rentals).	6810

- Business in other industries in accordance with the provisions of law.

Article 5. Scope of business and operations of the Company

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

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

Chapter IV

CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 6. Charter capital, shares, founding shareholders

1. Charter capital:

a) The Company's charter capital is VND 428,467,730,000 (Four hundred twenty-eight billion, four hundred sixty-seven million, seven hundred thirty thousand dong). The Company's charter capital is divided into 42,846,773 shares with a par value of VND 10,000/share.

b) The Company may change charter capital (increase or decrease charter capital) when approved by the General Meeting of Shareholders and in accordance with the provisions of law.

2. Shares:

a) All shares of the Company on the date of approval of this Charter are common shares. The rights and obligations of shareholders holding each type of shares are stipulated in Article 12 and Article 13 of this Charter.

Common shares used as underlying assets for issuing non-voting depositary receipts are called underlying common shares. Non-voting depositary receipts have economic benefits and obligations corresponding to underlying common shares, except for voting rights.

b) The Company may issue other types of preferred shares after approval by the General Meeting of Shareholders and in accordance with the provisions of law.

c) Common shares cannot be converted into preferred shares. Preferred shares can be converted into common shares when approved by the General Meeting of Shareholders.

d) Share offering:

- The offering of shares means the Company increases the number and types of shares eligible for offering and sells such shares during operation in order to increase charter capital.

- The offering of shares to increase charter capital shall be carried out in one of the forms stipulated in Clause 2, Article 123 of the Law on Enterprises, including:

- (i) Offering of shares to existing shareholders;
- (ii) Private offering of shares;
- (iii) Public offering of shares.

- The offering of shares shall comply with the provisions of Articles 123, 124, 125 of the Law on Enterprises and the provisions of the Law on Securities .

d) Selling shares

The Board of Directors shall determine the timing, method, and selling price of the shares. The selling price shall not be lower than the market price at the time of offering or the book value of the shares at the most recent time, except for the case stipulated in Article 126 of the Law on Enterprises, which must be approved by the General Meeting of Shareholders.

e) Repurchase of Shares

According to the decision of the General Meeting of Shareholders, the Company may repurchase no more than 30% of the total number of common shares sold as prescribed in Article 133 of the Law on Enterprises. Shares repurchased by the Company as prescribed in Articles 132 and 133 of the Law on Enterprises shall be considered unsold shares as prescribed in Clause 4, Article 112 of the Law on Enterprises. The Company must carry out procedures to reduce charter capital corresponding to the total par value of the shares repurchased by the Company within 10 days from the date of completion of payment for the repurchase of shares, unless otherwise provided by the Law on Securities.

g) The Company may issue other types of securities when approved in writing by the General Meeting of Shareholders and in accordance with the provisions of the Law on Securities and the securities market.

3. A founding shareholder is a shareholder who participates in formulating, approving and signing the first Charter of the Company. The names, addresses, number of shares and other details of the founding shareholders are stated in the appendix attached to this Charter. In case a founding shareholder transfers shares according to the provisions of Article 9 of this Charter, he/she is naturally no longer a founding shareholder of the Company. The shareholder receiving the transferred shares has the rights and responsibilities according to the provisions of law and the provisions of this Charter.

4. The percentage of voting shares held by the Company in relation to foreign investors shall be less than or equal to 35% of the total voting shares of the Company.

Article 7. Share certificates

1. Shareholders of the Company are issued share certificates corresponding to the number of shares and type of shares owned.

2. Shares are securities that confirm the legal rights and interests of the owner to a part of the equity capital of the issuing organization. Shares must have full contents as prescribed in Clause 1, Article 121 of the Law on Enterprises .

3. Within 30 days from the date of submission of a complete application for transfer of share ownership as prescribed by the Company or within two months (or longer as prescribed by the issuance terms) from the date of full payment for the purchase of shares as prescribed in the Company's share issuance plan, the share owner shall be issued a share certificate. The share owner does not have to pay the Company the cost of printing the share certificate or any other fees.

4. In case a share certificate is lost, damaged or otherwise destroyed, the shareholder shall be reissued a share certificate by the Company upon the shareholder's request. The shareholder's request must include the following contents:

- a) Information about shares that have been lost, damaged or destroyed in any other way;
- b) Commit to take responsibility for disputes arising from the re-issuance of new shares.

Article 8. Securities certificates, shareholder register

1. Bond certificates or other securities certificates of the Company (except for offer letters, temporary certificates and similar documents), shall be issued with the Company's seal and specimen signature of the Company's legal representative, unless otherwise provided by the terms and conditions of issue.

2. Shareholder register:

a) The Company shall establish and maintain a shareholder register from the date of issuance of the Business Registration Certificate. Ordinary shareholders and other preferred shareholders may be registered in different registers. The shareholder register must contain at least the following information:

- Name and head office of the Company.
- Total number of shares authorized to be offered, types of shares authorized to be offered and total number of shares authorized to be offered of each type.
- Total number of shares sold of each type and capital value of contributed shares.
- Shareholders' names are arranged in alphabetical order, permanent address, nationality, citizen identification card number, identity card, passport or other legal personal identification for individual shareholders, enterprise code or establishment decision number, head office address for organizational shareholders, number of shares of each type of each shareholder, date of share registration.

b) The shareholder register may be established and stored in writing or in electronic data files. The shareholder register may be stored at the Company's head office or elsewhere, but written notice must be given to the business registration authority and all shareholders.

Shareholders have the right to review and receive a copy of the Company's shareholder list during working hours at the place where the shareholder register is kept.

3. In case a shareholder changes his/her permanent address, he/she must promptly notify the Company to update the shareholder register. The Company is not responsible for not being able to contact the shareholder due to not being notified of the change of the shareholder's address.

Article 9. Transfer of Shares

1. All shares are freely transferable unless otherwise provided by this Charter and the law. Shares listed or registered for trading on the Stock Exchange shall be transferred in accordance with the provisions of the Law on Securities and the stock market.

2. Shares that have not been fully paid cannot be transferred and cannot enjoy related rights such as the right to receive dividends, voting rights, the right to receive shares issued to increase share capital from equity capital, and the right to purchase newly offered shares.

3. Within 3 years from the date of establishment, the founding shareholders must jointly hold at least 20% of the total number of common shares of the Company at the time of business registration. Founding shareholders have the right to freely transfer their common shares to other founding shareholders. In case of transferring these shares to persons who are not founding shareholders, the consent of the General Meeting of Shareholders is required. In this case, the shareholder intending to transfer shares does not have the right to vote on the transfer of such shares and the transferee automatically becomes a founding shareholder of the Company.

4. Unless otherwise provided by the Board of Directors (in accordance with the provisions of the Law on Enterprise), all shares transferred may be made by written transfer in the usual manner, or in any manner acceptable to the Board of Directors. Shares listed or registered for trading must be transferred through the Stock Exchange in accordance with the provisions of the State Securities Commission and the Stock Exchange. The transfer documents must be signed by the transferor and the transferee or their authorized representatives. The transferor remains the owner of the relevant shares until the name of the transferee is registered in the shareholder register (except in cases where the transferor authorizes the transferee to attend the General Meeting of Shareholders taking place during that time in accordance with the provisions of the Law on Enterprise).

5. In the event that an individual shareholder passes away or is declared missing by a competent state authority, the heirs or asset managers of the deceased or missing person shall be recognized by the Company as the sole person(s) entitled to the rights or benefits related to the shares. However, this provision shall not release the estate of the deceased or missing shareholder from any liabilities associated with the shares held by such person. In case the

deceased or missing shareholder has no heir, the heir refuses to inherit, or is disqualified from inheritance, such shares shall be handled in accordance with the provisions of civil law.

6. Shareholders have the right to donate part or all of their shares in the Company to other individuals or organizations; use shares to pay debts. In this case, any individual or organization receiving shares as a gift or as debt repayment shall become a shareholder of the Company.

7. In case a shareholder transfers some shares, the old shares shall be cancelled and the company shall issue new shares to record the number of shares transferred and the remaining shares.

8. Individuals and organizations receiving shares in the cases specified in this Article shall only become shareholders of the company from the time their information specified in Clause 2, Article 122 of the Law on Enterprises is fully recorded in the shareholder register.

Article 10. Forfeiture and payment for share

1. In case a shareholder fails to pay in full and on time the amount payable to purchase shares, the Board of Directors shall notify and have the right to request that shareholder to pay the remaining amount together with interest on that amount and any costs arising from the failure to pay in full to the Company as prescribed.

2. The above payment notice must clearly state the new payment period (at least seven (07) days from the date of sending the notice), the payment location and the notice must clearly state that in case of failure to pay as required, the unpaid shares shall be forfeited.

3. The Board of Directors has the right to forfeit shares that have not been fully and timely paid in case the requirements in the above notice are not implemented.

4. If after the prescribed deadline, the shareholder has not paid or has only paid a part of the registered shares, the following shall be done:

a) A shareholder who fails to fully pay for the subscribed shares shall automatically cease to be a shareholder of the Company and shall not be permitted to transfer the right to purchase such shares to any other person;

b) Shareholders who only pay a part of the registered shares shall have the right to vote, receive dividends and other rights corresponding to the number of shares paid; they are not allowed to transfer the right to purchase unpaid shares to others;

c) The unpaid shares shall be considered unsold shares, and the Board of Directors shall have the right to reclaim the shares which have not been paid in full and on time in case the requirements in the notice stated in Clause 2 of this Article are not implemented, and decide on subsequent handling measures.

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5. Forfeited shares are deemed authorized shares eligible for offering in accordance with Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may, either directly or by delegation, sell, redistribute, or otherwise dispose of the forfeited shares to the former shareholders or to other parties under such terms and conditions as the Board of Directors considers appropriate.

6. Shareholders whose shares are subject to forfeiture due to non-payment or insufficient payment of the registered shares shall forfeit their shareholder status with respect to such shares. However, they shall remain liable for the full payment of all related amounts, including interest (calculated at the demand deposit interest rate in VND at the bank where the Company maintains its account) from the date of forfeiture until the date of actual payment, as determined by the Board of Directors. The Board of Directors shall have full discretion to enforce the compulsory payment of the total share value at the time of forfeiture or to grant a partial or full waiver of such payment.

7. The notice of forfeiture shall be sent to the holder of the forfeited shares prior to the forfeiture date. The forfeiture shall remain effective notwithstanding any error or oversight in the delivery of such notice.

8. A shareholder who has not paid or has not fully paid for the subscribed shares shall be liable, up to the total par value of the subscribed shares, for the company's financial obligations arising prior to the forfeiture of such shares.

Chapter V

ORGANIZATIONAL STRUCTURE, GOVERNANCE AND CONTROL

Article 11. Company's organizational structure, governance and control

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

1. The General Meeting of Shareholders is the highest decision-making body of the Company;

2. The Board of Directors is elected by the General Meeting of Shareholders and is the Company's management body, with full authority to decide and exercise the Company's rights and obligations on behalf of the Company that are not under the authority of the General Meeting of Shareholders;

3. The Director is the person who runs the daily business of the Company; is supervised by the Board of Directors and is responsible to the Board of Directors and before the law for the implementation of assigned rights and duties;

4. The Board of Supervisors is elected by the General Meeting of Shareholders to supervise the Board of Directors and the Director in the management and operation of the

Company; and is responsible to the General Meeting of Shareholders in performing assigned tasks.

Chapter VI SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of Shareholders

1. Common shareholders have the following rights:

a) Attend and speak at the General Meeting of Shareholders and exercise voting rights directly or through an authorized representative or in other forms as prescribed by the Company Charter or Law. Each common share has one vote;

b) Receive dividends at the rate determined by the General Meeting of Shareholders;

c) Priority to purchase new shares corresponding to the ratio of common shares owned by each shareholder in the Company;

d) Freely transfer his/her shares to others, except for the cases specified in Clause 3, Article 120, Clause 1, Article 127 of the Law on Enterprises and other relevant legal provisions;

đ) Review, look up and extract information about names and contact addresses in the list of shareholders with voting rights; request correction of incorrect information;

e) Review, look up, extract or copy the Company Charter, minutes of the Shareholders' Meeting and Resolutions of the Shareholders' Meeting;

g) When the Company is dissolved or bankrupt, receive a portion of the remaining assets corresponding to the percentage of shares owned in the Company;

h) Request the Company to repurchase shares in the cases specified in Article 132 of the Law on Enterprises;

i) Equal treatment. Each share of the same type gives the shareholder equal rights, obligations and benefits. In case the Company has preferential shares, the rights and obligations attached to the preferential shares must be approved by the General Meeting of Shareholders and fully disclosed to the shareholders;

k) Have full access to periodic and irregular information published by the Company in accordance with the provisions of law;

l) To protect their legitimate rights and interests; to request the suspension or cancellation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the provisions of the Law on Enterprises;

m) Other rights as prescribed by Law and this Charter.

