

SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

**THE CHARTER OF
CODUPHA CENTRAL PHARMACEUTICAL
JOINT STOCK COMPANY**



Ho Chi Minh City, April 22, 2026



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CHARTER OF ORGANIZATION AND OPERATION OF CODUPHA CENTRAL PHARMACEUTICAL JOINT STOCK COMPANY

I. DEFINITION OF TERMS IN THE CHARTER

Article 1. Interpretation of Terms

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

- a) **Charter capital** means the total par value of shares sold or registered for purchase upon the establishment of the joint stock company as prescribed in Article 6 of this Charter;
- b) **Enterprise Law** means the Enterprise Law No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, as amended and supplemented by Law No. 03/2022/QH15 dated January 11, 2022, and Law No. 76/2025/QH15 dated June 17, 2025;
- c) **Securities Law** means the Securities Law No. 54/2019/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, as amended and supplemented by Law No. 56/2024/QH15 dated November 29, 2024;
- d) **Date of establishment** means the date on which the Company is first issued the Enterprise Registration Certificate (Business Registration Certificate or equivalent documents);
- e) **Enterprise executives** means the General Director, Deputy General Directors, Chief Accountant, and Chief Financial Officer of the Company;
- f) **Enterprise managers** means the managers of the Company, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director, and other individuals holding managerial titles appointed by the General Meeting of Shareholders or the Board of Directors;
- g) **Related person** means an individual or organization as defined in Clause 46, Article 4 of the Securities Law;
- h) **Shareholder** means an individual or organization owning at least one share of the joint stock company;
- i) **Founding shareholder** means a shareholder owning at least one common share and whose name appears in the list of founding shareholders of the joint stock company;
- j) **Major shareholder** means a shareholder as defined in Clause 18, Article 4 of the Securities Law;
- k) **Members of the Supervisory Board** means the Controllers;



l) **Term of operation** means the duration of the Company's operations as stipulated in Article 2 of this Charter and any extension(s) (if any) approved by the Company's General Meeting of Shareholders;

m) **Stock exchange** means the Vietnam Stock Exchange and its subsidiaries.

2. In this Charter, references to any provision(s) or other document(s) shall include any amendments, supplements, or replacement documents thereto.
3. Headings (Sections, Articles of this Charter) are used for convenience of understanding and shall not affect the content of this Charter.

II. NAME, TYPE, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATION, OPERATING PERIOD, AND LEGAL REPRESENTATIVE OF THE COMPANY

Article 2. Name, type, headquarters, branches, representative offices, business location, operating period of the company.

1. Name of the Company:
 - Name of the Company in Vietnamese: **CÔNG TY CỔ PHẦN DƯỢC PHẨM TRUNG ƯƠNG CODUPHA**
 - Name of the Company in English: **CODUPHA CENTRAL PHARMACEUTICAL JOINT STOCK COMPANY**
 - Abbreviated name of the Company: **CODUPHA**
2. The Company is a joint stock company with legal entity status in accordance with the current laws of Vietnam.
3. Registered head office of the Company
 - Head office address: 262L Le Van Sy Street, Nhieu Loc Ward, Ho Chi Minh City, Vietnam.
 - Phone: (028) 38 651 909 – (028) 38 644 180
 - E - mail: contact@codupha.com.vn
 - Website: www.codupha.com.vn
4. The Company may establish branches and representative offices in its business territories to carry out the Company's operational objectives in accordance with the decisions of the Board of Directors and within the limits permitted by law.
5. Unless the Company is dissolved before its term as stipulated in Clause 2, Article 55, or its term is extended as stipulated in Article 56 of this Charter, the term of operation of the Company shall be perpetual from the date of establishment.

Article 3. The legal representative of the Company

The Company has one (01) legal representative, who is the General Director.

The legal representative of the Company is an individual who acts on behalf of the Company to exercise the rights and perform the obligations arising from the Company's transactions, and represents the Company as claimant, defendant, or person with related



interests and obligations before arbitral tribunals and courts. The responsibilities of the legal representative shall be performed in accordance with Article 13 of the Law on Enterprises, as well as other rights and obligations as prescribed by applicable provisions of law.

The legal representative of the Company must reside in Vietnam. In the event of leaving Vietnam, the legal representative shall grant a written power of attorney to another person to exercise the rights and perform the obligations of the legal representative at the Company.

In case the power of attorney expires while the legal representative of the Company has not yet returned to Vietnam and no other power of attorney has been granted, the authorized person shall continue to exercise the rights and perform the obligations of the legal representative of the Company within the scope of the granted authorization until the legal representative of the Company returns to work, or until the Board of Directors resolves to appoint a substitute.

In case the legal representative of the Company is absent from Vietnam for more than thirty (30) days without authorizing another person to exercise the rights and perform the duties of the legal representative, the Board of Directors shall appoint a substitute.

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

Article 4. Objectives of the Company's Operations

1. The company's main business lines are:

Business code	Name of industry/business
6810	Business of real estate and land use rights which are owned, lawfully used, or leased. Details: Real estate business
1623	Wooden packaging manufacturing (Not operating at headquarters)
4632	Wholesale food Details: Business in medical nutrition products. Business in functional foods, animal and vegetable oils.
4649 (Main)	Wholesale of other household goods Details: Trading in the following items: pharmaceuticals (modern and traditional medicine), common medical equipment, cosmetics, hygiene products; bandages, gauze, sunglasses, prescription glasses; wholesale of other household goods: medical equipment. Buying and selling



Business code	Name of industry/business
	vaccines and medical biological products. Wholesale of disinfectants for household and medical use. Wholesale of machinery, equipment, and electrical appliances such as: refrigerators, freezers, washing machines, dryers, air conditioners, ventilation and cooling equipment, ionizers, air purifiers.
4659	Wholesale of machinery, equipment and other machine parts Details: Business in medical and pharmaceutical machinery and equipment. Wholesale of machinery, equipment and measuring instruments; electrical, mechanical and refrigeration machinery, equipment and spare parts.
5229	Other support services related to transportation Details: Goods delivery and receipt.
1702	Manufacture of corrugated paper, corrugated cardboard, and packaging from paper and cardboard. (excluding pulp production)
2220	Manufacturing products from plastic (Excluding the production of thermal insulation foam using R141b gas, using pre-mixed polyol HCFC-141b)
3250	Manufacture of medical, dental, orthopedic, and rehabilitation equipment and instruments. Details: Manufacturing of medical, dental, orthopedic, and rehabilitation equipment and instruments (excluding mechanical processing, waste recycling, and electroplating at the headquarters). Manufacturing of medical equipment and orthopedic instruments.
4933	Road freight transport (excluding liquefied gas for transport)
6619	Financial services support activities are not classified anywhere. Details: Investment consulting (excluding legal consulting)
7310	Advertisement
7320	Market research and public opinion surveys
8230	Organization of commercial introduction and trade promotion activities



Business code	Name of industry/business
	(No fire or explosion effects are permitted; no use of explosives, flammable materials, or chemicals are used as props or tools for performing arts programs, events, or films).
8292	Packaging services (excluding packaging of plant protection products)
2100	Manufacture of pharmaceuticals, chemical drugs and medicinal materials Details: Production of vaccines, medical biological products, herbal medicines, and traditional oriental medicines.
4610	Agents, brokers, and auctioneers of goods. (excluding asset auctions)
7730	Rental of machinery, equipment and other tangible goods without operators. Details: Rental of medical equipment and machinery.
4322	Installation of water supply and drainage systems, heating and air conditioning systems. (excluding the installation of refrigeration equipment (freezing equipment, cold storage, ice machines, air conditioners, water chillers) using R22 refrigerant in the seafood processing sector, and excluding mechanical processing, waste recycling, and electroplating at the headquarters)
3092	Manufacturing bicycles and vehicles for people with disabilities. Details: Manufacturing of vehicles and specialized equipment for people with disabilities.
7213	Scientific research and technological development in the field of medical and pharmaceutical sciences. Details: Developing sources of medicinal herbs and producing medicines from medicinal herbs; research projects; proving the scientific basis of traditional oriental medicine prescriptions and establishing standards for testing traditional oriental medicine prescriptions; surveying and statistically analyzing medicinal herbs; collecting, inheriting, and applying traditional oriental medicine prescriptions; searching for, exploiting, and using new medicinal herbs.
4690	Wholesale trade Details: Import and export of goods the company trades in, acting as an agent and receiving entrusted export and import of goods.
5210	Warehousing and goods storage



Business code	Name of industry/business
	Details: Services include warehouse rental, storage and preservation of medicines, pharmaceutical raw materials, medical equipment, medical supplies, healthcare products, processed foods, functional foods, nutritional supplements, and dietary supplements.
8299	Other remaining business support service activities not classified elsewhere. (excluding asset auction activities)
4679	Other specialized wholesale trade not classified elsewhere Details: Wholesale rubber. Trading in pharmaceutical raw materials. Trading in the following items: raw materials and auxiliary materials for the production of preventive and curative medicines, packaging and other medical products, essential oils, fragrances; various chemicals, laboratory and testing chemicals serving the medical industry (no chemical storage).
4772	Retail sale of medicines, medical devices, cosmetics and hygiene products. Details: Retail sale of disinfectants for household and medical use. Retail sale of medicines, cosmetics, hygiene products , medical and orthopedic instruments and equipment.
3313	Repair and maintenance of electronic and optical equipment. Detail: Repair and maintenance of equipment including: radiation detection and monitoring instruments; X-ray, electrotherapy, and electromedical equipment and apparatus; magnetic resonance imaging equipment, medical ultrasound equipment; pacemakers, hearing aids; electrocardiographs; endoscopic equipment, imaging equipment; optical instruments and apparatus such as magnifying glasses and microscopes (excluding mechanical processing, waste recycling, and electroplating at the headquarters).
3312	Repair and maintenance of machinery and equipment Details: Repair and maintenance of medical machinery and equipment; machinery and equipment in the mechanical and refrigeration industries, measuring instruments (excluding mechanical processing, waste recycling, and electroplating at the headquarters).



Business code	Name of industry/business
4759	Retail sale of household electrical appliances, beds, wardrobes, tables, chairs and similar furniture, lamps and electric lighting fixtures, and other household goods not elsewhere classified. Details: Retail sale of household electrical appliances and household electrical goods.
7020	Business management consulting and other management consulting activities (excluding financial, accounting, and legal consulting)
4620	Wholesale trade of agricultural and forestry raw materials (excluding wood, bamboo, and rattan) and live animals. Details: Wholesale of agricultural products; Wholesale of feed and feed ingredients for livestock, poultry, and aquatic animals.

2. Operational objectives of the Company:

To conduct business profitably; to preserve and develop the owner's equity invested in the Company; to ensure employment, income, and living standards of the employees.

Article 5. The scope of business and operations of the Company

The Company is permitted to carry out business activities in the industries and trades prescribed in this Charter which have been registered, for which changes in registration contents have been notified to the business registration authority, and which have been published on the National Enterprise Registration Portal.

IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 6. Charter capital, shares, founding shareholders

1. The charter capital of the Company is VND 182,700,000,000 (in words: One hundred eighty-two billion seven hundred million Vietnamese Dong).
2. The total charter capital of the Company is divided into 18,270,000 shares with a par value of VND 10,000 per share.
3. The Company may change its charter capital upon approval by the General Meeting of Shareholders and in compliance with applicable laws.
4. The shares of the Company as of the date of approval of this Charter include ordinary shares and preferred shares (if any). The rights and obligations of shareholders holding each type of share are stipulated in Articles 12 and 13 of this Charter.
5. The Company may issue other types of preferred shares after obtaining the approval of the General Meeting of Shareholders and in accordance with applicable provisions of law.
6. The Company officially commenced operations as a joint-stock company under Enterprise Registration Certificate No. 0300483319 initially issued by the



Department of Planning and Investment of Ho Chi Minh City on August 18, 2010. Pursuant to the Law on Enterprises, as of the current date, the ordinary shares held by founding shareholders are no longer subject to transfer restrictions.

7. Ordinary shares must be offered preferentially to existing shareholders in proportion to their respective ownership of ordinary shares in the Company, unless the General Meeting of Shareholders decides otherwise. Any shares not subscribed for by shareholders shall be decided by the Board of Directors of the Company. The Board of Directors may distribute such shares to shareholders and other persons on terms no more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders or otherwise provided by securities laws.
8. The Company may purchase shares issued by the Company itself in the manners prescribed in this Charter and applicable laws.
9. The Company may issue other types of securities in accordance with applicable provisions of law.

Article 7. Share certificate

1. Shareholders of the Company shall be issued share certificates corresponding to the number and type of shares they hold.
2. A share is a type of security evidencing the lawful rights and interests of its holder with respect to a portion of the charter capital of the issuing entity. A share certificate must contain all information as prescribed in Clause 1, Article 121 of the Law on Enterprises.
3. Within thirty (30) days from the date of submission of a complete dossier requesting the transfer of share ownership in accordance with the Company's regulations, or within two (02) months from the date of full payment for the purchased shares under the Company's share issuance plan (or such other timeframe as prescribed by the issuance terms), the holder of such shares shall be issued share certificates. The share holder shall not be required to pay the Company any costs for printing the share certificates.
4. In case a share certificate is lost, damaged, or otherwise destroyed, the shareholder shall be re-issued a share certificate by the Company upon the request of such shareholder. The shareholder's request must include the following:
 - a) Information concerning the share certificate that has been lost, damaged, or otherwise destroyed;
 - b) An undertaking to assume responsibility for any disputes arising from the issuance of a new share certificate.

Article 8. Other securities certificates

Bond certificates or other securities certificates issued by the Company shall bear the signature of the legal representative and the seal of the Company.



Article 9. Transfer of shares

1. All shares shall be freely transferable unless otherwise provided by this Charter or by law. Shares registered for trading on a stock exchange shall be transferred in accordance with the regulations of securities laws and stock market laws.
2. Shares that have not been fully paid up shall not be transferable and shall not be entitled to related benefits, including the right to receive dividends, the right to receive shares issued for increasing charter capital from owners equity, the right to subscribe to newly offered shares, and other benefits as prescribed by law.

Article 10. Forfeiture of shares

1. In case a shareholder fails to pay fully and on time the amount payable for the purchase of shares, the Board of Directors shall issue a notice and shall have the right to demand that such shareholder pay the remaining amount and remain liable for the par value of the shares subscribed for in respect of any financial obligations of the Company arising from such failure to pay in full.
2. The aforesaid payment notice must specify a new payment deadline (being at least seven (07) days from the date of dispatch of the notice), the place of payment, and must clearly state that in the event of non-compliance with the payment request, the shares not fully paid shall be forfeited.
3. The Board of Directors shall have the right to forfeit any shares that have not been fully and punctually paid in the event that the requirements set out in the aforesaid notice are not complied with.
4. Forfeited shares shall be deemed shares entitled to be offered for sale as prescribed in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly sell or re-distribute such shares, or authorize the sale or re-distribution thereof, on such terms and in such manner as the Board of Directors deems appropriate.
5. A shareholder holding forfeited shares shall cease to be a shareholder in respect of those shares but shall nevertheless remain liable for the par value of the shares subscribed for in respect of any financial obligations of the Company arising at the time of forfeiture as determined by the Board of Directors, from the date of forfeiture until the date of payment. The Board of Directors shall have full authority to compel payment of the full value of the shares at the time of forfeiture.
6. A notice of forfeiture shall be sent to the holder of the shares to be forfeited prior to the time of forfeiture. The forfeiture shall remain effective even in the event of any error or inadvertence in the dispatch of such notice.

V. ORGANIZATIONAL STRUCTURE, GOVERNANCE AND CONTROL

Article 11. Organizational structure, governance, and control

The management organizational structure, governance and control of the Company shall consist of



1. General Meeting of Shareholders;
2. Board of Directors, Supervisory Board; and
3. General Director.

VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 12. Shareholder rights

1. Ordinary shareholders shall have the following rights :

- a) To attend and speak at meetings of the General Meeting of Shareholders and exercise voting rights either directly or through an authorized representative or through other forms as prescribed by the Company's Charter and applicable laws. Each ordinary share shall carry one (01) vote;
- b) To receive dividends at the level determined by the General Meeting of Shareholders;
- c) To have preemptive rights to purchase new shares in proportion to their respective ownership of ordinary shares in the Company;
- d) To freely transfer their shares to other persons, except as provided in Clause 3, Article 120 and Clause 1, Article 127 of the Law on Enterprises and other relevant legal provisions;
- e) To review, inspect and extract information regarding the names and contact addresses in the list of shareholders with voting rights; to request correction of any inaccurate information pertaining to themselves;
- f) To review, inspect, extract or copy the Company's Charter, minutes of meetings of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;
- g) Upon dissolution or bankruptcy of the Company, to receive a portion of the remaining assets in proportion to their share ownership in the Company;
- h) To request the Company to repurchase their shares in the cases prescribed in Article 132 of the Law on Enterprises;
- i) To be treated equally. Each share of the same class confers upon its holder equal rights, obligations and interests. In case the Company has different classes of preferred shares, the rights and obligations attached to such preferred shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;
- j) To have full access to periodic and ad-hoc information disclosed by the Company in accordance with provisions of law;
- k) To have their lawful rights and interests protected; to propose the suspension or annulment of resolutions or decisions of the General Meeting of Shareholders or the Board of Directors in accordance with the Law on Enterprises;



- l) Other rights as prescribed by provisions of law and this Charter.
2. **A shareholder or group of shareholders owning five percent (5%) or more of the total ordinary shares shall have the following rights:**
 - a) To 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) To review, inspect and extract the minutes, resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts and transactions subject to approval by the Board of Directors, and other documents, except documents related to trade secrets or business secrets of the Company;
 - c) To request the Supervisory Board to examine specific issues related to the management and administration of the Company's operations when deemed necessary. Such request must be made in writing and must include the following: full name, contact address, nationality, and number of legal identification papers for individual shareholders; name, enterprise registration code or legal document number, and head office address for corporate shareholders; the number of shares and the time of share registration for each shareholder, the total number of shares held by the group of shareholders, and the ownership percentage in the total shares of the Company; the issue to be examined and the purpose of the examination;
 - d) To propose matters to be included in the agenda of the General Meeting of Shareholders. Such proposal must be made in writing and sent to the Company no later than three (03) business days prior to the opening date of the meeting. The proposal must clearly state the shareholder's name, the number of shares of each class held by the shareholder, and the matter proposed to be included in the meeting agenda;
 - e) Other rights as prescribed by provisions of law and this Charter.
3. **A shareholder or group of shareholders owning ten percent (10%) or more of the total ordinary shares shall have the right to nominate persons to the Board of Directors and the Supervisory Board. The nomination of persons to the Board of Directors and the Supervisory Board shall be carried out as follows:**
 - a) Shareholders holding ordinary shares who form a group for the purpose of nominating persons to the Board of Directors and the Supervisory Board must notify the meeting of such group to the attending shareholders prior to the opening of the General Meeting of Shareholders;
 - b) Based on the number of members of the Board of Directors and the Supervisory Board, the shareholder or group of shareholders specified in this clause shall have the right to nominate one or more persons as candidates for the Board of Directors



and the Supervisory Board in accordance with the resolution of the General Meeting of Shareholders. In case the number of candidates nominated by such shareholder or group of shareholders is fewer than the number of candidates they are entitled to nominate under the resolution of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board and other shareholders as stipulated in Articles 25 and 37 of this Charter.

Article 13. Obligations of shareholders

Ordinary shareholders shall have the following obligations:

1. To pay in full and on time for the shares they have committed to purchase.
2. Not to withdraw their contributed capital in the form of ordinary shares from the Company under any form, except where the Company or another person repurchases such shares. In the event that a shareholder withdraws part or all of their contributed share capital in violation of this clause, such shareholder and any related persons within the Company shall be jointly and severally liable for the debts and other property obligations of the Company to the extent of the value of the shares so withdrawn and for any resulting damages.
3. To comply with the Company's Charter and the Company's internal management regulations.
4. To abide by resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
5. To keep confidential the information provided by the Company as stipulated in the Company's Charter and by law; to use the information provided solely for the purpose of exercising and protecting their lawful rights and interests; strictly prohibited from disseminating, copying, or transmitting information provided by the Company to other organizations or individuals.
6. To attend meetings of the General Meeting of Shareholders and exercise voting/election rights through the following forms
 - a) Attending and voting/electing in person at the meeting;
 - b) Authorizing another individual or organization to attend and vote/elect at the meeting;
 - c) Attending and voting/electing via teleconference, electronic voting, or other electronic means;
 - d) Sending voting/election papers to the meeting by letter, fax, or email.
7. To bear personal liability when acting in the name of the Company under any form to commit any of the following acts:
 - a) Violating the law;



- b) Conducting business or other transactions for personal gain or for the benefit of another organization or individual;
 - c) Paying debts prior to their due date in the face of financial risks to the Company.
8. To perform other obligations as prescribed by provisions of law.