2. Shareholders or groups of shareholders owning 5% or more of total common shares have the following rights:

a) Request the Board of Directors to convene a meeting of the General Meeting of Shareholders in accordance with the provisions of Clause 3, Article 115 and Article 140 of the Law on Enterprises;

b) Review, look up, and extract the minutes and resolutions and decisions of the Board of Directors, semi-annual and annual financial reports, reports of the Board of Supervisors, contracts and transactions that must be approved by the Board of Directors and other documents, except for documents related to the Company's trade secrets and business secrets;

c) Request the Board of Supervisors to inspect each specific issue related to the management and operation of the Company when deemed necessary. The request must be in writing and must include the following contents: full name, contact address, nationality, legal document number of the individual for individual shareholders; name, enterprise code or legal document number of the organization, head office address for institutional shareholders; number of shares and time of share registration of each shareholder, total number of shares of the entire group of shareholders and ownership ratio in the total number of shares of the Company; issues to be inspected, purpose of inspection;

d) Propose issues to be included in the agenda of the General Meeting of Shareholders. Proposals must be in writing and sent to the Company at least [03] working days before the opening date. Proposals must clearly state the names of shareholders, the number of each type of shares of the shareholder, and the issues proposed to be included in the agenda;

đ) Other rights as prescribed by Law and this Charter.

3. Shareholders or groups of shareholders owning 10% or more of the total number of common shares have the right to nominate people to the Board of Directors and the Board of Supervisors. The nomination of people to the Board of Directors and the Board of Supervisors is carried out as follows:

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

b) Based on the number of members of the Board of Directors and the Board of Supervisors, the shareholder or group of shareholders specified in this clause has the right to nominate one or several people according to the decision of the General Meeting of

Shareholders as candidates for the Board of Directors and the Board of Supervisors. In case the number of candidates nominated by the shareholder or group of shareholders is lower than the number of candidates they are entitled to nominate according to the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Board of Supervisors and other shareholders.

Article 13. Obligations of Shareholders

1. Comply with the Company Charter and regulations of the Company; implement decisions and resolutions of the General Meeting of Shareholders and the Board of Directors of the Company;

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

- a) Attend and vote directly at the meeting;
- b) Authorize another person to attend and vote at the meeting;
- c) Attend and vote via online meetings, electronic voting or other electronic forms;
- d) Send voting ballots to the meeting via mail, fax, or email.

3. Pay for the registered shares as prescribed; do not withdraw the capital contributed in common shares from the Company in any form, except in cases where the Company or another person buys back the shares. In case a shareholder withdraws part or all of the contributed capital contrary to the provisions of this clause, that shareholder and the members of the Board of Directors and the legal representative of the Company shall be jointly responsible for the debts and other property obligations of the Company within the value of the withdrawn shares and any damages incurred;

4. Provide correct address when registering to buy shares;

5. Keep confidential the information provided by the Company according to the provisions of the Company Charter and the Law; only use the information provided to exercise and protect one's legitimate rights and interests; strictly prohibit the dissemination or copying or sending of information provided by the Company to other organizations or individuals ;

6. Fulfill other obligations prescribed by Law and this Charter.

7. A shareholder shall be personally liable if they act on behalf of the Company in any form to commit any of the following acts:

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

c) Pay off debts that are not due in the face of possible financial risks to the Company.

8. Major shareholders have the obligations of shareholders as prescribed by the Law on Enterprises, and must also ensure compliance with the following obligations:

a) Major shareholders are not allowed to take advantage of their advantages to affect the rights and interests of the Company and other shareholders according to the provisions of Law and the Company's Charter.

b) Major shareholders are obliged to disclose information according to the provisions of Law.

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 General Meeting of Shareholders meets annually once a year and within four (04) months from the end of the fiscal year. The Board of Directors decides to extend the Annual General Meeting of Shareholders if necessary, but not more than 06 months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The venue of the General Meeting of Shareholders is determined to be the place where the chair attends the meeting and must be in Vietnam.

2. The Board of Directors convenes the Annual General Meeting of Shareholders and selects a suitable location. The Annual General Meeting of Shareholders decides on matters in accordance with the provisions of Law and the Company's Charter, especially approving the audited annual financial statements. In case the Audit Report of the Company's annual financial statements contains material exceptions, contrary audit opinions or rejections, the Company must invite a representative of the approved auditing organization to audit the Company's financial statements to attend the Annual General Meeting of Shareholders and the representative of the above approved auditing organization is responsible for attending the Annual General Meeting of Shareholders of the Company.

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

- a) The Board of Directors deems it necessary for the benefit of the Company;
- b) The number of remaining members of the Board of Directors and the Board of Supervisors is less than the minimum number of members as prescribed 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 meeting of the General Meeting of Shareholders must be made in writing, clearly stating the reason and purpose of

the meeting, with sufficient signatures of the relevant shareholders or the request must be made in multiple copies and must include sufficient signatures of the relevant shareholders;

- d) At the request of the Board of Supervisors;
- e) Other cases as prescribed by Law and this Charter.

4. Convening an extraordinary meeting of shareholders

a) The Board of Directors must convene a meeting of the General Meeting of Shareholders within [30] days from the date the number of remaining members of the Board of Directors, independent members of the Board of Directors or members of the Board of Supervisors is as prescribed in Point b, Clause 3 of this Article or from the date of receipt of the request prescribed in Point c and Point d, Clause 3 of this Article;

b) In case the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in Point a, Clause 4 of this Article, within the next 30 days, the Board of Supervisors shall replace the Board of Directors in convening the General Meeting of Shareholders as prescribed in Clause 3, Article 140 of the Law on Enterprises ;

c) In case the Board of Supervisors fails to convene the General Meeting of Shareholders as prescribed in Point b, Clause 4 of this Article, the shareholder or group of shareholders prescribed in Point c, Clause 3 of this Article shall have the right to request the Company representative to convene the General Meeting of Shareholders as prescribed in 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 and procedures for convening, conducting the meeting and making decisions of the General Meeting of Shareholders. All costs for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. These costs do not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

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

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

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

- a) Approving the Company's development orientation;
- b) Decide on the types of shares and the total number of shares of each type that are allowed to be offered for sale; decide on the annual dividend rate for each type of shares;

c) Elect, dismiss, remove members of the Board of Directors and members of the Board of Supervisors;

d) Decision to invest or sell assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial report;

d) Decision to amend and supplement the Company Charter;

e) Approval of annual financial reports;

g) Decision to buy back more than 10% of total sold shares of each type;

h) Review and handle violations by members of the Board of Directors and members of the Board of Supervisors that cause damage to the Company and shareholders;

i) Decision to reorganize and dissolve the Company;

k) Decide on the budget or total remuneration, bonuses and other benefits for the Board of Directors and the Board of Supervisors;

l) Approve the internal governance regulations; Regulations on the operation of the Board of Directors and the Board of Supervisors;

m) Approve the list of approved auditing companies; decide on the approved auditing company to conduct audits of the Company's operations, and dismiss approved auditors when deemed necessary;

n) Other rights and obligations as prescribed by Law.

2. The General Meeting of Shareholders discusses and approves the following issues:

a) The Company's annual business plan;

b) Audited annual financial statements;

c) Report of the Board of Directors on the management and performance of the Board of Directors and each member of the Board of Directors;

d) Report of the Board of Supervisors on the Company's business results, performance of the Board of Directors, Director (General Director);

d) Self-assessment report on the performance of the Board of Supervisors and members of the Board of Supervisors;

e) Dividend level for each share of each type;

g) Number of members of the Board of Directors and Board of Supervisors;

h) Elect, dismiss, remove members of the Board of Directors and members of the Board of Supervisors;

i) Decide on the budget or total remuneration, bonuses and other benefits for the Board of Directors and the Board of Supervisors;

k) Approve the list of approved auditing companies; decide on approved auditing companies to conduct audits of the company's operations when deemed necessary;

l) Supplement and amend the Company Charter;

m) Types of shares and number of new shares issued for each type of shares and transfer of shares by founding members within the first 03 years from the date of establishment;

n) Division, separation, consolidation, merger or conversion of the Company;

o) Reorganize and dissolve (liquidate) the Company and appoint a liquidator;

p) Decision to invest or sell assets with a value of 35% or more of the total asset value recorded in the Company's most recent Financial Statement;

q) Decision to buy back more than 10% of total sold shares of each type;

r) The company signs contracts and transactions with the subjects 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 most recent financial report;

s) Approval of transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;

t) Approve the internal regulations on corporate governance, the regulations on the operation of the Board of Directors, and the regulations on the operation of the Board of Supervisors;

u) Other issues as prescribed by Law and this Charter.

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

Article 16. Authorization to attend the General Meeting of Shareholders

1. Shareholders who are individuals or authorized representatives of shareholders who are organizations shall directly or in writing authorize one or more other individuals or organizations to attend the General Meeting of Shareholders. In case a shareholder that is an organization does not have an authorized representative as prescribed in Clause 4 of this Article, the organization shall authorize another person to attend the General Meeting of Shareholders. The authorized representative does not necessarily have to be a shareholder.

2. The appointment of an authorized representative must be made in writing according to the Company's form and must be signed according to the following provisions:

a) In case the individual shareholder authorizes another person to attend the meeting, the power of attorney must bear the signature of the shareholder and the signature of the

authorized individual or the legal representative of the organization that is authorized to attend the meeting;

b) In case the institutional shareholder grants authorization, the power of attorney must bear the signatures of the authorized representative, the legal representative of the institutional shareholder, and the individual or legal representative of the organization authorized to attend the meeting;

c) In other cases, the power of attorney must bear the signatures of the legal representative of the shareholder and the individual authorized to attend the meeting;

The person authorized to attend the General Meeting of Shareholders must submit the authorization document when registering to attend the meeting before entering the meeting room;

3. In case a lawyer signs the designation of a representative on behalf of the authorizing party, such designation shall only be considered valid if it is submitted together with the power of attorney granted to the lawyer, or a certified true copy power of attorney (if it has not been previously registered with the Company).

4. A shareholder that is an organization has the right to appoint one or more authorized representatives to exercise its shareholder rights in accordance with the law. In the case where more than one authorized representative is appointed, the number of shares and corresponding voting rights of each representative must be clearly specified. The appointment, termination, or change of authorized representatives must be notified to the Company in writing as soon as possible. The notice must include the following principal contents:

a) Name, permanent address, nationality, number and date of establishment decision or date of issuance of the Business Registration Certificate of the shareholder;

b) Number of shares, type of shares and date of shareholder registration at the Company;

c) Full name, permanent address, nationality, citizen ID, ID, passport or other legal personal identification of the authorized representative ;

d) Number of shares authorized to represent;

đ) Term of authorized representation ;

e) Full name and signature of the authorized representative and the legal representative of the shareholder.

5. Except for the case specified in Clause 3 of this Article, the voting ballot of the person authorized to attend the meeting within the scope of authorization remains valid when one of the following cases occurs:

a) The authorizing party has died, has limited legal capacity, or has lost legal capacity for civil acts;

b) The authorizing party has revoked the authorization appointment;

c) The authorizing party has revoked the authority of the authorized person;

However, this provision shall not apply if the Company receives written notice of one of the above cases before the opening time of the General Meeting of Shareholders or before the meeting is reconvened.

6. In case the shares are transferred and the transferee becomes a shareholder of the Company during the period from the date of completion of the shareholder list to the opening date of the General Meeting of Shareholders, the transferee has the right to attend the General Meeting of Shareholders in place of the transferor for the transferred shares.

7. An authorized representative must have the following qualifications and conditions:

a) Have full legal capacity for civil acts;

b) Not fall within the category of persons prohibited from establishing and managing enterprises;

c) Shareholders are state-owned enterprises According to the provisions of Clause 1, Article 88 of the Law on Enterprises, the following persons are not allowed to be appointed as authorized representatives at the Company: wife, husband, biological father, biological mother, adoptive father, adoptive mother, father-in-law, mother-in-law, wife's father, wife's mother, biological child, adopted child, son-in-law, daughter-in-law, biological brother, biological sister, younger sibling, brother-in-law, younger brother-in-law, sister-in-law, younger sister-in-law, biological brother of the wife, biological brother of the husband, biological sister of the wife, biological sister of the husband, biological sibling of the wife, biological sibling of the husband of the manager and of the person authorized to appoint the manager of the Company to act as the authorized representative at the Company;

8. The responsibilities of the authorized representative for the organization or individual shall comply with the provisions of the Law, the Charter and the Management Regulations of the organization appointing the authorized representative or at the request of the authorizing individual.

9. Shareholders are considered to attend and vote at the General Meeting of Shareholders in the following cases:

a) Attend and vote directly at the meeting;

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

c) Attend and vote via online conference, electronic voting or other electronic form;

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

Article 17. Change permissions

1. The change or cancellation of special rights attached to a type of preferred shares shall be effective when approved by shareholders representing 65% or more of the total number of votes of all shareholders attending the meeting. A resolution of the General Meeting of Shareholders on the content of an adverse change in the rights and obligations of shareholders owning preferred shares shall only be approved if it is approved by the number of preferred shareholders of the same type attending the meeting owning 75% or more of the total number of preferred shares of that type or by the number of preferred shareholders of the same type owning 75% or more of the total number of preferred shares of that type in the case of a resolution being approved by way of written opinion.

2. The organization of a meeting of shareholders holding a type of preferred shares to approve the change of rights stated in Clause 1 of this Article shall only be valid when there are at least two (02) shareholders (or their authorized representatives) and holding at least one-third (1/3) of the par value of the issued shares of that type. In case there are not enough delegates as stated above, the meeting shall be re-organized within thirty (30) days thereafter and the holders of shares of that type (regardless of the number of people and shares) present in person or through authorized representatives shall be considered to have sufficient number of delegates required. At the meetings of shareholders holding preferred shares stated above, the holders of shares of that type present in person or through representatives may request a secret ballot and each person shall vote in secret. Each share of the same type shall have equal voting rights at the above meetings.