Article 14. General Meeting of Shareholders

1. The General Meeting of Shareholders shall consist of all shareholders with voting rights and shall be the highest decision-making body of the Company. The General Meeting of Shareholders shall hold an annual meeting once each year within four (04) months from the end of the fiscal year. The Board of Directors may decide to extend the time limit for holding the annual General Meeting of Shareholders where necessary, but such extension shall not exceed six (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 for a meeting of the General Meeting of Shareholders shall be determined as the place where the Chairperson attends the meeting and must be within the territory of Vietnam.
2. The Board of Directors shall convene the annual General Meeting of Shareholders and select an appropriate venue. The annual General Meeting of Shareholders shall decide on matters as prescribed by law and the Company's Charter and shall approve the audited annual financial statements. In the event that the audit report on the Company's annual financial statements contains material exceptions, an adverse audit opinion, or a disclaimer of opinion, the Company must invite a representative of the approved auditing firm that performed the audit of the Company's financial statements to attend the annual General Meeting of Shareholders, and such representative of the approved auditing firm shall be obligated to attend the annual General Meeting of Shareholders of the Company.
3. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:
 - a) The Board of Directors deems it necessary for the interests of the Company;
 - b) The remaining number of members of the Board of Directors or members of the Supervisory Board falls below the minimum number of members prescribed by law;
 - c) Upon the request of a shareholder or group of shareholders as specified in Clause 2, Article 115 of the Law on Enterprises; the request to convene a General Meeting of Shareholders must be made in writing, stating the reasons and purpose of the meeting, with sufficient signatures of the relevant shareholders, or the request must be made in multiple copies collectively bearing the signatures of all relevant shareholders;
 - d) Upon the request of the Supervisory Board;
 - e) Other cases as prescribed by law and this Charter.



4. Convening an Extraordinary General Meeting of Shareholders

- a) The Board of Directors shall convene a General Meeting of Shareholders within 30 days from the date on which the number of remaining members of the Board of Directors or the number of remaining members of the Supervisory Board falls below the threshold as stipulated in Clause 3(b) of this Article, or from the date of receipt of a request referred to in Clause 3(c) and Clause 3(d) of this Article.;
- b) In the event that the Board of Directors fails to convene a General Meeting of Shareholders as stipulated in Clause 4(a) of this Article, the Supervisory Board shall, within the following thirty (30) days, replace the Board of Directors and convene a General Meeting of Shareholders in accordance with Clause 3, Article 140 of the Law on Enterprises;
- c) In the event that the Supervisory Board fails to convene a General Meeting of Shareholders as stipulated in Clause 4(b) of this Article, the shareholder or group of shareholders specified in Clause 3(c) of this Article shall have the right to request the Company's representative to convene a General Meeting of Shareholders in accordance with the Law on Enterprises;
- d) In such 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 issuing decisions of the General Meeting of Shareholders. All costs for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. Such costs shall not include expenses incurred by shareholders in attending the General Meeting of Shareholders, including accommodation and travel expenses;
- e) The procedures for organizing a General Meeting of Shareholders shall be in accordance with Clause 5, Article 140 of the Law on Enterprises.

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

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

- a) To approve the development orientation of the Company;
- b) To decide on the types of shares and the total number of shares of each type authorized for offering; to decide on the annual dividend rate for each type of share;
- c) To elect, remove, and dismiss members of the Board of Directors and members of the Supervisory Board;
- d) To decide on investments or the sale of assets having a value of thirty-five percent (35%) or more of the total asset value recorded in the Company's most recent financial statements;
- e) To decide on amendments and supplements to the Company's Charter;



- f) To approve the annual financial statements;
- g) To decide on the repurchase of more than ten percent (10%) of the total sold shares of each class;
- h) To review and handle violations by members of the Board of Directors or members of the Supervisory Board that cause damage to the Company and its shareholders;
- i) To decide on the reorganization or dissolution of the Company;
- j) To decide on the budget or total amount of remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
- k) To approve, supplement, and amend the Internal Governance Regulations; the operating regulations of the Board of Directors and the Supervisory Board;
- l) To approve the list of approved auditing firms; to decide on the approved auditing firm to perform the audit of the Company's operations; to dismiss an approved auditor when deemed necessary;
- m) Other rights and obligations as prescribed by law.

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

- a) The annual business plan of the Company;
- b) The audited annual financial statements;
- c) The report of the Board of Directors on the governance and operating results of the Board of Directors and each of its members;
- d) The report of the Supervisory Board on the business results of the Company and the operating results of the Board of Directors and the General Director;
- e) The self-assessment report on the operating results of the Supervisory Board and its members;
- f) The dividend rate for each share of each class;
- g) The number of members of the Board of Directors and the Supervisory Board;
- h) To elect, remove and dismiss members of the Board of Directors and members of the Supervisory Board;
- i) To decide on the budget or total amount of remuneration, bonuses and other benefits for the Board of Directors and the Supervisory Board;
- j) To approve the list of approved auditing firms; to decide on the approved auditing firm to audit the Company's operations when deemed necessary;
- k) To supplement and amend the Company's Charter;
- l) The types of shares and the number of newly issued shares for each type of share, and the transfer of shares by founding members within the first three (03) years from the date of establishment;



- m) To divide, separate, consolidate, merge or convert the Company;
 - n) To reorganize and dissolve (liquidate) the Company and appoint the liquidator(s);
 - o) To decide on investments or the sale of assets having a value of thirty-five percent (35%) or more of the total asset value recorded in the Company's most recent financial statements;
 - p) To decide on the repurchase of more than ten percent (10%) of the total sold shares of each class;
 - q) Approval of any of the following transactions:
 - (i) Granting of loans or providing guarantees to members of the Board of Directors, members of the Supervisory Board, the General Director, other managers who are not shareholders, and related individuals and organizations of such persons. In the case of granting loans or providing guarantees to a related organization of a member of the Board of Directors, a member of the Supervisory Board, the General Director, or another manager, where the Company and such organization (except where the organization is a shareholder of a public company as stipulated in Clause 2, Article 293 of Decree No. 155/2020/NĐ-CP) are companies operating within a group of companies, such transactions shall be carried out in accordance with Clause 6, Article 43 of these Articles of Company's Charter.
 - (ii) Contracts or transactions between the Company and any of the persons specified in Clause 1, Article 167 of the Enterprise Law with a value of 20% or more, or transactions resulting in the total value of transactions arising within twelve (12) months from the date of the first transaction being 20% or more of the total asset value of the Company recorded in the most recent financial statements.
 - (iii) Loan contracts, transactions, or asset sale transactions between the Company and a shareholder holding 51% or more of the total voting shares or a related person of such shareholder, with a value exceeding 10% of the total asset value recorded in the Company's most recent financial statements.;
 - r) To approve, supplement and amend the Internal Corporate Governance Regulations, the Operating Regulations of the Board of Directors, and the Operating Regulations of the Supervisory Board;
 - s) Other matters as prescribed by law and this Charter
3. All resolutions and matters that have been included in the meeting agenda must be submitted for discussion and voting at the meeting of the General Meeting of Shareholders.

Article 16. Authorization to attend the General Meeting of Shareholders



1. Shareholders, or authorized representatives of shareholders that are organizations may attend the meeting in person or authorize one or more other individuals or organizations to attend the meeting, or attend the meeting through one of the forms prescribed in Clause 3, Article 144 of the Law on Enterprises.
2. The authorization of an individual or organization to attend the General Meeting of Shareholders as stipulated in Clause 1 of this Article must be made in writing. The written authorization shall be prepared in accordance with civil law regulations and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the content of the authorization, the scope of the authorization, the term of the authorization, and the signatures of the authorizing party and the authorized party.

The authorized person attending the General Meeting of Shareholders must submit the written authorization upon registration to attend the meeting.

3. The voting paper/election paper of an authorized person attending the meeting within the scope of such authorization shall remain valid in the event any of the following circumstances occurs:
 - a) The authorizing party has died, has been restricted in civil capacity, or has lost civil capacity;
 - b) The authorizing party has revoked the authorization;
 - c) The authorizing party has revoked the authority of the person exercising the authorization

This clause shall not apply if the Company receives notice of any of the foregoing events prior to the opening of the General Meeting of Shareholders or prior to the reconvening of the meeting.

Article 17. Variation of Rights

1. Any variation or abrogation of the special rights attached to a class of preferred shares shall take effect upon approved by shareholders representing at least sixty-five percent (65%) of the total voting rights of all shareholders attending and voting at the meeting. A resolution of the General Meeting of Shareholders regarding any content that adversely varies the rights and obligations of shareholders holding preferred shares shall only be approved if it is approved by preferred shareholders of the same class attending the meeting holding at least seventy-five percent (75%) of the total preferred shares of that class, or approved by preferred shareholders of the same class holding at least seventy-five percent (75%) of the total preferred shares of that class in the case where the resolution is approved in the form of collecting written opinions.
2. A meeting of shareholders holding a class of preferred shares convened to approve the variation of rights as set forth above shall only be valid if at least two (02) shareholders (or their authorized representatives) are present, holding at least one-



third (1/3) of the par value of the issued shares of that class. If the requisite quorum as set forth above is not met, the meeting shall be reconvened within the following thirty (30) days, and the holders of shares of that class present in person or by authorized representative (regardless of the number of persons and the number of shares held) shall be deemed to constitute the required quorum. At the aforesaid meetings of shareholders holding preferred shares, the holders of shares of that class present in person or by authorized representative may demand a secret paper. Each share of the same class shall have equal voting rights at the aforesaid meetings.