3. The procedures for conducting such separate meetings shall be similar to the provisions in Articles 19 and 20 of this Charter.

4. Unless otherwise provided in the terms of issue of shares, the special rights attached to the classes of shares with preferential rights in some or all matters relating to the distribution of profits or assets of the Company shall not be changed when the Company issues additional shares of the same class.

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

1. The Company must comply with the procedures for convening the General Meeting of Shareholders as prescribed by law, this Charter and the Company's internal regulations. The procedures for authorizing and issuing power of attorney for shareholders are specified in the Company's internal regulations on corporate governance.

2. The Board of Directors convenes the General Meeting of Shareholders, or the General Meeting of Shareholders is convened in accordance with the cases specified in Point b, or Point c, Clause 4, Article 14 of this Charter.

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

a) Prepare a list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no later than 10 days before the date of sending the invitation to the General Meeting of Shareholders; The Company must disclose information on the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the last registration date;

b) Prepare the agenda and contents of the General Meeting;

c) Prepare documents for the General Meeting in accordance with the law and regulations of the Company;

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

d) Determine the time and venue of the General Meeting;

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

g) Other tasks serving the General Meeting of Shareholders.

4. Notice of the General Meeting of Shareholders shall be sent to all shareholders by registered mail and shall be published on the Company's website and the State Securities Commission and the Stock Exchange. The person convening the General Meeting of Shareholders shall send a notice of invitation to all shareholders on the list of shareholders entitled to attend the meeting at least twenty-one (21) days before the date of the General Meeting of Shareholders (from the date on which the notice is duly sent or transferred, postage is paid or mailed). The agenda of the General Meeting of Shareholders and documents relating to the issues to be voted on at the meeting shall be sent to shareholders and/or posted on the Company's website. In the event that the documents are not enclosed with the notice of the General Meeting of Shareholders, the notice of invitation to the meeting shall clearly state the directions to all meeting documents for shareholders to access, including:

a) Meeting agenda and documents used in the meeting;

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

c) Voting ballot;

d) Draft resolutions for each issue in the meeting agenda ;

d) Form of appointment of authorized representative to attend meeting.

5. Shareholders or groups of shareholders mentioned in Clause 2, Article 12 of this Charter have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be made in writing and must be sent to the Company at least three (03) working days before the opening date of the General Meeting of Shareholders. The proposal must include the full name of the shareholder, permanent address, nationality, ID number/Passport or other legal personal identification for individual shareholders; name, enterprise code or establishment decision number, head office address for organizational shareholders; the number and type of shares held by that shareholder, and the proposed content to be included in the meeting agenda.

6. In case the convener of the General Meeting of Shareholders rejects the proposals related to Clause 5 of this Article, he/she must respond in writing and state the reasons no later than 02 working days before the opening date of the General Meeting of Shareholders. The convener of the General Meeting of Shareholders may only reject the proposal if it falls under one of the following cases:

- a) The proposal that is submitted not in accordance with Clause 5 of this Article shall be deemed invalid;
- b) At the time of the proposal, the shareholder or group of shareholders does not hold 5% or more of common shares as prescribed in Clause 2, Article 12 of this Charter;
- c) The proposed issue is not within the scope and authority of the General Meeting of Shareholders.
- d) Other cases as prescribed by Law and this Charter.

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

8. The Board of Directors or the person authorized to convene the General Meeting of Shareholders in the cases specified in Point b or Point c, Clause 4, Article 14 of this Charter must prepare a draft resolution for each issue in the meeting agenda.

Article 19. Conditions for Convening the General Meeting of Shareholders

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

2. In case the first General Meeting of Shareholders does not have the required number of delegates as prescribed in Clause 1 of this Article, within thirty (30) minutes from the time of the scheduled opening of the meeting, the convener shall cancel the meeting. The General Meeting of Shareholders must be convened for the second time within thirty (30) days from

the date of the planned first General Meeting of Shareholders. The second General Meeting of Shareholders shall only be conducted when the attending members are shareholders and authorized representatives representing 33% or more of the total number of voting shares.

3. In case the second General Meeting of Shareholders cannot be conducted due to the lack of sufficient delegates as prescribed in Clause 2 of this Article, within thirty (30) minutes from the time of the scheduled opening of the second General Meeting of Shareholders, the notice of invitation to the third General Meeting of Shareholders must be sent within twenty (20) days from the date of the planned holding of the second General Meeting of Shareholders. The third General Meeting of Shareholders shall be held regardless of the number of shareholders or authorized representatives attending and shall be considered valid and shall have the right to decide all matters that the first General Meeting of Shareholders is expected to approve.

4. Only the General Meeting of Shareholders has the right to change the meeting agenda sent with the meeting invitation as prescribed in Clause 3, Article 18 of this Charter.

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

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

a) When registering shareholders, the Company shall issue to each shareholder or authorized representative with voting rights a voting card, on which is stated the registration number, full name of the shareholder, full name of the authorized representative and the number of votes of that shareholder. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted in the form of votes for approval, disapproval, and abstention. At the General Meeting, ballots of approval shall be collected first, followed by ballots of disapproval. Finally, the total number of votes of approval and disapproval shall be counted to determine the decision. The vote counting results shall be announced by the Chairman immediately before the closing of the meeting. The General Meeting shall elect persons responsible for counting or supervising the counting of votes at the request of the Chairman. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders based on the request of the Chairman of the meeting;

b) Shareholders, authorized representatives of institutional shareholders or authorized persons arriving after the meeting has opened have the right to register immediately and then have the right to participate and vote at the meeting immediately after registration. The

chairperson is not responsible for stopping the meeting to allow late shareholders to register and the validity of the contents previously voted on remains unchanged.

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

a) The Chairman of the Board of Directors shall chair or authorize another member of the Board of Directors to chair the General Meeting of Shareholders convened by the Board of Directors. In case the Chairman is absent or temporarily unable to work, the remaining members of the Board of Directors shall elect one of them to chair the meeting according to the majority principle. In case no one can be elected as the chairperson, the Head of the Board of Supervisors shall direct the General Meeting of Shareholders to elect the meeting chairperson from among the attendees and the person with the highest number of votes shall chair the meeting;

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

c) The chairperson appoints one or more people to act as meeting secretaries;

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

3. The agenda and content of the meeting must be approved by the General Meeting of Shareholders in the opening session. The agenda must clearly and specifically specify the time for each issue in the meeting agenda.

4. The chairman of the meeting has the right to take necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda and reflecting the wishes of the majority of attendees.

a) Seating arrangement at the venue of the General Meeting of Shareholders;

b) Ensure safety for everyone present at meeting locations;

c) Create conditions for shareholders to attend (or continue to attend) the meeting. The convener of the General Meeting of Shareholders has the full right to change the above measures and apply all necessary measures. The measures applied may be to issue admission tickets or use other forms of selection.

5. The General Meeting of Shareholders shall discuss and vote on each item in the agenda. Voting shall be conducted by casting votes of approval, disapproval, or abstention.

The results of the vote shall be announced by the Chairperson immediately before the meeting is adjourned.

6. Shareholders or authorized persons who arrive after the meeting has opened may still register and have the right to vote immediately after registration; in this case, the validity of the previously voted contents shall not change.

7. The person convening or chairing the meeting of the General Meeting of Shareholders has the following rights:

a) All attendees of the meeting are required to undergo security checks or other reasonable and lawful security measures;

b) Request competent authorities to maintain order at the meeting; expel those who do not comply with the chairman's authority, intentionally disrupt order, prevent the normal progress of the meeting or do not comply with security check requirements from the General Meeting of Shareholders.

8. The Chairman has the right to postpone a General Meeting of Shareholders with a sufficient number of registered attendees for no more than 03 working days from the date of the scheduled opening of the meeting and may only postpone the meeting or change the meeting location in the following cases:

a) The meeting location does not have enough convenient seating for all attendees;

b) The media at the meeting location does not ensure that shareholders attending the meeting can participate, discuss and vote;

c) There are attendees who obstruct or disrupt the meeting, creating a risk of preventing the meeting from being conducted fairly and legally.

9. In case the chairman postpones or suspends the General Meeting of Shareholders contrary to the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the chairman in conducting the meeting until its conclusion; all resolutions passed at that meeting shall be effective.

10. In case the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company is responsible for ensuring that shareholders attend and vote by electronic voting or other electronic forms as prescribed in Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

Article 21. Adoption of Resolutions by the General Meeting of Shareholders

1. The General Meeting of Shareholders shall adopt resolutions within its authority either by voting at the meeting or by collecting written opinions.

2. Resolutions of the General Meeting of Shareholders on the following matters must be adopted by voting at the meeting:

- a) Amend and supplement the contents of the Company Charter;
- b) Company development orientation (short-term and long-term development plans);
- c) Type of shares and total number of shares of each type;
- d) Elect, dismiss, remove members of the Board of Directors and Board of Supervisors;
- đ) Decisions on investment, sale of the Company's assets or purchases made by the Company with a value of 35% or more of the total value of the Company's assets recorded in the most recent audited financial statements;
- e) Decide on capital contribution and share purchase of other enterprises with total capital contribution and share purchase value of 35% or more of the total asset value of the Company recorded in the most recent audited financial statement;
- g) Approval of audited annual financial statements;
- h) Reorganization, dissolution, bankruptcy of the Company;

3. Resolutions on the following matters shall be adopted when approved by at least 65% of the total voting shares of the shareholders who are present in person or through authorized representatives at the General Meeting of Shareholders:

- a) Type of shares and total number of shares offered for sale of each type;
- b) Change of business line and field;
- c) Change the Company's organizational, management and operational model according to the provisions of Article 137 of the Law on Enterprises;
- d) Decisions on investment, sale of the Company's assets or purchases made by the Company or branches with a value of 35% or more of the Company's total asset value recorded in the Company's most recent audited financial statements;
- đ) Decide on capital contribution and share purchase of other enterprises with total capital contribution and share purchase value of 35% or more of the total asset value of the Company recorded in the most recent audited financial statement;
- e) Reorganization, dissolution, bankruptcy of the Company;
- g) Amend and supplement the contents of the Company Charter;

4. Resolutions on other matters under the authority of the General Meeting of Shareholders (excluding those specified in Clauses 3, 5, and 7 of this Article) shall be adopted when approved by more than 50% of the total voting shares of the shareholders who

are present in person or through authorized representatives at the General Meeting of Shareholders.

5. Voting to elect members of the Board of Directors and the Board of Supervisors is carried out according to the cumulative voting method prescribed in Article 42 of this Charter.

6. Resolutions and Decisions of the General Meeting of Shareholders must be notified to shareholders entitled to attend the General Meeting of Shareholders within fifteen (15) days from the date of approval, or posted on the Company's website.

7. A resolution of the General Meeting of Shareholders concerning matters that adversely affect the rights and obligations of preferred shareholders shall only be adopted if it is approved by shareholders holding at least 75% of the total number of preferred shares of the same class present at the meeting, or by shareholders holding at least 75% of the total number of preferred shares of the same class in case the resolution is passed in the form of collecting written opinions.

8. Resolutions of the General Meeting of Shareholders that are approved by 100% of the total voting shares shall be deemed lawful and valid even if the order and procedures for passing such resolutions are not carried out in accordance with the prescribed regulations.

Article 22. Authority and procedures for collecting shareholders' written opinions to adopt resolutions of the General Meeting of Shareholders

1. The Board of Directors is entitled to collect written opinions from shareholders to adopt resolutions of the General Meeting of Shareholders at any time deemed necessary for the benefit of the Company (except for matters specified in Clause 2, Article 21 of this Charter, which must be voted on at the General Meeting of Shareholders). In case of passing a decision in the form of obtaining written opinions, the resolution of the General Meeting of Shareholders shall be passed if approved by the number of shareholders owning more than 50% of the total number of votes of all shareholders with voting rights.

2. The Board of Directors must prepare the opinion ballot, the draft decision of the General Meeting of Shareholders and the documents explaining the draft decision. The opinion ballot, along with the draft decision and the explanatory documents, must be sent by registered mail to the permanent address of each shareholder. The Board of Directors must ensure that the documents are sent and announced to shareholders within a reasonable time for consideration and voting and must be sent at least fifteen (15) days before the deadline for receiving opinion ballots. The requirements and methods for sending opinion ballots and accompanying documents are implemented in accordance with the provisions of Clause 4, Article 18 of this Charter.