3. The procedures for conducting such separate meetings shall be performed mutatis mutandis in accordance with the provisions of Articles 19, 20 and 21 of this Charter.
4. Unless the terms of share issuance provide otherwise, the special rights attached to classes of shares having preferential rights with respect to some or all matters relating to the distribution of the Company's profits or assets shall not be varied by the issuance of additional shares of the same class

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

1. The Board of Directors convenes annual and extraordinary general meetings of shareholders. The Board of Directors convenes extraordinary general meetings of shareholders in the cases stipulated in Clause 3, Article 14 of these Charters.
2. The person convening the General Meeting of Shareholders must perform the following tasks:
 - a) Prepare a list of eligible shareholders to participate in voting /elections. At the General Meeting of Shareholders, the list of shareholders entitled to attend the General Meeting of Shareholders must be compiled no more than 10 days before the date of sending the notice inviting shareholders to the General Meeting of Shareholders. The company must disclose information about the compilation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the final registration date;
 - b) Prepare the program and content for the General Meeting;
 - c) Prepare documents for the conference;
 - d) Draft resolution of the General Meeting of Shareholders based on the agenda of the meeting;
 - e) Determine the time and location for holding the General Meeting;
 - f) Notify and send notices of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;
 - g) Other tasks related to the General Meeting.
3. The notice of the General Meeting of Shareholders shall be sent to all shareholders by a method that ensures it reaches the shareholders' contact addresses, and shall also



be published on the Company's website and the website of the State Securities Commission and the stock exchange where the Company's shares are listed. The convenor of the General Meeting of Shareholders must send the notice of the meeting to all shareholders on the list of shareholders entitled to attend the meeting at least 21 days before the opening date of the meeting (calculated from the date the notice is duly sent or transmitted). The agenda of the General Meeting of Shareholders and documents related to the issues to be voted on at the meeting shall be sent to shareholders and/or posted on the Company's website. In cases where documents are not sent with the notice of the General Meeting of Shareholders, the notice of the meeting must clearly state the link to all meeting documents so that shareholders can access them, including:

- a). Meeting agenda, documents to be used in the meeting;
 - b) List and details of candidates in the case of electing members of the Board of Directors and members of the Supervisory Board;
 - c) Voting /election paper;
 - d) Draft resolutions for each item on the meeting agenda.
4. Shareholders or groups of shareholders as stipulated in Clause 2, Article 12 of these Charters have the right to propose matters to be included in the agenda of the General Meeting of Shareholders . Proposals must be in writing and must be submitted to the Company no later than 03 business days before the opening of the meeting. The proposal must clearly state the shareholder's name, the number of each type of share held by the shareholder, contact address, nationality, Citizen Identification Card number, National Identity Card number, Passport number, or other legally valid personal identification for individual shareholders; the name, enterprise code or establishment decision number, and head office address for organizational shareholders; the number and type of shares held by that shareholder; and the proposed matter to be included in the agenda.
5. The person convening the General Meeting of Shareholders has the right to reject a proposal as stipulated in Clause 4 of this Article if it falls under one of the following cases:
- a) The petition was submitted in violation of the provisions of Clause 4 of this Article;
 - b) At the time of the proposal, the shareholder or group of shareholders did not hold at least 5% of the common shares as stipulated in Clause 2, Article 12 of these Charters;
 - c) The issue raised in this proposal falls outside the scope of authority of the General Meeting of Shareholders.
 - d) cases as prescribed by law and these Regulations.



6. The person convening the General Meeting of Shareholders must accept and include the proposal stipulated in Clause 4 of this Article in the proposed agenda and content of the meeting, except as provided in Clause 5 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.

Article 19. Conditions for holding a General Meeting of Shareholders

1. A General Meeting of Shareholders may be conducted when the number of attending shareholders represents more than 50% of the total voting shares.
2. If the first meeting does not meet the conditions for conduct as stipulated in Clause 1 of this Article, the notice for the second meeting must be sent within 30 days from the intended date of the first meeting. The second General Meeting of Shareholders may be conducted when the number of attending shareholders represents at least 33% of the total voting shares.
3. If the second meeting does not meet the conditions for conduct as stipulated in Clause 2 of this Article, the notice for the third meeting must be sent within 30 days from the intended date of the second meeting. The third General Meeting of Shareholders may be conducted regardless of the total number of voting shares represented by the attending shareholders.

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

1. Before the opening of the meeting, the Company must carry out shareholder registration procedures and must continue registration until all eligible attending shareholders have registered, in the following order:
 - a) When conducting shareholder registration, the Company shall issue to each shareholder or their authorized representative with voting rights one voting card/paper/election paper, which includes the registration number, full name of the shareholder, full name of the authorized representative, and the number of voting shares/election papers of that shareholder. The General Meeting of Shareholders shall discuss and vote on each agenda item. Voting shall be conducted by votes in favor, votes against, and abstentions. The vote count results shall be announced by the Chairperson/The Board of Voting immediately before the closing of the meeting. The General Meeting shall elect vote counters or vote supervisors upon the proposal of the Chairperson. The number of members of the Vote Counting Committee shall be decided by the General Meeting of Shareholders based on the proposal of the meeting Chairperson;
 - b) A shareholder, an authorized representative of a shareholder that is an organization, or an authorized person who arrives after the meeting has commenced has the right to register immediately and thereafter has the right to participate and vote/elect at the meeting immediately after such registration. The Chairperson is not responsible for pausing the meeting to accommodate late-

- arriving shareholders, and the validity of matters already voted/elected prior to such registration shall not be affected.
2. The election of the Chairperson, Secretary, and The Board of Voting is regulated as follows:
 - a) The Chairman of the Board of Directors shall act as the Chairperson or authorize another member of the Board of Directors to act as Chairperson of the General Meeting of Shareholders convened by the Board of Directors. If the Chairman is absent or temporarily incapacitated, the remaining members of the Board of Directors shall elect one among themselves to act as the meeting Chairperson by majority vote. If no Chairperson can be elected, the Head of the Supervisory Board shall preside over the election of the meeting Chairperson by the General Meeting of Shareholders from among the attendees, and the person with the highest number of votes shall become the meeting Chairperson;
 - b) Except for the case stipulated in point (a) of this Clause, the person signing the meeting convocation notice for the General Meeting of Shareholders shall preside over the election of the meeting Chairperson by the General Meeting of Shareholders, and the person with the highest number of votes shall become the meeting Chairperson;
 - c) The Chairperson shall appoint one or more persons to act as meeting Secretaries;
 - d) The General Meeting of Shareholders shall elect one or more persons to the The Board of Voting upon the proposal of the meeting Chairperson.
 3. The meeting agenda and content must be approved by the General Meeting of Shareholders during the opening session. The agenda must clearly and specifically define the time allocated for each agenda item.
 4. The Meeting Chairperson 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) Arrange seating at the General Meeting venue;
 - b) Ensure the safety of all persons present at the meeting venue;
 - c) Facilitate the attendance (or continued attendance) of shareholders at the meeting. The person convening the General Meeting of Shareholders has full authority to change the aforementioned measures and apply all necessary measures. Applicable measures may include issuing admission passes or using other selection methods.
 5. The General Meeting of Shareholders shall discuss and vote on each agenda item. Voting shall be conducted by votes in favor, votes against, and abstentions. The vote count results shall be announced by the Chairperson immediately before the closing of the meeting.



6. A shareholder or authorized representative attending the meeting who arrives after the meeting has commenced may still register and shall have the right to vote immediately after registration; in this case, the validity of matters already voted upon before such registration shall not be affected.
7. The person convening the meeting or the Chairperson of the General Meeting of Shareholders has the following rights:
 - a) To require all meeting attendees to submit to security screening or other lawful and reasonable security measures;
 - b) To request competent authorities to maintain order at the meeting; to expel from the General Meeting of Shareholders any persons who do not comply with the Chairperson's authority to conduct the meeting, willfully cause disorder, impede the normal progress of the meeting, or fail to comply with security screening requirements..
8. The Chairperson has the right to adjourn a General Meeting of Shareholders that has a sufficient number of registered attendees for a maximum period not exceeding 03 business days from the intended opening date of the meeting, and may only adjourn the meeting or change the meeting venue in the following circumstances:
 - a) The meeting venue lacks sufficient convenient seating for all attendees;
 - b) The communication facilities at the meeting venue do not enable attending shareholders to participate, discuss, and vote;
 - c) There are attendees who obstruct or cause disorder, threatening the fair and lawful conduct of the meeting..
9. If the Chairperson adjourns or suspends the General Meeting of Shareholders in violation of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the Chairperson and conduct the meeting until its conclusion; all resolutions approved at such meeting shall be valid and enforceable.
10. In cases where the Company applies modern technology to organize the General Meeting of Shareholders via online meeting, the Company is responsible for ensuring that shareholders can attend and vote by electronic voting or other electronic means in accordance with Article 144 of the Law on Enterprises and Clause 3, Article 273 of the Government's Decree No. 155/ND-CP dated December 31, 2020, providing detailed regulations for the implementation of certain articles of the Securities Law.

Article 21. Conditions for the approval of a Resolution of the General Meeting of Shareholders.

1. A resolution on the following contents shall be approved if approved by shareholders representing at least 65% of the total voting rights of all shareholders present and



voting at the meeting, except for cases specified in Clauses 3, 4 and 6 of Article 148 of the Law on Enterprises:

- a) Types of shares and total number of shares of each type;
 - b) Amendment of the company's lines of business and industries;
 - c) Amendment of the company's management structure;
 - d) Investment projects or sale of assets with a value of 35% or more of the total asset value recorded in the company's most recent financial statements, unless the company's Charter stipulates a different ratio or value;
 - e) Reorganization or dissolution of the company;
 - f) Extension of the company's term of operation.
2. Other resolutions shall be approved upon approval by shareholders holding more than 50% of the total voting rights of all shareholders present and voting at the meeting, except for cases specified in Clause 1 of this Article and Clauses 3, 4 and 6 of Article 148 of the Law on Enterprises..
 3. Resolutions of the General Meeting of Shareholders approved by 100% of the total voting shares are lawful and effective immediately, even if the order, procedures for convening the meeting, and the approving of such resolution violate the provisions of the Law on Enterprises and the Company's Charter.

Article 22. Authority and rules for obtaining shareholders' opinions in writing to approve a Resolution of the General Meeting of Shareholdersf.

The authority and rules for obtaining shareholder opinions in writing to approve a Resolution of the General Meeting of Shareholders shall be implemented according to the following regulations:

1. The Board of Directors has the right to obtain shareholder opinions in writing to approve a decision of the General Meeting of Shareholders when it deems necessary for the benefit of the Company, except for the cases stipulated in Clause 2, Article 147 of the Law on Enterprises and Clause 1, Article 21 of this Charter:
2. The Board of Directors must prepare the opinion form, the draft resolution of the General Meeting of Shareholders, documents explaining the draft resolution, and send them to all shareholders with voting rights no later than 10 days before the deadline for returning the opinion form. The requirements and methods for sending the opinion form and accompanying documents shall comply with Clause 3, Article 18 of this Charter.
3. The opinion form must contain the following main contents
 - a) Name, head office address, enterprise identification number;
 - b) Purpose of obtaining opinions;
 - c) Full name, contact address, nationality, personal legal document number for individual shareholders; name, enterprise identification number or legal document number of the organization, head office address for corporate shareholders; or full



- name, contact address, nationality, personal legal document number for the representative of a corporate shareholder; number of shares of each type and number of voting shares of the shareholder;
- d) Matters on which opinions are sought for decision approval;
 - e) Voting options, including approve, disapprove, and abstain for each matter on which opinions are sought;
 - f) Deadline for returning the completed opinion form to the Company;
 - g) Full name and signature of the Chairman of the Board of Directors..
4. Shareholders may send the completed opinion form to the Company by post, fax, or email according to the following regulations:
- a) In the case of mailing, the answered opinion paper must be signed by the individual shareholder, the authorized representative, or the legal representative of the organizational shareholder. Opinion papers sent to the Company must be enclosed in a sealed envelope, and no one is allowed to open it before the papers are counted;
 - b) In the case of sending papers by fax or email, the papers sent to the Company must be kept confidential until the time of vote counting;
 - c) Opinion papers submitted to the Company after the deadline specified in the paper itself, or that have been opened (in the case of mail submissions) or disclosed (in the case of fax or email submissions), are invalid. Unsubmitted papers will be considered as non-voting papers.
5. The Board of Directors shall count the votes and prepare a vote counting report in the presence of the Supervisory Board or shareholders who do not hold management positions in the Company. The vote counting report must include the following main contents:
- a) Name, head office address, enterprise identification number;
 - b) Purpose and matters on which opinions were sought to approve the resolution;
 - c) Number of shareholders with the total number of voting shares that participated in the vote, distinguishing between valid votes and invalid votes, and the method of vote submission, accompanied by an appendix listing the shareholders who participated in the vote;
 - d) Total number of approval votes, disapproval votes, and abstentions for each matter;
 - e) Matters approved and the corresponding approval voting ratio;
 - f) Full name and signature of the Chairman of the Board of Directors, the vote counter(s), and the vote supervisor(s).
- Members of the Board of Directors, vote counters, and vote supervisors shall be jointly liable for the truthfulness and accuracy of the vote count minutes; and

jointly liable for damages arising from decisions approved due to dishonest or inaccurate vote counting.

6. The vote count minutes and the resolution must be sent to the shareholders within 15 days from the date the vote count is completed. Sending the vote count minutes and the resolution may be replaced by posting them on the Company's website within 24 hours from the time the vote count is completed.
7. The completed opinion forms, vote count minutes, approved resolution, and related documents sent together with the opinion form must all be kept at the Company's head office.
8. A resolution approved by way of obtaining shareholder opinions in writing is approved if it is approved by shareholders holding more than 50% of the total voting shares of all shareholders entitled to vote, and shall have the same value as a resolution approved at a meeting of the General Meeting of Shareholders.

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

1. The meeting of the General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese, may also be prepared in a foreign language, and shall contain the following main contents:
 - a) Name, head office address, enterprise identification number;
 - b) Time and location of the General Meeting of Shareholders;
 - c) Meeting agenda and content;
 - d) Full names of the Chairperson and the Secretary;
 - e) Summary of the proceedings and opinions expressed at the General Meeting of Shareholders on each agenda item;
 - f) Number of shareholders and total number of voting shares of attending shareholders, including an appendix with the registration list of shareholders and shareholder representatives attending the meeting, along with the corresponding number of shares and votes;
 - g) Total number of votes cast for each voting issue, clearly stating the voting method, total number of valid votes, invalid votes, votes in favor, votes against, and abstentions; the corresponding percentages based on the total voting shares of attending shareholders;
 - h) Summary of votes cast for each candidate (if any);
 - i) Matters approved and the corresponding approval voting percentages;
 - j) Full names and signatures of the Chairperson and the Secretary. If the Chairperson or Secretary refuses to sign the meeting minutes, the minutes remain valid if signed by all other attending members of the Board of Directors and



contain all the contents prescribed in this Clause. The meeting minutes must state the refusal of the Chairperson or Secretary to sign.

2. The minutes of the General Meeting of Shareholders must be completed and approved before the conclusion of the meeting. The Chairperson and Secretary of the meeting, or other persons signing the minutes, shall be jointly liable for the truthfulness and accuracy of the content of the minutes.
3. Minutes prepared in Vietnamese and in a foreign language have equal legal effect. In case of discrepancies between the Vietnamese and foreign language versions, the content of the Vietnamese version shall prevail.
4. Resolutions, Minutes of the General Meeting of Shareholders, the appendix with the list of shareholders registered to attend, powers of attorney for meeting attendance, all documents attached to the Minutes (if any), and related documents accompanying the meeting notice must be kept at the Company's head office.

Resolutions, Minutes of the General Meeting of Shareholders, and related documents must be disclosed in accordance with provisions of law on information disclosure in the securities market.

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

Within 90 days from the date of receipt of the resolution or minutes of the General Meeting of Shareholders or minutes of the vote count for obtaining shareholder opinions of the General Meeting of Shareholders, the shareholder or group of shareholders stipulated in Clause 2, Article 115 of the Law on Enterprises has the right to request a Court or Arbitrator to consider and cancel the resolution or a part of the content of the resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening the meeting and decision-making of the General Meeting of Shareholders materially violate the provisions of the Law on Enterprises and the Company's Charter, except for the case stipulated in Clause 3, Article 21 of this Charter.
2. The content of the resolution violates the law or this Charter

VII. BOARD OF DIRECTORS

Article 25. Nomination and candidacy for members of the Board of Directors.

1. In cases where candidates for the Board of Directors have been identified, the Company must disclose information related to such candidates on the Company's website at least 10 days before the opening date of the General Meeting of Shareholders, so that shareholders may review information about these candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the truthfulness and accuracy of the disclosed personal information and must commit to perform their duties honestly, carefully, and in the



best interests of the Company if elected as a member of the Board of Directors. Information disclosed regarding candidates for the Board of Directors includes:

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Work history;
- d) Other managerial titles (including positions on the Board of Directors of other companies);
- e) Interests related to the Company and the Company's related parties;
- f) Other information as required by law (if any).

The company is responsible for disclosing information about the companies in which the candidate holds positions as a member of the Board of Directors, other management positions, and any related interests in the candidate's Board of Directors (if any).

2. A shareholder or group of shareholders owning 10% or more of the total ordinary shares has the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the Company's Charter. A shareholder or group of shareholders holding 10% to less than 20% of the total voting shares may nominate 01 candidate; 20% to less than 30% may nominate a maximum of 02 candidates; 30% to less than 40% may nominate a maximum of 03 candidates; 40% to less than 50% may nominate a maximum of 04 candidates; 50% to less than 60% may nominate a maximum of 05 candidates; 60% to less than 70% may nominate a maximum of 06 candidates; 70% to less than 80% may nominate a maximum of 07 candidates; and 80% or more may nominate a maximum of 08 candidates.
3. In case the number of candidates for the Board of Directors through nomination and self-nomination as stipulated in Clause 5, Article 115 of the Law on Enterprises is still insufficient, the incumbent Board of Directors shall nominate additional candidates in accordance with the Company's Charter, Internal Regulations on Corporate Governance, and Regulations on the Operation of the Board of Directors. The nomination 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 according to law.
4. In case the number of candidates additionally nominated by the incumbent Board of Directors under Clause 3 of this Article is still insufficient, the Board of Directors shall arrange for other shareholders to make nominations in accordance with the Company's Charter, Internal Regulations on Corporate Governance, and Regulations on the Operation of the Board of Directors. The arrangement by the incumbent Board of Directors for other shareholders to nominate additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors according to law.



5. 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. Composition and term of members of the Board of Directors

1. The number of members of the Board of Directors is 05 (five) persons.
2. The term of a member of the Board of Directors shall not exceed 05 (five) years, and they may be re-elected for an unlimited number of terms. In case all members of the Board of Directors complete their term simultaneously, such members shall continue as members of the Board of Directors until new members are elected to replace them and take over the work.
3. The composition of the Board of Directors is as follows:
The composition of the Board of Directors of the Company must ensure that at least 01 (one) member of the Board of Directors is a non-executive member. The Company shall minimize the number of members of the Board of Directors concurrently holding executive positions in the Company to ensure the independence of the Board of Directors.
4. A member of the Board of Directors ceases to be a member of the Board of Directors in case of dismissal, removal, or replacement by the General Meeting of Shareholders as stipulated in Article 160 of the Law on Enterprises.
5. The appointment of a member of the Board of Directors must be disclosed in accordance with provisions of law on information disclosure in the securities market.
6. A member of the Board of Directors is not required to be a shareholder of the Company.

Article 27. Powers and responsibilities of the Board of Directors

1. The Board of Directors is the management body of the Company, with full authority to act on behalf of the Company to decide and exercise the rights and obligations of the Company, except for rights and obligations falling under the authority of the General Meeting of Shareholders.
2. The rights and obligations of the Board of Directors are stipulated by law, the Company's Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and obligations:
 - a) To decide on the strategy, medium-term development plan, and annual business plan of the Company; to add additional permitted business lines as prescribed by law;
 - b) To recommend the types of shares and the total number of shares of each type authorized to be offered;
 - c) To decide on the sale of unissued shares within the scope of authorized offering of each type; to decide on raising additional capital through other forms;
 - d) To decide on the offering price of shares and bonds of the Company;
 - e) To decide on share buybacks as stipulated in Clauses 1 and 2, Article 133 of the Law on Enterprises;



- f) To decide on investment plans and investment projects within the authority and limits prescribed by law;
- g) To decide on market development, marketing, and technology solutions;
- h) To approve purchase, sale, borrowing, lending contracts, and other contracts and transactions with a value of 35% or more of the total asset value recorded in the Company's most recent financial statements, except for contracts and transactions subject to the decision-making authority of the General Meeting of Shareholders as stipulated in point (d), Clause 2, Article 138, and Clauses 1 and 3, Article 167 of the Law on Enterprises;
- i) To elect, dismiss, or remove the Chairman of the Board of Directors; to appoint, dismiss, enter into contracts, and terminate contracts with the General Director and other key managers as specified in the Company's Charter; to decide on salaries, remuneration, bonuses, and other benefits of such managers; to appoint authorized representatives to participate in Members' Councils or General Meetings of Shareholders in other companies, and to decide on the remuneration and other rights of such persons;
- j) To supervise and direct the General Director and other managers in the conduct of the Company's daily business operations;
- k) To decide on the organizational structure, internal management regulations of the Company, to decide on the establishment of subsidiaries, branches, representative offices, and capital contributions, share purchases in other enterprises;
- l) To approve the agenda, content, and documents for the General Meeting of Shareholders, to convene General Meetings of Shareholders or obtain opinions for the General Meeting of Shareholders to approve resolutions;
- m) To present annual audited financial statements to the General Meeting of Shareholders;
- n) To recommend the dividend level; to decide on the timeline and procedures for dividend payment or handling of losses incurred during business operations;
- o) To recommend the reorganization or dissolution of the Company; to request the bankruptcy of the Company;
- p) To decide on the issuance of Regulations on the Operation of the Board of Directors and Internal Regulations on Corporate Governance after approval by the General Meeting of Shareholders; and the Company's Information Disclosure Regulations;
- q) To request the General Director, Deputy General Directors, and other managers of the Company to provide information and documents regarding the financial situation and business operations of the Company and its units. The requested manager must provide the information and documents promptly, fully, and



accurately as requested by the member of the Board of Directors. The order and procedures for requesting and providing information are as follows:

- A member of the Board of Directors must submit the request for information to the Board of Directors.
 - If deemed necessary, the Board of Directors shall convene a meeting to seek opinions within 07 (seven) business days from the date of receipt of the request from the Board member regarding the content of the requested information.
 - If the above content is approved by the Board of Directors, the requested manager shall provide the requested information within seven (07) days.
- r) Other rights and obligations as stipulated by the Law on Enterprises, the Securities Law, other provisions of law, and the Company's Charter.
3. The Board of Directors must report to the General Meeting of Shareholders on the Board of Directors' performance results in accordance with Article 280 of the Government's Decree No. 155/2020/NĐ-CP dated December 31, 2020, providing detailed regulations for the implementation of certain articles of the Securities Law.