3. The opinion ballot must include the following main contents:

a) Name, head office address, code number and date of issuance of the Business Registration Certificate, and place of business registration of the Company;

b) Purpose of collecting opinions;

c) Full name, contact address, nationality, legal document number of the individual for individual shareholders; name, enterprise code or legal document number of the organization, head office address for organizational shareholders or full name, contact address, nationality, legal document number of the individual for the representative of the organizational shareholder; number of shares of each type and number of votes of the shareholder ;

d) Matters for which opinions need to be collected in order to adopt a decision;

d) Voting options include approval, disapproval and abstain on each issue for which opinions are sought;

e) The deadline for returning the completed opinion ballot to the Company;

g) Full name and signature of the Chairman of the Board of Directors of the Company;

h) The completed opinion ballot must bear the signature of the individual shareholder, the authorized representative, or the legal representative of the shareholder organization;

4. Shareholders may send completed opinion ballots to the Company by mail, fax or email according to the following provisions:

a) In case of sending by mail: The opinion ballot sent to the Company must be enclosed in a sealed envelope, and no one is allowed to open it before the vote counting.

b) In case of sending by fax or email: The opinion ballot sent to the Company via fax or email must be kept confidential until the time of vote counting.

c) Opinion ballots sent to the Company after the deadline specified in the opinion ballot or those that have been opened (in case of sending by mail) or disclosed (in case of sending by fax or email) are invalid. Opinion ballots not sent to the Company shall be considered as non-participating in the vote s;

5. The Board of Directors shall organize the vote counting and prepare the vote counting minutes under the witness and supervision of the Board of Supervisors or of shareholders who do not hold management positions in the Company. The vote counting minutes must include the following main contents:

a) Name, head office address, code and date of issuance of the Business Registration Certificate, place of business registration;

b) Purpose and issues to be consulted to pass the resolution;

c) Number of shareholders with total number of votes who participated in the vote, in which distinguishing between valid and invalid votes and method of sending votes, with appendix of list of shareholders participating in the vote;

d) Total number of approval, disapproval, and abstention votes for each issue;

d) The issues that were approved and the corresponding approval rate;

e) Full name and signature of the Chairman of the Board of Directors, the vote counter and the vote counting supervisor;

Members of the Board of Directors and vote counters and vote counting supervisors must be jointly responsible for the truthfulness and accuracy of the vote counting minutes; and jointly responsible for damages arising from decisions passed due to dishonest and inaccurate vote counting;

6. The minutes of vote counting results and resolutions must be published on the Company's website within 24 hours from the end of vote counting.

7. The completed opinion ballots, the vote counting minutes, the full text of the passed resolution and related documents attached to the opinion ballots must all be kept at the Company's head office.

8. Resolutions and decisions adopted by way of collecting shareholders' opinions in writing shall have the same validity as those adopted at the General Meeting of Shareholders.

Article 23. Resolution, Minutes of General Meeting of Shareholders

1. Minutes of the General Meeting of Shareholders must be recorded and may be audio-recorded or recorded and stored in other electronic forms. Minutes must be prepared in Vietnamese, may be prepared in a foreign language, and have the following main contents:

a) Name, head office address, business registration number;

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

c) Meeting agenda and content;

d) Full name of the chairman and secretary;

đ) Summarize the meeting proceedings and opinions expressed at the General Meeting of Shareholders on each issue in the meeting agenda;

e) Number of shareholders and total number of votes of shareholders attending the meeting, appendix of list of registered shareholders, shareholder representatives attending the meeting with corresponding number of shares and votes;

g) The total number of votes cast for each matter subject to voting, clearly stating the voting method, total number of valid and invalid votes, number of votes of approval,

schedule for raising the company's charter capital; and decide on the share repurchase in accordance with the provisions of Clause 1 and Clause 2, Article 133 of the Law on Enterprise.

h) Propose the issuance of bonds, convertible bonds into shares and warrants allowing the owner to buy shares at a predetermined price; Decide on the offering price of bonds, shares and convertible securities in case of authorization by the General Meeting of Shareholders;

i) Propose annual dividend levels and determine provisional dividend levels; organize dividend payments; decide on the deadline and procedures for dividend payments or handling losses arising during business operations;

k) Decide on investment plans and investment projects within the authority and limits prescribed in this Charter and the Law on Enterprises;

l) Decide on solutions for market development, marketing and technology;

m) Approve contracts and transactions signed between the Company and the entities specified in Clause 1, Article 167 of the Law on Enterprises with a value of less than 35% of the total value of the Company's assets recorded in the most recent audited financial statements, except for contracts and transactions under the authority of the General Meeting of Shareholders. The Company's representative signing the contract must notify the members of the Board of Directors and the Board of Supervisors of the entities related to such contracts and transactions, and attach a draft contract or the main content of the transaction. The Board of Directors shall decide on the approval or transaction within 15 days from the date of receipt of the notification; members of the Board of Directors with related interests shall not have the right to vote.

n) Approve contracts for purchase, sale, borrowing, lending and other contracts with a value equal to or greater than 35% of the total asset value recorded in the Company's most recent audited financial statements. This provision does not apply to contracts and transactions specified in Point s, Clause 2, Article 15 of this Charter, Clause 1 and Clause 3, Article 167 of the Law on Enterprises.

o) Decision to invest or sell the Company's assets with a value of less than 35% of the total value of the Company's assets recorded in the most recent audited financial statement;

p) Deciding on contracts, loan transactions, lending, and asset sales with a value equal to or less than 10% of the total asset value of the enterprise recorded in the most recent financial statement between the company and shareholders owning 51% or more of the total number of voting shares or related persons of such shareholders.

disapproval, and abstention; along with the corresponding percentage of each on the total number of votes cast by the shareholders attending the meeting.;

h) The approved matters and the corresponding approval voting ratios;

i) Full name and signature of the chairperson and secretary. In case the chairperson or secretary refuses to sign the meeting minutes, the minutes shall be valid if signed by all other members of the Board of Directors attending the meeting and contain all the contents as prescribed in this clause. The meeting minutes shall clearly state the refusal of the chairperson or secretary to sign the meeting minutes.

2. Minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The chairman and secretary of the meeting or other persons signing the minutes of the meeting must be jointly responsible for the truthfulness and accuracy of the contents of the minutes.

3. Minutes made in Vietnamese and foreign languages have the same legal effect. In case of any difference in content between the minutes in Vietnamese and in foreign languages, the content in the minutes in Vietnamese shall apply.

4. Resolutions, Minutes of the General Meeting of Shareholders, appendix of list of shareholders registered to attend the meeting with shareholders' signatures, authorization letter to attend the meeting, all documents attached to the Minutes (if any) and related documents attached to the meeting invitation must be disclosed in accordance with the law on information disclosure on the stock market and must be kept at the Company's head office.

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

1. Within 90 days from the date of receipt of the resolution or minutes of the General Meeting of Shareholders or the minutes of the results of the vote counting to collect shareholders' opinions in writing, members of the Board of Directors, Supervisors, Company Director, shareholders or groups of shareholders specified in Clause 2, Article 12 of this Charter have the right to request the Court or Arbitration to consider and cancel the resolution or part of the resolution of the General Meeting of Shareholders in the following cases:

a) The order and procedures for convening the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the Company Charter, except for the case specified in Clause 8, Article 21 of this Charter.

b) The order and procedures for issuing resolutions and the content of the resolutions violate the law or the Company's Charter.

2. In case the resolution of the General Meeting of Shareholders is annulled by a decision of the Court or Arbitration, the person convening the annulled General Meeting of Shareholders may consider reorganizing the General Meeting of Shareholders within fifteen

(15) days in accordance with the procedures prescribed in the Law on Enterprises and this Charter.

Chapter VII BOARD OF DIRECTORS

Article 25. Candidacy, nomination, criteria for Board of Directors members

1. In cases where candidates for the Board of Directors have been identified, the Company must disclose information relating to such candidates at least ten (10) days prior to the opening date of the General Meeting of Shareholders on the Company's website, so that shareholders may review the candidates in advance of voting. Each candidate for the Board of Directors must submit a written commitment affirming the truthfulness and accuracy of the personal information disclosed, and must also commit to performing their duties with honesty, prudence, and in the best interests of the Company if elected as a member of the Board of Directors. Information regarding the candidates for the Board of Directors to be disclosed includes:

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Work process;
- d) Other management positions (including positions on the Board of Directors of other companies);
- đ) Benefits related to the Company and its related parties;
- e) Other information (if any) as prescribed in the Company Charter;
- g) Public companies must be responsible for disclosing information about companies in which candidates are holding positions as members of the Board of Directors, other management positions and interests related to the company of candidates for the Board of Directors (if any).

2. Introduction and nomination to the Board of Directors

Shareholders have the right to pool their votes together to nominate candidates for the Board of Directors. Shareholders or groups of shareholders holding from 10% to less than 20% of the total number of shares with voting rights may nominate one (01) candidate; from 20% to less than 50% may nominate up to two (02) candidates; from 50% to less than 65% may nominate up to three (03) candidates; from 65% or more may nominate the full number of candidates.

3. In case the number of candidates for the Board of Directors through nomination and candidacy is still not enough as required in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with the provisions of the Company Charter, the Internal Regulations on Corporate Governance and the Operating Regulations of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the provisions of law.

4. The members of the Board of Directors must meet the standards and conditions stipulated in Clauses 1 and 2, Article 155 of the Law on Enterprises.

Article 26. Number, composition, and term of office of Board of Directors members

1. The number of members of the Board of Directors is five (05) people elected and dismissed by the General Meeting of Shareholders.

2. The term of the Board of Directors is five (05) years. The term of office of a member of the Board of Directors shall not exceed five (05) years; a member of the Board of Directors may be re-elected for an unlimited number of terms. In case a member is elected to supplement or replace a member who is dismissed or removed during the term, the term of that member is the remaining term of the Board of Directors. Members of the Board of Directors are not necessarily required to hold shares of the Company

3. The Board of Directors of the term just ended shall continue to operate until a new Board of Directors is elected and takes over the work.

4. Board of Directors composition:

a. The total number of non-executive Board of Directors members must account for at least one-third (1/3) of the total number of Board of Directors members. The number of independent members of the Board of Directors must comply with the regulation, ensuring at least one (01) independent member.

b) The structure of the Board of Directors ensures a balance between members with knowledge and experience in law, finance, and the Company's business areas, and takes into account gender factors.

5. A member of the Board of Directors shall no longer be a member of the Board of Directors in the following cases:

a) No longer qualified to be a member of the Board of Directors according to the provisions of the Law on Enterprises or prohibited by law from being a member of the Board of Directors;

b) Submit a written resignation letter to the Company's headquarters and have it approved;

c) Be deprived of or have limited civil capacity;

d) Absent or not attending meetings of the Board of Directors continuously for 6 months without the permission of the Board of Directors and the Board of Directors has decided that this person's position is vacant, except in cases of force majeure;

d) Being dismissed or removed from office as a member of the Board of Directors according to the decision of the General Meeting of Shareholders;

e) No longer an authorized representative of a shareholder that is an organization according to the decision of that organization;

g) Being an authorized representative of a shareholder that is an organization, but that organization is no longer a shareholder of the Company.

h) According to the decision of the General Meeting of Shareholders;

i) Providing false personal information when submitting to the Company as a candidate for the Board of Directors;

k) Other cases as prescribed by law.

6. The Board of Directors may appoint a new member to fill any unexpected vacancy in the Board of Directors, and this appointment must be approved at the next General Meeting of Shareholders. Once approved by the General Meeting of Shareholders, the appointment of the new member will be considered effective from the date of the Board of Directors' appointment. The term of the new Board of Directors' member will be calculated from the effective date of the appointment until the end of the Board's term. In the event the new member is not approved by the General Meeting of Shareholders, all decisions made by the Board of Directors prior to the General Meeting of Shareholders, in which the replacement Board of Directors' member participated in the voting, shall still be deemed valid.

7. The appointment of members of the Board of Directors must be disclosed in accordance with the provisions of the law on securities and the securities market.

Article 27. Powers and duties of the Board of Directors

1. The business activities and affairs of the Company must be supervised or directed by the Board of Directors. The Board of Directors is the company's management body, with full authority to make decisions and exercise the rights and obligations of the Company on behalf of the Company, except for the rights and obligations under the authority of the General Meeting of Shareholders.

2. The Board of Directors is responsible for supervising and directing the Director and other managers and executive officers in managing and operating the Company's daily business operations.

3. The rights and duties of the Board of Directors are stipulated by law, the Charter, the internal regulations of the Company and the decisions of the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:

- a) Determine operational objectives based on strategic objectives approved by the General Meeting of Shareholders;
 - b) Decide on the Company's strategy, medium-term development plan and annual business plan.
 - c) Elect, dismiss, remove the Chairman of the Board of Directors; Appoint, dismiss, remove, sign contracts, terminate contracts, reward, discipline, grant leave, decide on salary, remuneration, bonuses and other benefits for the Company Director and other management and executive positions based on the Company's Management Regulations and upon the Director's proposal; Decide on appointing representatives to exercise ownership rights of shares or capital contributions in other companies along with the remuneration and other benefits of those people. However, the dismissal of management and executive positions of the Company must not be contrary to the contractual rights of the dismissed persons (if any).
 - d) Decide on capital contribution and share purchase of other enterprises with total capital contribution and share purchase value of less than 35% of the total asset value of the Company recorded in the most recent audited financial statement at the request of the Company Director;
 - d) Decide on the organizational structure and internal management regulations of the Company; decide on the establishment of subsidiaries, branches and representative offices of the Company.
- Propose the reorganization, dissolution or bankruptcy of the Company, propose the Internal Regulations on Corporate Governance to submit to the General Meeting of Shareholders for approval according to authority. Decide on the reorganization, dissolution, conversion of the Company, decide on the Internal Regulations on Corporate Governance after being approved by the General Meeting of Shareholders.
- e) Resolve complaints of the Company against managers and executives as well as decide on the selection of Company representatives to resolve issues related to legal proceedings against such managers and executives;
 - g) Propose the types of shares to be issued and the total number of shares to be issued by each type; decide on the sale of shares within the scope of the authorized shares to be sold for each type; decide on raising additional capital through other means; decide on the

q) Approve the agenda and content of documents for the General Meeting of Shareholders, convene the General Meeting of Shareholders or collect opinions for the General Meeting of Shareholders to pass resolutions;

r) Submit audited annual financial statements to the General Meeting of Shareholders;

s) Report to the General Meeting of Shareholders about the Board of Directors' appointment of the Director.

t) Be provided with information and documents on the financial situation and business activities of the Company and of the units within the Company (if any).

u) Other rights and obligations as prescribed.