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

1. The Company has the right to pay remuneration and bonuses to members of the Board of Directors based on business results and performance.
2. Members of the Board of Directors are entitled to remuneration for their work and bonuses. Remuneration for work is calculated based on the number of working days necessary to complete the tasks of a member of the Board of Directors and the remuneration rate per day. The Board of Directors shall estimate the remuneration level for each member based on the principle of consensus. The total remuneration and bonuses for the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.
3. The remuneration of each member of the Board of Directors shall be accounted for as a business expense of the Company in accordance with corporate income tax laws, presented 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 who holds an executive position, or a member of the Board of Directors who works on sub-committees of the Board of Directors or performs other work outside the scope of the ordinary duties of a Board member, may be paid additional remuneration in the form of a lump-sum fee per task, salary, commission, percentage of profits, or other forms as decided by the Board of Directors.
5. Members of the Board of Directors have the right to be reimbursed for all reasonable travel, meal, accommodation, and other reasonable expenses they have incurred while performing their responsibilities as Board members, including expenses



incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or any sub-committees of the Board of Directors.

6. Members of the Board of Directors may have liability insurance purchased for them by the Company after obtaining the approval of the General Meeting of Shareholders. This insurance shall not cover liabilities of members of the Board of Directors related to violations of law and the Company's Charter.

Article 29. Chairman of the Board of Directors

1. The Chairman of the Board of Directors shall be elected, dismissed, or removed by the Board of Directors from among its members.
2. The Chairman of the Board of Directors shall not concurrently serve as the General Director.
3. The Chairman of the Board of Directors has the following rights and obligations:
 - a) To establish the working program and plan of the Board of Directors;
 - b) To prepare the agenda, content, and documents for meetings; to convene, preside over, and act as the Chairperson of meetings of the Board of Directors;
 - c) To organize the approval of resolutions and decisions of the Board of Directors;
 - d) To supervise the implementation of resolutions and decisions of the Board of Directors;
 - e) To chair meetings of the General Meeting of Shareholders;
 - f) Other rights and obligations as stipulated by the Law on Enterprises.
4. In case the Chairman of the Board of Directors resigns in writing or is dismissed or removed, the Board of Directors must elect a replacement within 10 days from the date of receipt of the resignation letter or the date of dismissal/removal. In case the Chairman of the Board of Directors is absent or unable to perform their duties, they 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 held in temporary detention, is serving a prison sentence, is undergoing administrative handling at a compulsory rehabilitation center or compulsory education center, has fled their place of residence, is restricted or loses civil act capacity, has difficulties in cognition and behavior control, or is prohibited by a court from holding a position or practicing a certain profession, the remaining members shall elect one among themselves to serve as Chairman of the Board of Directors based on the approval of a majority of the remaining members, until a new decision is made by the Board of Directors.

Article 30. Meetings of the Board of Directors

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 (seven) business days from the date the election of that Board of Directors concludes. This meeting shall be convened and presided over by the member with the highest number of votes or the highest vote percentage. If more



- than one member has the highest and equal number of votes or vote percentage, the members shall vote by majority to select one person among them to convene the Board of Directors meeting.
2. The Board of Directors must meet at least once per quarter and may hold extraordinary meetings.
 3. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases
 - a) Upon request of the Supervisory Board or an independent member of the Board of Directors (if any);
 - b) Upon request of the General Director or at least 05 (five) other managers;
 - c) Upon request of at least 02 (two) members of the Board of Directors;
 - d) Other cases when deemed necessary.
 4. The request stipulated in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed, and decisions to be made within the authority of the Board of Directors.
 5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 (seven) business days from the date of receipt of the request stipulated in Clause 3 of this Article. In case the Chairman fails to convene a Board meeting as requested, the Chairman shall bear responsibilities for any damage caused to the Company; the requesting party has the right to replace the Chairman of the Board of Directors to convene the Board meeting.
 6. The Chairman of the Board of Directors or the person convening the Board meeting must send the meeting notice no later than 05 (five) business days before the meeting date. The meeting notice must specify the time and location of the meeting, the agenda, and the issues to be discussed and decided. The meeting notice must be accompanied by documents to be used at the meeting and voting papers for members. The meeting notice for the Board of Directors may be sent by written invitation, telephone, fax, electronic means, or other methods as stipulated by the Company's Charter, and must reach the contact address of each member of the Board of Directors registered with the Company.
 7. The Chairman of the Board of Directors or the convener shall send the meeting notice and accompanying documents to members of the Supervisory Board in the same manner as to members of the Board of Directors.

Members of the Supervisory Board have the right to attend meetings of the Board of Directors; they have the right to discuss but not to vote.
 8. A meeting of the Board of Directors may be conducted when at least $\frac{3}{4}$ (three-quarters) of the total number of members are present. If a meeting convened in accordance with this Clause does not have the required number of members present, a second meeting shall be convened within 07 (seven) days from the intended date of the first meeting. In this case, the meeting may be conducted if more than half of the members of the Board of Directors are present.



9. The Board of Directors approves resolutions and decisions by voting at a meeting, obtaining written opinions, or other forms stipulated by the Company's Charter. Each member of the Board of Directors has one vote. A member of the Board of Directors is deemed to attend and vote at a meeting in the following cases
 - a) Attending and voting directly in person at the meeting;
 - b) Authorizing another person to attend and vote as stipulated in Clause 12 of this Article;
 - c) Attending and voting via online conference, electronic voting, or other electronic means;
 - d) Sending a voting paper to the meeting via post, fax, or email;
 - e) Sending a voting paper by other means as prescribed by law (if any)..
10. Obtaining written opinions of members of the Board of Directors.
 - a) When necessary for the benefit of the Company, the Chairman of the Board of Directors may obtain written opinions of members of the Board of Directors to approve a resolution of the Board of Directors.
 - b) The opinion form and documents related to the content on which opinions are sought must be sent to members of the Board of Directors at least seven (07) business days before the deadline stated on the Opinion Form, except in urgent cases.
 - c) Each member of the Board of Directors has the obligation to return the completed Opinion Form on time. An Opinion Form not returned or returned after the deadline shall be deemed a non-vote.
 - d) The Chairman of the Board of Directors and the Company Secretary have the responsibility to count the votes and prepare a Minutes summarizing the opinions of the Board of Directors. The Minutes must clearly state the content on which opinions were sought, the matters approved, the number of approval votes, disapproval votes, and other opinions or abstentions for each matter, and the full names and signatures of the Chairman of the Board of Directors and the Company Secretary.
 - e) The returned Opinion Forms, the Minutes summarizing opinions of Board members, the approved resolution, and documents related to the matters on which opinions were sought must be kept at the head office of the Parent Company.
 - f) A resolution of the Board of Directors approved by way of obtaining written opinions is approved based on the approval of a majority of the members of the Board of Directors with voting rights. This resolution has the same effect and value as a resolution approved at a meeting of the Board of Directors convened and organized in the ordinary course.
11. In case voting papers are sent to the meeting by post, the paper must be placed in a sealed envelope and must be delivered to the Chairman of the Board of Directors no



later than 01 (one) hour before the opening of the meeting. The voting papers may only be opened in the presence of all attendees.

12. Members must attend all meetings of the Board of Directors. A member may authorize another person to attend and vote if approved by a majority of the members of the Board of Directors.
13. A resolution or decision of the Board of Directors is approved if approved by a majority (more than 1/2) of the members present at the meeting; in case of a tie vote, the final decision rests with the opinion of the Chairman of the Board of Directors. Note: A member of the Board of Directors is not entitled to vote on any transaction that provides a benefit to that member or to a related person of that member as stipulated in the Law on Enterprises and Article 43 of the Company's Charter.

Article 31. Subcommittees of the Board of Directors

1. When deemed necessary, the Board of Directors may establish subordinate subcommittees to be responsible for development policies, human resources, remuneration and rewards, internal audit, and risk management. The number of members of a sub-committee shall be decided by the Board of Directors, with a minimum of 03 (three) persons, including members of the Board of Directors and external members. Non-executive members of the Board of Directors shall constitute a majority of the sub-committee, and one of these members shall be appointed as the Head of the sub-committee by a decision of the Board of Directors. The activities of a sub-committee must comply with the regulations of the Board of Directors. A resolution of a sub-committee is effective only when approved by a majority of the members attending and voting at the sub-committee meeting.
2. The implementation of decisions of the Board of Directors or of a sub-committee under the Board of Directors must comply with current provisions of law and the provisions of the Company's Charter and the Internal Regulations on Corporate Governance.

Article 32. Head of Company Governance

1. The Board of Directors of the Company must appoint at least 01 (one) Head of Company Governance to assist with corporate governance work at the enterprise. The Head of Company Governance may concurrently serve as the Company Secretary as stipulated in Clause 5, Article 156 of the Law on Enterprises.
2. The Head of Company Governance shall not simultaneously work for an approved audit organization that is auditing the Company's financial statements.
3. The Head of Company Governance has the following rights and obligations
 - a) To advise the Board of Directors on organizing General Meetings of Shareholders in accordance with regulations and on matters related to the relationship between the Company and its shareholders;



- b) To prepare meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders as requested by the Board of Directors or the Supervisory Board;
- c) To advise on meeting procedures;
- d) To attend meetings;
- e) To advise on procedures for drafting resolutions of the Board of Directors in compliance with provisions of law;
- f) To provide financial information, copies of Board of Directors meeting minutes, and other information to members of the Board of Directors and members of the Supervisory Board;
- g) To monitor and report to the Board of Directors on the Company's information disclosure activities;
- h) To act as a liaison point with relevant stakeholders;
- i) To keep information confidential in accordance with provisions of law and the Company's Charter;
- j) Other rights and obligations as stipulated by law and this Charter.

VIII. GENERAL DIRECTOR AND OTHER EXECUTIVES

Article 33. Organization of the management structure

The management system of the Company must ensure that the management apparatus is responsible to the Board of Directors and is subject to the supervision and direction of the Board of Directors in the daily business operations of the Company. The Company has a General Director, Deputy General Directors, Chief Accountant, Executive Directors, and other managerial positions appointed by the Board of Directors. The appointment, dismissal, and removal of the above-mentioned positions must be approved by a resolution or decision of the Board of Directors.

Article 34. Enterprise Executives

1. The Enterprise Executives include the General Director, Deputy General Directors, Chief Accountant, and Chief Financial Officer of the Company.
2. Upon the proposal of the General Director and with the approval of the Board of Directors, the Company may recruit other Enterprise Executives in a quantity and with standards appropriate to the structure and management regulations of the Company as stipulated by the Board of Directors. Enterprise Executives shall have the responsibility to assist the Company in achieving the objectives set forth in its operations and organization.
3. The General Director is entitled to salary and bonuses. The salary and bonuses of the General Director shall be decided by the Board of Directors.
4. The salaries of Enterprise Executives shall be accounted for as business expenses of the Company in accordance with corporate income tax laws, presented 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



Article 35. Appointment, dismissal, rights and obligations of the General Director

1. The Board of Directors shall appoint a member of the Board of Directors or hire another person to serve as General Director.
2. The General Director is the person who manages the daily business operations of the Company; is subject to the supervision of the Board of Directors; and bears responsibility to the Board of Directors and before the law for the performance of assigned rights and obligations.
3. The term of the General Director shall not exceed 05 (five) years and may be renewed for an unlimited number of terms. The General Director must meet the standards and conditions stipulated in Clause 5, Article 162 of the Law on Enterprises.
4. The General Director has the following rights and obligations
 - a) To decide on matters related to the daily business operations of the Company that do not fall under the authority of the Board of Directors;
 - b) To organize the implementation of resolutions and decisions of the Board of Directors;
 - c) To organize the implementation of the Company's business plans and investment projects;
 - d) To propose plans on organizational structure and internal management regulations of the Company;
 - e) To appoint, dismiss, and remove managerial positions within the Company, except for positions under the authority of the Board of Directors;
 - f) To decide on salaries and other benefits for employees of the Company, including managers under the appointment authority of the General Director;
 - g) To recruit employees;
 - h) To propose plans for dividend payment or handling of business losses;
 - i) Other rights and obligations as stipulated by law, the Company's Charter, and resolutions or decisions of the Board of Directors.
5. The General Director must manage the daily business operations of the Company in accordance with provisions of law, the Company's Charter, the labor contract signed with the Company, and resolutions or decisions of the Board of Directors. In case of managing contrary to the provisions of this Clause, causing damage to the Company, the General Director shall bear responsibility before the law and must compensate the Company for such damage.
6. The Board of Directors may dismiss the General Director when approved by a majority of the voting members of the Board of Directors present at the meeting, and shall appoint a new General Director to replace them.

Article 36. Company secretary

When deemed necessary, the Board of Directors shall decide to appoint one (01) or more persons as Company Secretaries with a term as determined by the Board of Directors. The Board of Directors may remove the Company Secretary when necessary, provided that such dismissal does not contravene current labor laws. The Company Secretary has the following rights and obligations:

- a) To assist in organizing the convening of General Meetings of Shareholders and Board of Directors meetings; to record meeting minutes;
- b) To assist members of the Board of Directors in performing their assigned rights and obligations;
- c) To assist the Board of Directors in applying and implementing corporate governance principles;
- d) To assist the Company in building shareholder relations and protecting the legitimate rights and interests of shareholders; in complying with obligations regarding information provision, information disclosure, and administrative procedures;
- e) Other rights and obligations as stipulated in the Company's Charter and the Company's Internal Regulations.

IX. SUPERVISORY BOARD

Article 37. Nomination and candidacy for members of the Supervisory Board.

1. The nomination and self-nomination of members of the Supervisory Board shall be carried out similarly to the provisions in Clause 1, Article 25 of this Charter. A shareholder or group of shareholders holding 10% to less than 20% of the total voting shares may nominate 01 candidate; 20% to less than 30% may nominate a maximum of 02 candidates; 30% to less than 40% may nominate a maximum of 03 candidates; 40% to less than 50% may nominate a maximum of 04 candidates; 50% or more may nominate a maximum of 05 candidates.
2. In case the number of candidates for the Supervisory Board through nomination and self-nomination under Clause 5, Article 115 of the Law on Enterprises is insufficient, the incumbent Supervisory Board may nominate additional candidates in accordance with the Company's Charter, Internal Regulations on Corporate Governance, and Regulations on the Operation of the Supervisory Board. The nomination of additional candidates by the incumbent Supervisory Board must be clearly announced before the General Meeting of Shareholders votes to elect members of the Supervisory Board according to law.
3. In case the number of candidates additionally nominated by the incumbent Supervisory Board under Clause 2 of this Article is still insufficient, the incumbent Supervisory Board shall arrange for other shareholders to make nominations in accordance with the Company's Charter, Internal Regulations on Corporate Governance, and Regulations on the Operation of the Supervisory Board. The arrangement by the incumbent Supervisory Board for other shareholders to nominate



additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect members of the Supervisory Board according to law.

Article 38. Composition of the Supervisory Board

1. The number of members of the Supervisory Board of the Company is three (03) persons. The term of a member of the Supervisory Board shall not exceed 05 (five) years and they may be re-elected for an unlimited number of terms.
2. Members of the Supervisory Board must meet the standards and conditions stipulated in Article 169 of the Law on Enterprises, as well as the following criteria
 - a) They must not work in the accounting or finance departments of the Company;
 - b) They must not be a member or employee of the independent audit firm that performed the audit of the Company's financial statements for the preceding 03 (three) consecutive years.
3. A member of the Supervisory Board shall be dismissed in the following cases:
 - a) No longer meeting the standards and conditions for serving as a member of the Supervisory Board as stipulated in Clause 2 of this Article;
 - b) Submitting a letter of resignation and such resignation being accepted;
 - c) Other cases as prescribed by law or this Charter.
4. A member of the Supervisory Board shall be removed in the following cases:
 - a) Failing to complete assigned duties or work;
 - b) Failing to exercise their rights and obligations for 06 (six) consecutive months, except in cases of force majeure;
 - c) Repeatedly or seriously violating the obligations of a member of the Supervisory Board as stipulated by the Law on Enterprises and the Company's Charter;
 - d) Other cases as provided by a resolution of the General Meeting of Shareholders.

Article 39. Head of the Supervisory Board

1. The Head of the Supervisory Board shall be elected by the Supervisory Board from among its members; the election, dismissal, and removal shall follow the majority principle. The Supervisory Board must have more than half of its members residing in Vietnam. The Head of the Supervisory Board must hold a university degree or higher in one of the following fields: economics, finance, accounting, auditing, law, business administration, or a major related to the business activities of the Enterprise.
2. Rights and obligations of the Head of the Supervisory Board:
 - a) To convene meetings of the Supervisory Board;
 - b) To request the Board of Directors, the General Director, and other executives to provide relevant information for reporting to the Supervisory Board;
 - c) To prepare and sign reports of the Supervisory Board after consulting with the Board of Directors for submission to the General Meeting of Shareholders.

Article 40. Rights and obligations of the Supervisory Board



In addition to the rights and obligations stipulated in Article 170 of the Law on Enterprises, the Supervisory Board has the following rights and obligations:

1. To propose and recommend to the General Meeting of Shareholders the approval of the list of approved audit organizations to perform the audit of the Company's financial statements; to decide on the approved audit organization to perform the inspection of the Company's activities, and to dismiss the approved auditor when deemed necessary.
2. To bear responsibility to the shareholders for their supervisory activities.
3. To supervise the financial situation of the Company, compliance with the law in the activities of members of the Board of Directors, the General Director, and other managers.
4. To ensure coordination of activities with the Board of Directors, the General Director, and shareholders.
5. In case of detecting violations of the law or violations of the Company's Charter by members of the Board of Directors, the General Director, or other executives of the enterprise, the Supervisory Board must notify the Board of Directors in writing within 48 hours, requesting the violator to cease the violation and implement remedial measures.
6. To develop Regulations on the Operation of the Supervisory Board and submit them to the General Meeting of Shareholders for approval.
7. To report to the General Meeting of Shareholders in accordance with Article 290 of the Government's Decree No. 155/2020/NĐ-CP dated December 31, 2020, providing detailed regulations for the implementation of certain articles of the Securities Law.
8. To have the right to access records and documents of the Company kept at the head office, branches, and other locations; to have the right to visit the workplaces of managers and employees of the Company during working hours.
9. To have the right to request the Board of Directors, members of the Board of Directors, the General Director, and other managers to provide complete, accurate, and timely information and documents regarding the management, administration, and business operations of the Company.
10. Other rights and obligations as stipulated by law and this Charter

Article 41. Meetings of the Supervisory Board

1. The Supervisory Board must meet at least 02 (two) times per year, with the number of attending members being at least 2/3 (two-thirds) of the members of the Supervisory Board. The minutes of the Supervisory Board meeting shall be prepared in detail and clearly. The minutes-taker and the attending members of the Supervisory Board must sign the meeting minutes. The meeting minutes of the Supervisory Board must be kept to determine the responsibilities of each member of the Supervisory Board.



2. The Supervisory Board has the right to request members of the Board of Directors, the General Director, and representatives of the approved audit organization to attend and answer questions on matters requiring clarification

Article 42. Salaries, remuneration, bonuses, and other benefits of members of the Supervisory Board.

Salaries, remuneration, bonuses, and other benefits of members of the Supervisory Board shall be implemented according to the following regulations:

1. Members of the Supervisory Board are entitled to salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide the total amount of salaries, remuneration, bonuses, other benefits, and the annual operating budget of the Supervisory Board.
2. Members of the Supervisory Board shall be reimbursed for reasonable expenses for meals, accommodation, travel, and the use of independent advisory services. The total amount of remuneration and such expenses shall not exceed the total annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless the General Meeting of Shareholders decides otherwise.
3. Salaries and operating expenses of the Supervisory Board shall be accounted for as business expenses of the Company in accordance with corporate income tax laws, other relevant provisions of law, and must be presented as a separate item in the Company's annual financial statements

X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE SUPERVISORY BOARD, THE GENERAL DIRECTOR, AND OTHER EXECUTIVES

Members of the Board of Directors, Members of the Supervisory Board, the General Director, and other executives have the responsibility to perform their duties, including those as members of sub-committees of the Board of Directors, honestly and carefully in the interests of the Company.

Article 43. Responsibility for honesty and avoidance of conflicts of interest.

1. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other managers must disclose relevant interests in accordance with the Law on Enterprises and relevant legal documents.
2. Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and related persons of such members may only use information obtained by virtue of their positions to serve the interests of the Company.
3. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other managers have the obligation to notify the Board of Directors and the Supervisory Board in writing of transactions between the Company, its subsidiaries, or other companies in which the Company holds controlling ownership of more than 50% of charter capital, and such person themselves or the related



persons of such person as prescribed by law. For the above-mentioned transactions that are approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information regarding these resolutions in accordance with securities laws on information disclosure.