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

a) Establish branches or representative offices of the Company; establish subsidiaries of the Company (if any);

b) Within the scope specified in Clause 2, Article 153 of the Enterprise Law, and except for the cases specified in Point d, Clause 2, Article 138 and Clause 1, Clause 3, Article 167 of the Enterprise Law, which must be approved by the General Meeting of Shareholders, the Board of Directors decides, at each point in time, on the implementation, modification, and cancellation of the company's contracts.

c) The appointment and removal of persons authorized by the Company as commercial representatives and lawyers of the Company;

d) Borrowing and the execution of the company's mortgages, guarantees, collateral, and indemnities;

đ) Investments that are not included in the business plan and budget or exceed the planned value; or investments that exceed 10% of the annual business plan and budget value;

e) Purchase or sale of shares and capital contributions of the Company as prescribed in Point d, Clause 3 of this Article at other companies;

g) Valuation of non-cash assets contributed to the Company related to the issuance of shares or bonds of the Company, including gold, land use rights, intellectual property rights, technology and technological know-how;

h) The company's repurchase or redemption of no more than 10% of its shares of each type, including the purchase or redemption price;

i) Business matters or transactions that the Board of Directors decides require the approval of the Board of Directors members within the scope of their authority and responsibility;

k) Decide on the price of repurchase, recovery of shares or selling price of shares of the Company.

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

6. The Board of Directors may authorize subordinate officers and managers and executive officers to handle work on behalf of the Company, unless otherwise provided by law.

7. The Board of Directors shall pass decisions by voting at meetings, by obtaining written opinions or by other means prescribed in the Board of Directors' operating regulations. Each member of the Board of Directors shall have one vote.

8. When performing functions and duties, the Board of Directors shall comply with the provisions of law, the Company's Charter and the decisions of the General Meeting of Shareholders. In case a decision passed by the Board of Directors is contrary to the provisions of law or the Company's Charter and causes damage to the Company, the members who approve the decision shall be jointly and severally liable for such decision and shall compensate the Company for the damage; members who oppose the adoption of the above decision shall be exempt from responsibility. In this case, the shareholders of the company have the right to request the court to suspend or annul the above resolution or decision.

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

1. The Company has the right to pay remuneration and bonuses to members of the Board of Directors based on business results and efficiency.

2. Members of the Board of Directors are entitled to remuneration and bonuses. The remuneration is calculated based on the number of working days required to complete the duties of the Board of Directors members and the daily remuneration. The Board of Directors estimates the remuneration for each member based on the principle of consensus. The total remuneration and bonuses of the Board of Directors are decided by the General Meeting of Shareholders at the annual meeting.

3. The remuneration of each member of the Board of Directors is included in the Company's business expenses according to the provisions of the law on corporate income tax, shown as a separate item in the Company's annual financial statements 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 a member of the Board of Directors serving on subcommittees of the Board of Directors or performing

other tasks beyond the scope of the normal duties of a member of the Board of Directors may be paid additional remuneration in the form of a lump sum payment per instance, salary, commission, percentage of profits or in other forms as decided by the Board of Directors.

5. Members of the Board of Directors are entitled to be reimbursed for all travel, accommodation, meals and other reasonable expenses they have incurred in performing their responsibilities as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors or subcommittees of the Board of Directors.

6. The Company may purchase liability insurance for members of the Board of Directors after approval by the General Meeting of Shareholders. This insurance does not include insurance for the responsibilities of members of the Board of Directors related to violations of the law and the Company's Charter.

Article 29. Chairman of the Board of Directors

1. The Chairman of the Board of Directors is elected, dismissed, or removed from office by the Board of Directors from among the members of the Board of Directors.

2. The Chairman of the Board of Directors may not concurrently hold the position of Director.

3. The Chairman of the Board of Directors has the following rights and obligations:

- a) Develop programs and plans for the Board of Directors' activities;
- b) Prepare agenda, content, and documents for meetings; convene, chair and preside over meetings of the Board of Directors;
- c) Organize the adoption of resolutions and decisions of the Board of Directors;
- d) Monitor the implementation of resolutions and decisions of the Board of Directors;
- d) Chair the General Meeting of Shareholders;
- e) Other rights and obligations as prescribed by the Law on Enterprises.

4. In case the Chairman of the Board of Directors submits a resignation or is dismissed or removed from office, the Board of Directors must elect a replacement within ten (10) days from the date of receipt of the resignation or dismissal or removal.

5. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize in writing another member to exercise the rights and obligations of the Chairman of the Board of Directors. In case there is no authorized person or the Chairman of the Board of Directors dies, goes missing, is detained, is serving a prison sentence, is serving an administrative penalty at a compulsory drug rehabilitation facility, a compulsory education facility, has fled from his/her place of residence, has limited or lost civil capacity, has difficulty in cognition, controlling his/her behavior, is prohibited by the

Court from holding a position, practicing a profession or doing certain work, the remaining members shall elect one of the members to hold the position of Chairman of the Board of Directors according to the principle of majority approval of the remaining members until a new decision of the Board of Directors is made.

Article 30. Board of Directors Meetings

1. Meeting to elect Chairman of the Board of Directors.

The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 working days from the date of completion of the election of the Board of Directors. This meeting shall be convened and chaired by the member with the highest number of votes or the highest percentage of votes. In case there is more than one member with the highest number of votes or the highest percentage of votes and equal, the members shall vote by majority to select one of them to convene the meeting of the Board of Directors.

2. Regular meetings.

The Board of Directors meets at least quarterly.

3. Extraordinary meetings.

The Chairman of the Board of Directors must convene an extraordinary meeting of the Board of Directors when deemed necessary for the benefit of the Company, and must not delay without a valid reason, when one of the following subjects requests in writing to present the purpose of the meeting and the issues to be discussed:

- a) At the request of the Board of Supervisors or an independent member of the Board of Directors;
- b) At the request of the Director or at least 05 other executives;
- c) Requested by at least 02 members of the Board of Directors;
- d) Other cases as prescribed in the Company Charter.

The proposal must be made in writing, clearly stating the purpose, issues to be discussed and decisions within the authority of the Board of Directors.

4. The meetings of the Board of Directors mentioned in Clause 3 of this Article must be held by the Chairman of the Board of Directors within 07 days after the meeting proposal is made. In case the Chairman of the Board of Directors does not agree to convene the meeting as requested, the Chairman shall be responsible for any damages caused to the Company; the persons requesting the meeting mentioned in Clause 3 of this Article may themselves convene the meeting of the Board of Directors.

5. In case of request from an independent auditing company to audit the Company's financial statements, the Chairman of the Board of Directors must convene a meeting of the Board of Directors to discuss the audit report and the Company's situation.

6. Meeting location.

Board meetings shall be held at the Company's head office or at other locations in Vietnam as decided by the Chairman of the Board of Directors and agreed by the Board of Directors.

7. Notice and meeting agenda.

a) Notice of the Board of Directors' meeting must be sent to the members of the Board of Directors and the Supervisors at least five (05) working days before the meeting date, and may be sent to the Company Director who is not a member of the Board of Directors; members of the Board of Directors may refuse the meeting invitation in writing and such refusal may be changed or revoked in writing by that member of the Board of Directors. Notice of the Board of Directors' meeting must be in Vietnamese and must fully notify the agenda, time and location of the meeting, accompanied by necessary documents on the issues to be discussed and voted on at the Board of Directors' meeting and the voting ballots of the Board of Directors' members.

b) The meeting invitation shall be sent via written invitation, telephone, fax, email or other means, but must ensure that they reach the contact address of each member of the Board of Directors and Supervisors registered at the company.

8. Minimum number of members attending.

a) A meeting of the Board of Directors convened under the first notice shall be conducted when at least three-fourths (3/4) of the total members attend the meeting, either in person or through a representative (authorized person), if approved by the majority of the Board of Directors members.

b) In case the meeting convened as prescribed in Point a, Clause 8 of this Article does not have enough members to attend the meeting as prescribed, the meeting must be convened for the second time within seven (07) days from the date of the first scheduled meeting. In this case, the meeting shall be held if more than half (1/2) of the members of the Board of Directors attend the meeting;

c) If the number of members is not sufficient, the Board of Directors meeting shall be re-organized for the third time on the next working day at the same location and at the same time, then the Board of Directors meeting is always valid regardless of the number of members attending.

9. Vote.

a) Except for the case specified in Point b Clause 9 of this Article, each member of the Board of Directors or authorized person present in person at the Board of Directors meeting shall have one (01) vote;

b) A member of the Board of Directors shall not vote on contracts, transactions or proposals in which the member or a person related to the member has an interest and such interest conflicts or may conflict with the interests of the Company. A member of the Board of Directors shall not be counted toward the minimum number of attendees required to hold a Board meeting for decisions in which that member does not have the right to vote;

c) Pursuant to Point d Clause 9 of this Article, when a problem arises in a meeting of the Board of Directors relating to the level of interests of a member of the Board of Directors or relating to the voting rights of a member and such problems are not resolved by the voluntary renunciation of the voting rights of that member of the Board of Directors, such problems shall be referred to the chairman of the meeting and the chairman's decision relating to all other members of the Board of Directors shall be final, except in cases where the nature or scope of interests of the relevant member of the Board of Directors has not been fully disclosed;

d) A member of the Board of Directors who benefits from a contract specified in Point a, Point b Clause 5 Article 44 of this Charter shall be considered to have a significant interest in that contract.

d) The Supervisors and the Company Director who are not members of the Board of Directors have the right to attend meetings of the Board of Directors, have the right to discuss but not to vote.

10. Disclosure of benefits.

A member of the Board of Directors who, directly or indirectly, benefits from a contract or transaction that has been signed or is proposed to be signed with the Company, and knows that they have or shall have an interest in it, must disclose such interest at the first meeting of the Board of Directors where the contract or transaction is discussed or considered. In the event that the Board member was not aware, at the time the contract or transaction was entered into with the Company, that they or their related persons had or would have an interest, the member must disclose the relevant interest at the first Board meeting held after they become aware that they have or shall have an interest in the related contract or transaction.

11. Majority vote.

The decision of the Board of Directors shall be adopted if approved by a majority of more than fifty percent (50%) of the members attending the meeting. In case the number of votes for and against are equal, the final decision shall belong to the side with the opinion of the Chairman of the Board of Directors.

12. Absentee voting.

Members who do not attend the meeting in person have the right to vote by written ballot, electronic ballot or other electronic means. Written ballots must be enclosed in sealed envelopes and must be delivered to the Chairman of the Board of Directors at least one hour before the opening time. Voting ballots may only be opened in the presence of all attendees.

13. Online meetings or other forms.

A meeting of the Board of Directors may be held by way of a video conference between members of the Board of Directors when all or some of the members are in different locations, provided that each member attending the meeting is able to:

a) Listen to each other Council member speaking at the meeting;

b) Address all other members present simultaneously. Discussion and exchange between members may be conducted directly by telephone or by other means of communication (including the use of such means at the time of adoption of the Charter or later) or by a combination of all these methods. For the purposes of this Charter, a member of the Board of Directors participating in such a meeting shall be considered "present" at that meeting. The place of a meeting held under this provision shall be the place where the largest group of members of the Board of Directors is assembled, or if there is no such group, the place where the Chairman of the meeting is present.

Decisions passed in a properly organized and conducted online meeting shall be effective immediately upon the conclusion of the meeting but must be confirmed by the signatures in the minutes of all members of the Board of Directors attending the meeting.

14. Written resolution.

A resolution in the form of a written opinion is passed on the basis of the approval of the majority of the members of the Board of Directors with voting rights. This type of resolution has the same effect and value as a resolution passed by the members of the Board of Directors at a meeting convened and held in accordance with the usual practice.

15. Minutes of Board of Directors meeting.

The Chairman of the Board of Directors shall be responsible for sending the minutes of the Board of Directors' meetings to the members and such minutes shall be considered as authentic evidence of the work conducted in such meetings unless there is any objection to the content of the minutes within ten (10) days from the date of sending. The minutes of the Board of Directors' meetings shall be prepared in Vietnamese and may be prepared in English, containing the main contents in accordance with Article 158 of the Law on Enterprises and must be signed by all members of the Board of Directors attending and the person recording the minutes. The meeting of the Board of Directors may be recorded and stored in audio or other electronic formats.

16. Observers invited to attend the meeting.

The person in charge of corporate governance (the Secretary), the Chief Executive Officer, the Supervisors, other executive officers (if not members of the Board of Directors), and third-party experts may attend meetings of the Board of Directors upon the invitation of the Board of Directors but shall not have voting rights unless they themselves are entitled to vote as members of the Board of Directors.

Article 31. Subcommittees of the Board of Directors.

1. The Board of Directors may establish subcommittees to be responsible for development policies, personnel, salaries, and internal control. The members of the subcommittee shall consist of at least three (03) people, including members of the Board of Directors and external members as decided by the Board of Directors. Independent members of the Board of Directors/non-executive members of the Board of Directors shall make up the majority of the subcommittee and one of these members shall be appointed as Head of the subcommittee as decided by the Board of Directors. The activities of the subcommittee must comply with the regulations of the Board of Directors. The resolutions of the subcommittee shall only be effective when the majority of the members attending and voting at the subcommittee meeting are members of the Board of Directors.

2. The implementation of decisions of the Board of Directors or of subcommittees under the Board of Directors must comply with current legal regulations and provisions in the Company Charter and Internal Regulations on corporate governance.

Article 32. Corporate Governance Officer

1. The Board of Directors shall appoint at least one (01) person as the Corporate Governance Officer to support the effective conduct of corporate governance activities. The Corporate Governance Officer may concurrently serve as the Company Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises. The term of office of the Corporate Governance Officer shall be decided by the Board of Directors, with a maximum of five (05) years.

2. The person in charge of corporate governance must meet the following standards:

- a) Have knowledge of the law;
- b) Not allowed to concurrently work for an independent auditing company that is auditing the Company's financial statements;
- c) Understand the Company's business operations and internal management; Have the ability to synthesize and proficiently use information technology and office equipment.
- d) Other standards as prescribed by Law, this Charter and decisions of the Board of Directors.

3. The Board of Directors may dismiss the Company's Administrator when necessary, but not contrary to current labor laws.

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

a) Advise the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and related work between the Company and shareholders;

b) Prepare meetings of the Board of Directors, Board of Supervisors and General Meeting of Shareholders at the request of the Board of Directors or Board of Supervisors;

c) Advice on meeting procedures;

d) Attend meetings;

đ) Consulting on procedures for preparing resolutions of the Board of Directors in accordance with legal provisions;

e) Provide financial information, copies of Board of Directors meeting minutes and other information to members of the Board of Directors and the Board of Supervisors;

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

h) Keep information confidential according to the provisions of Law and the Company Charter;

i) Receive remuneration (allowances) according to the Company's internal management regulations and/or according to the decision of the Board of Directors.

k) Other rights and obligations as prescribed by Law and the Company Charter.

Chapter VIII **COMPANY DIRECTOR,** **AND OTHER EXECUTIVE OFFICERS OF THE COMPANY**

Article 33. Establishment of the Management System

The Company establishes and promulgates a management system to ensure that the management apparatus is responsible to the Board of Directors and is subject to the supervision and direction of the Board of Directors in the Company's daily business operations. The Company has a Director, a number of Deputy Directors, a Chief Accountant and other executive positions appointed and dismissed by the Board of Directors in accordance with the Company's Management Regulations. The appointment and dismissal of the above positions must be carried out by a duly approved resolution of the Board of Directors. The Director and Deputy Directors of the Company may concurrently be members of the Board of Directors.

Article 34. The Executive of the Company

1. Upon the request of the Director and with the approval of the Board of Directors, the Company is entitled to recruit and employ other executive officers with the number and standards appropriate to the structure and management mechanism of the Company as prescribed by the Board of Directors. The Company's executive officers must have the necessary diligence so that the Company's activities and organization can achieve the set goals.

2. Salary, remuneration, benefits and other policies for the Company Director shall be decided by the Board of Directors.

3. The salary, remuneration, benefits and other terms of the employment contract for other executive officers shall be decided by the Board of Directors based on the proposal of the Director.

4. The salaries of the Director and other executive officers of the Company are included in the Company's business expenses according to the provisions of the law on corporate income tax and must be shown as a separate item in the Company's annual financial statements and must be reported to the Annual General Meeting of Shareholders.

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

1. Appointment.

The Board of Directors shall appoint a member of the Board or another person as the Director of the Company and shall enter into a contract stipulating the salary, remuneration, benefits and other relevant terms. Information on the salary, remuneration, and other benefits of the Director of the Company shall be reported at the Annual General Meeting of Shareholders and shall be stated in the Company's annual report.

2. Term.

The term of office of the Director is five (05) years unless otherwise stipulated by the Board of Directors and may be reappointed. The appointment may expire based on the provisions of the Labor Contract (if any).

3. Standards.

a) The CEO of the Company must meet the criteria set out in Article 64 of the Law on Enterprises and must not be individuals prohibited by law from holding this position, namely minors, persons lacking legal capacity, those who have been convicted of a crime, those currently serving a prison sentence, military personnel, civil servants, and those who have been judicially determined to have caused the company they previously led to go bankrupt.

b) Other standards as prescribed by Law.

4. Powers and duties.

- a) Implement resolutions and decisions of the Board of Directors and the General Meeting of Shareholders; organize the implementation of the Company's business plan and investment plan approved by the Board of Directors and the General Meeting of Shareholders;
- b) Decide on all matters related to the daily business of the company under the authority of the Director or not under the authority of the Board of Directors, sign financial and commercial contracts and transactions on behalf of the Company under the authority or contracts and transactions approved by the Board of Directors and the General Meeting of Shareholders in accordance with the provisions of this Charter, organize and operate the Company's daily production and business activities according to the best management practices;
- c) Propose to the Board of Directors to appoint, dismiss, remove from office or sign contracts, terminate contracts, reward, discipline, grant leave, decide on salaries of the Deputy Director, Chief Accountant of the Company, other executive officers according to the Company's Management Regulations and appoint, dismiss representatives to manage the Company's capital invested in other enterprises;
- d) Decisions on appointment, dismissal, removal, reward, discipline, salary arrangement, and leave for positions of officers and employees in the Company that are not subject to approval by the Board of Directors (for positions that require approval by the Board of Directors, decisions can only be made after reporting to and being approved by the Board of Directors);
- d) Consult the Board of Directors to decide on the number of employees of the Company. Recruit employees, sign labor contracts, job assignments, decide on salaries and allowances (if any), reward, discipline, give leave or terminate employees in the Company according to the provisions of labor law and the Company's regulations;
- e) Propose the Board of Directors to decide on the establishment, reorganization, dissolution of subsidiaries, branches, representative offices of the Company; contribute capital to buy shares of other enterprises; propose approval of the Company's internal management regulations. Propose approval of proposals for reorganization, separation, merger, consolidation, dissolution or bankruptcy of the Company, propose internal regulations on corporate governance to report to the Board of Directors to submit to the General Meeting of Shareholders for approval according to authority.
- g) Propose plans to pay dividends or handle business losses; propose measures to improve the Company's operations and management;
- h) Draft development strategies, short-term and medium-term development plans, annual business plans, investment projects, and internal management regulations of the Company to submit to the Board of Directors;

i) Prepare the Company's long-term, annual and quarterly budgets (hereinafter referred to as the budget) to serve the Company's long-term, annual and quarterly management activities according to the business plan. The annual budget (including the balance sheet, income statement and projected cash flow statement) for each fiscal year must be submitted to the Board of Directors for approval and must include the information specified in the Company's regulations;

k) No later than October 31 of each year, the Executive Director must submit to the Board of Directors for approval a detailed business plan for the following fiscal year on the basis of meeting business requirements and in accordance with the 5-year financial plan;

l) Carry out all other activities as prescribed in this Charter and the Company's regulations, resolutions of the Board of Directors, the Director's employment contract and the Law;

m) Has the right to refuse to implement decisions of the Chairman or members of the Board of Directors if they are found to be illegal, contrary to this Charter or contrary to resolutions of the General Meeting of Shareholders; at the same time, must be responsible for immediately notifying the Board of Supervisors in writing;

n) Decide on measures beyond his/her authority in emergency cases such as natural disasters, fires, force majeure incidents and be responsible for these decisions, and immediately report to the Board of Directors;

o) Perform the responsibilities of the Company's Legal Representative as prescribed in Article 13 of the Law on Enterprises.

5. Report to the Board of Directors and shareholders.

The Company Director is responsible to the Board of Directors and the General Meeting of Shareholders for the performance of assigned duties and powers and must report to these agencies when requested.

6. Dismissal.

The Board of Directors may dismiss the Company Director when a majority of more than fifty percent (50%) of the Board of Directors members attending the meeting with voting rights approve and appoint a new Company Director to replace the dismissed one. The Company Director is dismissed. have the right to object to the exemption this responsibility at the next nearest General Meeting of Shareholders.

7. Resignation or disqualification.

a) When wishing to resign, the Company Director must submit a letter of resignation to the Board of Directors. Within 30 days from the date of receipt of the letter, the Board of Directors must consider and decide.

b) The Company Director loses his/her status when he/she dies, loses his/her mental health, loses his/her civil rights, or unauthorized absence from duty for three days or more. In this case, the Board of Directors must temporarily appoint a replacement for no more than 30 days and carry out the procedures to appoint a new Director.

8. Authorization, delegation.

a) The Company Director may authorize or delegate to Deputy Directors or other persons to handle certain tasks of the Company on their behalf and shall bear legal responsibility for such authorization or delegation;

b) The person authorized or delegated shall be legally responsible to the Director of the Company and under the law for the tasks they perform;

c) Authorization and delegation related to the Company's seal must be made in writing and have a time limit;

Chapter IX BOARD OF SUPERVISION

Article 36. Nomination and Candidacy of Members of the Board of Supervisors

1. In case the candidates have been identified in advance, information related to the candidates for the Board of Supervisors shall be included in the documents of the General Meeting of Shareholders and announced at least ten (10) days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Supervisors must have a written commitment to the honesty, accuracy and reasonableness of the personal information disclosed and must commit to performing their duties honestly if elected as a Supervisors. Information related to candidates for the Board of Supervisors to be announced shall include at least the following contents:

- a) Full name, date of birth;
- b) Education level;
- c) Professional qualifications;
- d) Work process;

d) Companies where the candidate is holding the position of Supervisor and other management and executive positions;

c) Assessment report on the candidate's contribution to the Company, in case the candidate is currently a Supervisors of the Company;

- g) Benefits related to the Company (if any);

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h) Full name of the shareholder or group of shareholders nominating that candidate (if any);

i) Other information (if any).

2. Introduce and nominate to the Board of Supervisors.

Shareholders have the right to pool their votes together to nominate candidates for the Board of Supervisors. Shareholders or groups of shareholders holding from 10% to less than 20% of the total number of shares with voting rights may nominate one (01) candidate; from 20% to less than 50% may nominate a maximum of two (02) candidates; from 50% or more may nominate three (03) candidates.

3. In case the number of candidates for the Board of Supervisors through nomination and candidacy is still not enough, the incumbent Board of Supervisors may nominate additional candidates or organize nominations according to the mechanism prescribed by the Company in the internal regulations on corporate governance. The procedures and mechanisms for the incumbent Board of Supervisors to nominate candidates for the Board of Supervisors must be clearly announced and must be approved by the General Meeting of Shareholders before the nomination is made.

Article 37. Number, composition and term of office of members of the Board of Supervisors

1. The number of member of the Company's Board of Supervisors is five (05) members, who are elected and dismissed by the General Meeting of Shareholders. The term of Board of Supervisors is 05 years, the member of Board of Supervisors may be re-elected with an unlimited number of terms.

2. The member of Board of Supervisors must meet the standards and conditions prescribed in Article 169 of the Law on Enterprises, the Company's Charter and not fall into the following cases:

a) Work in the accounting and finance department of the Company.

b) Being a member or employee of an independent auditing company that audited the Company's financial statements for the previous three (03) consecutive years.

3. The member of Board of Supervisors shall be dismissed or removed in the following cases:

a) The member is prohibited by law from being the member of Board of Supervisors or no longer meet the standards and conditions to be the member of Board of Supervisors as prescribed in Article 169 of the Law on Enterprises.

b) The member of Board of Supervisors has submitted a resignation letter to the Company's head office and has been accepted;

c) The member of Board of Supervisors has a mental disorder and other members of Board of Supervisors have professional evidence proving that he or she no longer has civil capacity;

d) The member of Board of Supervisors fails to perform his/her obligations, is absent from meetings of the Board of Supervisors continuously for six (06) consecutive months, and during this time the Board of Supervisors does not allow that member of Board of Supervisors to be absent and has decided that his/her position is vacant, except in cases of force majeure;

đ) The member shall be dismissed from the position of the member of Board of Supervisors by a decision of the General Meeting of Shareholders for failing to complete their duties or for repeatedly violating the obligations of the member of Board of Supervisors as stipulated by the Law on Enterprises and this Charter.

e) No longer an authorized representative of a shareholder that is an organization according to the decision of that organization;

g) Being an authorized representative of a shareholder that is an organization, but that organization is no longer a shareholder of the Company.

h) Other cases as prescribed by law and this charter.

4. The member of Board of Supervisors may be replaced when an unexpected vacancy arises. The replacement member of Board of Supervisors must be approved at the next General Meeting of Shareholders. Once approved by the General Meeting of Shareholders, the replacement of the new member of Board of Supervisors will be considered effective from the date of the Board of Supervisors's appointment. The term of the new member of Board of Supervisors will be calculated from the effective date of the replacement until the end of the Board of Supervisors's term. In the event the new member of Board of Supervisors is not approved by the General Meeting of Shareholders, all decisions made by the Board of Supervisors prior to the General Meeting of Shareholders, in which the replacement member of Board of Supervisors participated in the voting, shall still be deemed valid.

5. In case the Board of Supervisors seriously violates their obligations, causing a risk of causing damage to the Company, the Board of Directors shall convene a General Meeting of Shareholders to consider and dismiss the incumbent Board of Supervisors and elect a new Board of Supervisors to replace it.

6. In case the new term of Board of Supervisors has not been elected at the end of the term, the expired term of Board of Supervisors shall continue to exercise their rights and perform their duties until the new term of Board of Supervisors is elected and takes up duties.

Article 38. Head of Board of Supervisors

1. The member of Board of Supervisors must elect a member of Board of Supervisors as Head of the Board of Supervisors; the election, dismissal, and removal shall be based on the majority principle. The Head of the Board of Supervisors must have a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration, or a major related to the company's business operations.

2. The Head of the Board of Supervisors has the following rights and responsibilities:

- a) Convene and chair meetings of the Board of Supervisors;
- b) Request the Board of Directors, the Executive Director and other managers and executives to provide relevant information to report to the members of the Board of Supervisors;
- c) Prepare and sign the report of the Board of Supervisors after consulting with the Board of Directors to submit to the General Meeting of Shareholders;

Article 39. Rights and obligations of the Board of Supervisors

1. Rights and obligations of the Board of Supervisors:

The Board of Supervisors has the rights and obligations as prescribed in Article 170 of the Law on Enterprises and this Charter, mainly the following powers and obligations:

- a) Monitor the financial situation of the Company, the legality of the activities of members of the Board of Directors, the Executive Director, and other managers, and the coordination of activities between the Board of Supervisors, the Board of Directors, the Director, and shareholders.
- b) Be responsible to the General Meeting of Shareholders for monitoring activities and performing assigned tasks;
- c) Check the reasonableness, legality, honesty and level of prudence in management and operation of business activities, in organization of accounting, statistics and preparation of financial statements;
- d) Assess the completeness, legality and truthfulness of the Company's business situation report, annual and 6-month financial statements, and the Board of Directors' management assessment report and submit the assessment report at the annual General Meeting of Shareholders. Review contracts and transactions with related parties under the approval authority of the Board of Directors or the General Meeting of Shareholders and make recommendations on contracts and transactions requiring approval by the Board of Directors or the General Meeting of Shareholders;
- đ) Review, inspect and evaluate the effectiveness and efficiency of the Company's internal control, internal audit, risk management and early warning systems;

e) Review the Company's accounting books and other documents, the Company's management and operations whenever deemed necessary or by decision of the General Meeting of Shareholders or at the request of a shareholder or group of shareholders as prescribed in Clause 2, Article 12 of this Charter;

g) Upon request of a shareholder or group of shareholders as stipulated in Clause 2, Article 12 of this Charter, the Board of Supervisors shall conduct an inspection within seven (07) working days from the date of receipt of the request. Within fifteen (15) days from the date of completion of the inspection, the Board of Supervisors shall report and explain the issues requested for inspection to the Board of Directors and the requesting shareholder or group of shareholders. The inspection by the Board of Supervisors as stipulated in this Clause shall not impede the normal operations of the Board of Directors and shall not disrupt the Company's business operations;

h) Propose to the Board of Directors or the General Meeting of Shareholders measures to amend, supplement, and improve the organizational structure for management and operation of the Company's business activities; Develop the Operating Regulations of the Board of Supervisors and submit them to the General Meeting of Shareholders for approval.

i) When discovering that a member of the Board of Directors, the Executive Director and other executives violate the law and the Company's Charter, it is necessary to immediately notify the Board of Directors in writing within forty-eight (48) hours, requesting the violator to stop the violation and take measures to remedy the consequences;

k) Propose and recommend to the General Meeting of Shareholders to approve the selection of an independent auditing company, the auditing fee and all matters related to the withdrawal or dismissal of the independent auditing company. Discuss with the independent auditor the nature and scope of the audit before starting the audit; discuss difficulties and problems discovered from the mid-term or final-term audit results as well as all matters that the independent auditor wants to discuss;

l) Review the management letter of the independent auditor and the feedback of the Company's Executive Board and management; review the Company's report on internal control systems before approval by the Board of Directors; review the results of internal investigations and the feedback of the Company's executive and management board;

m) The Board of Supervisors has the right to use independent consultants or the Company's internal audit department to perform assigned tasks;

n) The Board of Supervisors may consult the Board of Directors before submitting reports, conclusions and recommendations to the General Meeting of Shareholders;

o) Attend meetings of the Board of Directors upon invitation, express opinions but not participate in voting;

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p) Report at the General Meeting of Shareholders as prescribed in Article 290 of Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

q) Exercise other rights and obligations as prescribed by the Law on Enterprises, this Charter and decisions of the General Meeting of Shareholders;

2. The right to access information of the Board of Supervisors:

a) The meeting invitation, the Board of Directors' opinion solicitation form, and accompanying documents must be sent to the Supervisors at the same time and through the same method as for the members of the Board of Directors.

b) Members of the Board of Directors, the Company's Director and other executive officers must provide complete, accurate and timely information and documents on the Company's management, operations and business activities at the request of the Supervisors or the Board of Supervisors.

c) The Company's administrative officer (Secretary) must ensure that all copies of financial information and other information provided to members of the Board of Directors and copies of minutes and resolutions of meetings of the Board of Directors and General Meetings of Shareholders must be provided to the Supervisors at the same time and in the same manner as to members of the Board of Directors.

d) The Director's report to the Board of Directors or other documents issued by the Company must be sent to the Supervisors at the same time and in the same manner as to the members of the Board of Directors.

d) The Supervisors the right to access the Company's records and documents kept at the head office, branches and other locations; has the right to visit the workplaces of the Company's managers, executives and employees during working hours;

e) Reports and documents prepared by the Board of Directors relating to business results, financial statements, and reports evaluating the Company's management and operations must be sent to the Board of Supervisors for review at least 30 days before the opening date of the Annual General Meeting of Shareholders.

3. Obligations of the Supervisors:

a) Comply with the law, the Company's Charter, decisions of the General Meeting of Shareholders and professional ethics in performing assigned rights and obligations;

b) Exercise assigned rights and obligations honestly, carefully and to the best of one's ability to ensure the maximum legitimate interests of the Company and its shareholders;

c) Be loyal to the interests of the Company and its shareholders; do not use the Company's information, secrets, business opportunities, or abuse position, title, or assets for personal gain or to serve the interests of other organizations or individuals;

d) In case of violating the provisions at points a, b, c of this Clause causing damage to the Company or others, the Supervisors shall be personally or jointly responsible for compensating such damage;

Any income and other benefits that the Supervisors directly or indirectly obtains due to the violation must be returned to the Company.

d) In case a Supervisor is found to have violated the rights and obligations assigned, the Board of Directors must notify the Board of Supervisors in writing; request the violator to stop the violation and take measures to remedy the consequences.

Article 40. Board of Supervisors Meeting

1. After consulting the Board of Directors, the Board of Supervisors may issue regulations on meetings of the Board of Supervisors and the manner of operation of the Board of Supervisors. The Board of Supervisors must meet at least two (02) times a year and the meeting shall be held when two-thirds (2/3) or more of the members attend the meeting. Minutes of the Board of Supervisors meetings shall be detailed and clear. The Secretary (if any) and the Supervisors attending the meeting shall sign the minutes of the meeting. Minutes of the Board of Supervisors meetings shall be kept to determine the responsibilities of each Supervisor.

2. The Board of Supervisors has the right to request members of the Board of Directors, the Director and representatives of the independent auditing company to attend and answer issues of concern to the Supervisors.

Article 41. Salary , remuneration, bonuses and other benefits of members of the Board of Supervisors:

Salaries, remuneration, bonuses and other benefits of members of the Board of Supervisors are implemented according to the following provisions:

1. Members of the Board of Supervisors shall be paid salaries, remuneration, bonuses and other benefits according to the decision of the General Meeting of Shareholders. The General Meeting of Shareholders shall decide on the total salaries, remuneration, bonuses, other benefits and the annual operating budget of the Board of Supervisors.

2. Members of the Board of Supervisors shall be paid for their meals, accommodation, travel, and independent consulting services at reasonable rates. The total remuneration and expenses shall not exceed the total annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

3. Salaries and operating expenses of the Board of Supervisors are included in the Company's business expenses according to the provisions of the law on corporate income tax, other relevant legal provisions and must be recorded as a separate item in the Company's annual financial statements.

Chapter X ELECTION OF BOARD OF DIRECTORS AND BOARD OF SUPERVISORS

Article 42. Election of Board of Directors and Board of Supervisors

1. Ordinary shareholders who voluntarily form a group meeting the prescribed conditions to nominate candidates for the Board of Directors and the Supervisory Board must notify the shareholders attending the meeting about the group meeting no later than the time the General Shareholders' Meeting commences. The Company shall inform the shareholders attending the meeting about this information at the General Shareholders' Meeting.

2. Based on the number of members of the Board of Directors and the Board of Supervisors, shareholders or groups of shareholders specified in Clause 3, Article 12 of this Charter have the right to nominate one or several candidates for the Board of Directors and the Board of Supervisors according to the provisions in Clause 2, Article 25 and Clause 2, Article 36 of this Charter respectively. In case the number of candidates nominated by shareholders or groups of shareholders is lower than the number of candidates they are entitled to nominate, the remaining candidates shall be nominated by the Board of Directors, the Board of Supervisors and other shareholders.

3. Voting to elect members of the Board of Directors and the Board of Supervisors must be carried out by cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned or represented multiplied by the number of elected members of the Board of Directors or the Board of Supervisors, and shareholders have the right to accumulate all or part of their total votes for one or several candidates.

4. The elected members of the Board of Directors or Board of Supervisors are determined by the number of votes from high to low, starting from the candidate with the highest number of votes until the number of members specified in the Company's Charter is sufficient. In case there are 02 or more candidates with the same number of votes for the final member of the Board of Directors or Board of Supervisors, a re-election shall be conducted among the candidates with the same number of votes or selection shall be made according to the criteria specified in the election regulations.

5. In case the first election does not have enough members of the Board of Directors and the Board of Supervisors as prescribed, a second election must be held among the

remaining candidates nominated in the first election. In case the second election still does not have enough members as prescribed, the General Meeting of Shareholders shall decide whether to continue the election or not. If the General Meeting of Shareholders cannot decide, the Chairman of the General Meeting shall decide.

Chapter XI

RESPONSIBILITIES OF BOARD OF DIRECTORS AND SUPERVISORS DIRECTORS AND OTHER EXECUTIVE OFFICERS

Article 43. Responsibility of care of members of the Board of Directors, Board of Supervisors, Company Director and executive officers

Members of the Board of Directors, Supervisors, the Company's Director and other entrusted executives are responsible for performing their duties, including those as members of subcommittees of the Board of Directors, honestly and in a manner they believe is in the best interests of the Company and with a degree of care that a prudent person would normally have when holding a similar position and in similar circumstances.

Article 44. Responsibility to be honest and avoid conflicts of interest

1. Members of the Board of Directors, Supervisors, Directors and other executives must publicly disclose related interests as prescribed in Article 164 of the Law on Enterprises and other legal provisions.

2. Members of the Board of Directors, Supervisors, the Company Director and other executives are not allowed to use business opportunities that may benefit the Company for personal purposes; at the same time, they are not allowed to use information obtained through their positions for personal gain or to serve the interests of any other organization or individual.

3. Members of the Board of Directors, members of the Board of Supervisors, the Director and other managers are obliged to notify in writing the Board of Directors and the Board of Supervisors of transactions between the Company, its subsidiaries, other companies in which the public company controls 50% or more of the charter capital with that entity itself or with related persons of that entity in accordance with the provisions of law. For the above transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with the provisions of the law on securities on information disclosure.

A member of the Board of Directors is not allowed to vote on transactions that benefit that member or a related person of that member according to the provisions of the Law on Enterprises and the Company Charter.

4. Unless otherwise decided by the General Meeting of Shareholders, the Company is not allowed to provide loans, guarantees, or credits to members of the Board of Directors,

Supervisors, Directors of the Company, other executive officers and those related to the above members or any legal entities in which these persons have financial interests, except in cases where the public company and the organization related to this member are companies in the same Group or companies operating in a group of companies, including parent company - subsidiary, economic group and specialized laws have other provisions.

5. Contracts or transactions between the Company and one or more members of the Board of Directors, Supervisors, Company Directors, other executive officers, or individuals, organizations related to them or companies, partners, associations, or organizations of which members of the Board of Directors, Supervisors, Company Directors, other executive officers or individuals related to them are members, or have related financial interests, shall not be void in the following cases:

a) For contracts with a value of less than 20% of the total asset value recorded in the most recent financial statement, the important contents of the contract or transaction as well as the relationships and interests of the members of the Board of Directors, the Board of Supervisors, the Director, and other executives have been reported to the Board of Directors. At the same time, the Board of Directors has allowed the implementation of such contract or transaction in good faith by the majority vote of the Board members who have no related interests; or

b) For contracts with a value greater than 20% of the total asset value recorded in the most recent financial report, the important contents of this contract or transaction as well as the relationships and interests of the members of the Board of Directors, Supervisors, Directors, and executive officers have been announced to shareholders with no relevant interests who have the right to vote on that issue, and those shareholders have voted in favor of this contract or transaction;

c) Such contract or transaction is considered by an independent consulting organization to be fair and reasonable in all aspects related to the Company's shareholders at the time the transaction or contract is approved or ratified by the Board of Directors or the General Meeting of Shareholders.

Members of the Board of Directors, Supervisors, Directors of the Company, other executive officers, individuals and organizations related to the above members are not allowed to use information that has not been permitted to be published by the Company or disclose it to others to carry out related transactions.

Article 45. Liability for damages and compensation

1. Liability for damages.

Members of the Board of Directors, Supervisors, Directors of the Company and other executive officers who violate their obligations and responsibilities of honesty and prudence,

and fail to fulfill their obligations with diligence and professional competence shall be liable for damages caused by their violations.

2. Compensation.

The Company shall indemnify individuals who have been, are currently, or are at risk of becoming a party to claims, lawsuits, or prosecutions (including civil and administrative matters, and excluding those cases in which the company is the initiating party), if the individual has been or is a member of the Board of Directors, executive officer, employee or authorized representative of the Company or such person has been or is acting at the request of the Company as a member of the Board of Directors, executive officer, employee or authorized representative of the Company provided that such person has acted honestly, prudently, diligently in the interest of or not in conflict with the interest of the Company, on the basis of compliance with the law and there is no evidence confirming that such person has breached his/her responsibilities.

When performing functions, duties or performing work authorized by the Company, members of the Board of Directors, Supervisors, other executive officers, employees or authorized representatives of the Company shall be compensated by the Company when becoming a party involved in complaints, lawsuits, or prosecutions (except for lawsuits initiated by the Company) in the following cases:

a) Acted honestly, carefully, diligently for the benefit and not in conflict with the interests of the Company;

b) Comply with the law and have no evidence of failure to perform their responsibilities.

3. Compensation costs include expenses incurred (including attorneys' fees), judgment costs, fines, and payments actually incurred or considered reasonable in resolving these cases within the framework of the law. The Company may purchase insurance for such persons to avoid the above compensation liabilities.

Chapter XII RIGHT TO SEARCH COMPANY BOOKS AND RECORDS

Article 46. Right to search books and records

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

a) Ordinary shareholders have the right to review, look up and extract information about their names and contact addresses in the list of shareholders with voting rights; request correction of their inaccurate information; review, look up, extract or copy the Company

Charter, minutes of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;

b) Shareholders or groups of shareholders owning 5% or more of the total number of common shares have the right to review, look up, and extract the minutes and resolutions and decisions of the Board of Directors, mid-year and annual financial reports, reports of the Board of Supervisors, contracts, transactions that must be approved by the Board of Directors and other documents, except for documents related to trade secrets and business secrets of the Company.

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

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

4. The Company must keep this Charter and amendments to the Charter, the Certificate of Business Registration, regulations, documents proving ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Board of Supervisors, annual financial statements, accounting books and other documents as prescribed by law at the head office or another place provided that shareholders and the Business Registration Authority are notified of the location where these documents are stored.

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

Chapter XIII **WORKERS, UNIONS AND ORGANIZATIONS** **POLITICS - SOCIETY IN THE COMPANY**

Article 47. Workers, unions and socio-political organizations

1. The Company Director must make plans for the Board of Directors to approve issues related to recruitment, employee leave, salary, social insurance, benefits, rewards and discipline for employees and Company executives, and other issues as prescribed by law.

2. The Communist Party of Vietnam organization in the Company operates in accordance with the Constitution and laws of the Socialist Republic of Vietnam and the Charter of the Communist Party of Vietnam.

3. Trade unions and other socio-political organizations in the Company operate in accordance with the Constitution and laws of the Socialist Republic of Vietnam and the charters of those organizations.

4. The Company has the obligation to respect and not to obstruct or cause difficulties in the establishment of political organizations and socio-political organizations at the Company; not to obstruct or cause difficulties for employees to participate in activities in these organizations; and to create conditions for the above organizations to operate in accordance with their functions, tasks and charters.

Chapter XIV PROFIT DISTRIBUTION

Article 48. Profit distribution

1. The Company's pre-tax profit after offsetting previous year's losses (if any) in accordance with the provisions of the Law on Corporate Income Tax, allocating the Science and Technology Development Fund (if any) in accordance with regulations, paying corporate income tax and fulfilling other financial obligations in accordance with the provisions of law, the remaining portion shall be used as follows:

- a) Dividend payment;
- b) Set aside funds according to current regulations of law.

2. The dividend level, form of annual dividend payment from the Company's retained earnings and the rate of fund allocation are decided by the General Meeting of Shareholders upon the proposal of the Board of Directors.

Article 49. Dividends

1. According to the decision of the General Meeting of Shareholders and according to the provisions of law, dividends shall be announced and paid from the Company's retained earnings but must not exceed the level proposed by the Board of Directors and approved by the General Meeting of Shareholders.

2. The Board of Directors may decide to pay interim dividends if it deems such payment appropriate to the Company's profitability.

3. The Company does not pay interest on dividends or payments relating to a type of shares.

4. The Board of Directors may propose to the General Meeting of Shareholders to approve the payment of all or part of dividends in shares and the Board of Directors is the agency implementing this resolution. The Company may pay dividends in shares, the order

and procedures for paying dividends in shares shall comply with the provisions of the Law on Enterprise and related legal documents.

5. In case dividends or other amounts related to a type of shares are paid in cash, the Company shall pay in VND or through banks based on the bank details provided by the shareholder. In case the Company has transferred money according to the bank details provided by the shareholder but the shareholder does not receive the money, the Company shall not be responsible for the amount transferred by the Company to the beneficiary shareholder. Payment of dividends for shares listed/registered for trading at the Stock Exchange may be made through a securities company or the Vietnam Securities Depository.

6. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall pass a resolution to determine a specific date to close the list of shareholders. Based on that date, those who register as shareholders or holders of other securities shall be entitled to receive dividends, interest, profit distribution, shares, notices or other documents.

7. Other issues related to profit distribution are implemented in accordance with the provisions of law.

Chapter XV

BANK ACCOUNTS, FISCAL YEAR AND ACCOUNTING REGIME

Article 50. Bank account

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

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

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

Article 51. Fiscal year

The Company's financial year begins on the first day of January each year and ends on the thirty-first day of December of the same year. The first financial year begins on the date of issuance of the Enterprise Registration Certificate and ends on the thirty-first day of December of that year if it exceeds 90 days; if it is less than 90 days, it shall be added to the following financial year.

Article 52. Accounting regime

1. The accounting regime used by the Company is the Vietnamese Accounting System (VAS) and the appropriate corporate accounting regime according to the provisions of Vietnamese law.

2. The Company shall maintain accounting books in Vietnamese. The Company shall maintain accounting records according to the type of business activities in which the Company is engaged. These records must be accurate, up-to-date, systematic and sufficient to demonstrate and explain the Company's transactions.

3. The Company uses VND (or freely convertible foreign currency in case approved by competent state agencies) as the currency used in accounting.

Chapter XVI

FINANCIAL STATEMENTS, ANNUAL REPORTS AND RESPONSIBILITY FOR INFORMATION DISCLOSURE

Article 53. Annual, semi-annual and quarterly financial statements

1. The Company must prepare annual financial statements in accordance with the provisions of law and must be audited in accordance with the provisions of Article 56 of this Charter; within 90 days from the end of each fiscal year, the Company must submit annual financial statements approved by the General Meeting of Shareholders to the competent tax authority, the State Securities Commission, the Stock Exchange, the business registration authority and the Vietnam National Coal and Mineral Industries Holding Corporation Limited.

2. The annual financial statement must include a report on the results of production and business activities that honestly and objectively reflects the Company's profit and loss situation during the fiscal year and a balance sheet that honestly and objectively reflects the Company's operations up to the time of preparing the report, a cash flow statement and notes to the financial statements. In case the Company is a parent company, in addition to the annual financial statements, the Company must also prepare a consolidated balance sheet on the operations of the Company and its subsidiaries at the end of each fiscal year.

3. The Company must prepare and publish the reviewed six-monthly financial statements and Quarterly financial statements (for listed companies/large-scale public companies) in accordance with the regulations of the State Securities Commission, the Stock Exchange (for listed companies) and submit them to the relevant tax authorities and the Business Registration Authority in accordance with the provisions of the Law on Enterprises and the Vietnam National Coal and Mineral Industries Holding Corporation Limited.

4. Audited annual financial statements (including auditor's opinion), reviewed six-month financial statements and quarterly financial statements (for listed companies and large-scale public companies) must be published on the Company's website.

5. Interested organizations and individuals are entitled to photocopy the audited annual financial statements, semi-annual and quarterly reports during the Company's

working hours, at the Company's headquarters and must pay a reasonable fee for photocopying.

Article 54. Annual Report

The Company must prepare and publish annual reports in accordance with the provisions of the law on securities, the stock market and the Vietnam National Coal and Mineral Industries Holding Corporation Limited.

Article 55. Disclosure of information

The company must establish and publicly disclose information in accordance with the provisions of Article 176 of the Law on Enterprises and other relevant legal provisions .

Chapter XVII COMPANY AUDIT

Article 56. Auditing

1. At the Annual General Meeting of Shareholders, an independent auditing company shall be appointed, or a list of independent auditing companies shall be approved and the Board of Directors shall be authorized to decide on one of these units to conduct the Company's auditing activities for the following fiscal year based on the terms and conditions agreed with the Board of Directors. The Company must prepare and submit annual financial statements to the independent auditing company after the end of the fiscal year.

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

3. A copy of the Audit Report shall be attached to each annual accounting statements of the Company.

4. The auditor performing the audit of the Company shall be allowed to attend all meetings of the General Meeting of Shareholders and shall be entitled to receive notices and other information related to the General Meeting of Shareholders that all shareholders are entitled to receive and to express their opinions at the General Meeting on matters related to the audit.

Chapter XVIII BUSINESS SEAL

Article 57. Company seal

1. Seals include seals made at seal engraving establishments or seals in the form of digital signatures according to the provisions of law on electronic transactions.

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

3. The Board of Directors and the Director (General Director) use and manage the seal in accordance with current laws.

Chapter XIX: DISSOLUTION OF COMPANY

Article 58. Dissolution of the company

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

- a) According to the resolution and decision of the General Meeting of Shareholders;
- b) The Certificate of Business Registration is revoked, except in cases where the Law on Tax Administration provides otherwise;
- c) Other cases as prescribed by law.

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

Article 59. Liquidation

1. At least six (06) months before the end of the Company's term of operation or after a decision to dissolve the Company, the Board of Directors must establish a Liquidation Committee consisting of three (03) members. Two (02) members shall be appointed by the General Meeting of Shareholders and one (01) member shall be appointed by the Board of Directors from an independent auditing company. The Liquidation Committee shall prepare its own operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All expenses related to the liquidation shall be paid by the Company prior to other debts of the Company.

2. The Liquidation Committee shall be responsible for reporting to the business registration authority the date on which the Committee was established and the date on which it actually began operating. From that point on, the Liquidation Committee shall represent the Company in all matters relating to the Company's liquidation before the courts and administrative agencies.

3. The proceeds from the liquidation shall be paid in the following order:

- a) Liquidation costs;
- b) Salaries and insurance costs for employees;
- c) Taxes and tax-like obligations payable by the Company to the State;

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- d) Loans (if any);
- d) Other debts of the Company;
- e) The remaining balance after settlement of all liabilities from items a to d above shall be distributed to the shareholders. Preferred shares shall have priority in payment.

Chapter XX INTERNAL DISPUTE RESOLUTION

Article 60. Internal dispute resolution

1. In case of any dispute or complaint arising related to the Company's operations or the rights of shareholders arising from the Charter or from any rights or obligations prescribed by the Law on Enterprise or other laws or administrative regulations, between:

- a) Shareholders with the Company; or
- b) Shareholders with the Board of Directors, Board of Supervisors, Company Director or other executive officers;

the parties concerned shall attempt to resolve the dispute through negotiation and conciliation. Except in the case of a dispute involving the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board shall preside over the resolution of the dispute and shall request each party to present the facts relating to the dispute within fifteen (15) working days from the date the dispute arises. In the case of a dispute involving the Board of Directors or the Chairman of the Board of Directors, any party may request the Board of Supervisors or a specialized authority to appoint an independent expert to act as an arbitrator for the dispute resolution process.

2. If no resolution is reached within six (06) weeks from the commencement of the conciliation process, or if the mediator's decision is not accepted by the parties, any party may submit the dispute to Economic Arbitration or the Economic Court..

3. The parties shall bear their own costs related to the negotiation and conciliation procedures. The court shall decide which party shall bear the court costs.

Chapter XXI TERMS OF IMPLEMENTATION

Article 61. Supplement and amendment of the Charter

1. Amendments and supplements to this Charter must be considered and decided by the General Meeting of Shareholders.

2. In the event that there are legal provisions relating to the operations of the Company which are not mentioned in this Charter, or in the event of newly enacted legal provisions that differ from those stipulated in this Charter, such legal provisions shall automatically prevail and apply to govern the Company's operations.

Article 62. Effective Date

1. This Charter consists of 21 Chapters and 62 Articles, unanimously approved by the General Meeting of Shareholders of Cao Son Coal Joint Stock Company on April 25, 2025 in Cam Son Ward, Cam Pha City, Quang Ninh Province and jointly approved the full validity of this Charter.

2. The Charter is made in 20 copies, of equal value and must be kept at the Company's head office.

3. This Charter is the sole and official of the Company.

4. Copies or extracts of the Company Charter are valid when signed by the Chairman of the Board of Directors or at least 1/2 of the total number of members of the Board of Directors.

LEGAL REPRESENTATIVE
DIRECTOR


Phạm Quốc Việt