4. A member of the Board of Directors shall not vote on any transaction that provides a benefit to that member or a related person of that member as stipulated in the Law on Enterprises and this Charter.
5. Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and related persons of such persons shall not use or disclose to others inside information to carry out related transactions.
6. A transaction between the Company and one or more members of the Board of Directors, members of the Supervisory Board, the General Director, other executives, and individuals or organizations related to such persons shall not be invalidated in the following cases:
 - a) For a transaction with a value of less than 20% of the total asset value recorded in the most recent financial statements, the material terms of the contract or transaction as well as the relationships and interests of the member of the Board of Directors, member of the Supervisory Board, General Director, or other executive have been reported to the Board of Directors and approved by a majority vote of the members of the Board of Directors who do not have related interests;
 - b) For a transaction with a value of 20% or more, or a transaction where the cumulative value of transactions arising within 12 months from the date of the first transaction is 20% or more of the total asset value recorded in the most recent financial statements, the material terms of such transaction as well as the relationships and interests of the member of the Board of Directors, member of the Supervisory Board, General Director, or other executive have been disclosed to the shareholders and approved by a vote of the shareholders who do not have related interests;
 - c) A contract or transaction for a loan or sale of assets with a value greater than 10% of the total asset value recorded in the most recent financial statements between the Company and a shareholder owning 51% or more of the total voting shares or a related person of such shareholder has been disclosed to the shareholders and approved by a vote of the shareholders who do not have related interests.
7. The General Director shall not be a related person of an enterprise manager, a controller of the company or parent company, a representative of state capital, or a representative of enterprise capital in the company or parent company as stipulated in point (d), Clause 46, Article 4 of the Securities Law.

Article 44. Responsibility for damages and indemnification



1. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives who violate their obligations or responsibilities of honesty and care, or fail to perform their obligations, shall bear responsibility for any damages caused by their violating acts.
2. The Company shall indemnify any person who has been, is, or may become a party to any complaint, lawsuit, or prosecution (including civil, administrative matters, and matters not arising from a lawsuit initiated by the Company) if such person is or was a member of the Board of Directors, a member of the Supervisory Board, the General Director, another executive, an employee, or an authorized representative of the Company who has performed or is performing duties under the Company's authorization, acted honestly and carefully in the interests of the Company on the basis of compliance with the law, and there is no evidence confirming that such person has violated their responsibilities.
3. Indemnification costs include judgment costs, fines, and other amounts payable actually incurred (including legal fees) when resolving such matters within the framework permitted by law. The Company may purchase insurance for such persons to cover the above-mentioned indemnification responsibilities

XI. RIGHT TO INSPECT COMPANY BOOKS AND RECORDS

Article 45. Right to inspect books and records

1. Ordinary shareholders have the right to inspect books and records, specifically as follows:
 - a) Ordinary shareholders have the right to review, inspect, and extract information regarding the names and contact addresses in the list of shareholders with voting rights; to request correction of their own inaccurate information; to review, inspect, extract, or copy the Company's Charter, meeting minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;
 - b) A shareholder or group of shareholders owning 5% or more of the total ordinary shares has the right to review, inspect, and extract the minute books, resolutions, and decisions of the Board of Directors, interim and annual financial statements, reports of the Supervisory Board, contracts and transactions subject to Board of Directors approval, and other documents, except for documents related to trade secrets or business secrets of the Company.
2. In case an authorized representative of a shareholder or group of shareholders requests inspection of books and records, such request must be accompanied by the power of attorney from the shareholder or group of shareholders represented, or a notarized copy of such power of attorney.
3. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives have the right to inspect the Company's shareholder



- register, list of shareholders, books, and other records of the Company for purposes related to their positions, provided that such information must be kept confidential.
4. The Company must keep this Charter and any amendments or supplements thereto, the Enterprise Registration Certificate, internal regulations, documents evidencing asset ownership rights, resolutions of the General Meeting of Shareholders and the Board of Directors, meeting minutes of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Supervisory Board, annual financial statements, accounting books, and other documents as prescribed by law at its head office or another location, provided that shareholders and the Business Registration Authority are notified of the location where such documents are stored.
 5. The Company's Charter must be published on the Company's website

XII. EMPLOYEES AND TRADE UNIONS

Article 46. Employees and trade unions

1. The General Director must prepare a plan for the Board of Directors to approve matters related to the recruitment, termination of employment, salaries, social insurance, welfare, rewards, and discipline of employees and Enterprise Executives.
2. The General Director must prepare a plan for the Board of Directors to approve matters related to the Company's relations with trade union organizations in accordance with best standards, practices, and management policies, as well as the practices and policies stipulated in this Charter, the Company's regulations, and current provisions of law.

XIII. PROFIT DISTRIBUTION

Article 47. Profit distribution

1. The General Meeting of Shareholders shall decide the dividend payment rate and the form of annual dividend payment from the Company's retained earnings.
2. The Company shall not pay interest on any dividend payment amount or any payment amount related to a class of shares.
3. The Board of Directors may recommend to the General Meeting of Shareholders the approval of payment of all or part of dividends in the form of shares, and the Board of Directors shall be the body implementing such decision
4. In case dividends or other amounts related to a class of shares are paid in cash, the Company must pay in Vietnamese Dong. Payment may be made directly or through banks based on detailed bank account information provided by the shareholder. In case the Company has made a transfer in accordance with the detailed bank information provided by the shareholder but such shareholder does not receive the money, the Company shall not bear responsibility for the amount the Company has transferred to such shareholder. Dividend payment for shares registered for trading/registration for listing on a stock exchange may be made through a securities company or the Vietnam Securities Depository and Clearing Corporation.



5. Pursuant to the Law on Enterprises and the Securities Law, the Board of Directors shall approve a resolution or decision establishing a specific record date for determining the list of shareholders. Based on such date, persons registered as shareholders or holders of other securities shall be entitled to receive cash dividends or share dividends, as well as to receive notices or other documents.
6. Other matters related to profit distribution shall be implemented in accordance with provisions of law.

XIV. BANK ACCOUNTS, FISCAL YEAR AND ACCOUNTING SYSTEM

Article 48. Bank account

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

Article 49. Fiscal year

The fiscal year of the Company begins on January 01 of each year and ends on December 31. The first fiscal year commences on the date the Enterprise Registration Certificate is issued and ends on December 31 of the year such Enterprise Registration Certificate is issued.

Article 50. Accounting system

1. The accounting system used by the Company shall be the enterprise accounting system or a specialized accounting system promulgated or approved by the competent authority.
2. The Company shall keep accounting books in Vietnamese and maintain accounting records in accordance with accounting laws and related provisions of law. These records must be accurate, up-to-date, systematic, and sufficient to prove and explain the Company's transactions.
3. The Company shall use the Vietnamese Dong as the currency unit in accounting. In case the Company has economic transactions primarily denominated in a foreign currency, it may choose such foreign currency as the accounting currency unit, shall bear responsibility for such choice before the law, and shall notify the directly managing tax authority.

XV. FINANCIAL STATEMENTS, ANNUAL REPORT, AND INFORMATION DISCLOSURE OBLIGATIONS

Article 51. Annual, semi-annual, and quarterly financial statements

1. The Company must prepare annual financial statements, and the annual financial statements must be audited in accordance with provisions of law. The Company shall



disclose the audited annual financial statements in accordance with provisions of law on information disclosure in the securities market and submit them to the competent state authority.

2. The annual financial statements must fully include all reports, appendices, and notes in accordance with enterprise accounting laws. The annual financial statements must truthfully and objectively reflect the Company's operating situation.
3. The Company must prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with provisions of law on information disclosure in the securities market and submit them to the competent state authority

Article 52. Annual Report

The Company must prepare and disclose the Annual Report in accordance with the provisions of law on securities and the securities market.

XVI. COMPANY AUDIT

Article 53. Auditing

1. The General Meeting of Shareholders shall appoint an independent audit firm or approve a list of independent audit firms and authorize the Board of Directors to decide on the selection of one of such entities to conduct the audit of the Company's financial statements for the following fiscal year based on terms and conditions agreed with the Board of Directors.
2. The audit report shall be attached to the Company's annual financial statements.
3. The independent auditor performing the audit of the Company's financial statements may attend meetings of the General Meeting of Shareholders and shall be entitled to receive notices and other information related to the General Meeting of Shareholders and may express opinions at the General Meeting on matters related to the audit of the Company's financial statements

XVII. COMPANY SEAL

Article 54. Company Seal

1. The seal includes a seal made at a seal engraving facility or a seal in the form of a digital signature in accordance with the law on electronic transactions.
2. The Board of Directors shall decide on the type of seal, quantity, form, and content of the seal of the Company, its branches, and representative offices (if any).
3. The Board of Directors and the General Director shall use and manage the seal in accordance with current provisions of law.

XVIII. DISSOLUTION OF THE COMPANY

Article 55. Dissolution of the Company

1. The Company may be dissolved in the following cases:
 - a) The term of operation stated in the Company's Charter expires without a decision to extend it;



- b) By a resolution or decision of the General Meeting of Shareholders;
 - c) The Enterprise Registration Certificate is revoked, except where the Tax Administration Law provides otherwise;
 - d) Other cases as prescribed by law.
2. The early dissolution of the Company (including any extended term) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. Such dissolution decision must be notified to, or approved by, the competent authority (if mandatory) as prescribed.

Article 56. Extension of operation

1. The Board of Directors shall convene a meeting of the General Meeting of Shareholders at least 7 (seven) months before the expiration of the term of operation so that shareholders may vote on the extension of the Company's operation upon the proposal of the Board of Directors.
2. The term of operation shall be extended when approved by shareholders representing 65% or more of the total voting shares of all shareholders attending the General Meeting of Shareholders.

Article 57. Liquidation

1. At least 06 (six) months before the expiration of the Company's term of operation or after a decision to dissolve the Company is made, the Board of Directors must establish a Liquidation Committee consisting of 03 (three) members, of which 02 (two) members are appointed by the General Meeting of Shareholders and 01 (one) member is appointed by the Board of Directors from an independent audit firm. 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 costs related to liquidation shall be paid by the Company in priority over other debts of the Company.
2. The Liquidation Committee has the responsibility to report to the Business Registration Authority on the date of its establishment and the date it commences operations. From that time, the Liquidation Committee shall represent the Company in all matters related to the liquidation of the Company before the Courts and administrative agencies.
3. Proceeds from liquidation shall be paid in the following order
 - a) Liquidation costs;
 - b) Outstanding salary, severance allowances, social insurance, and other benefits for employees under collective labor agreements and signed labor contracts;
 - c) Tax debts;
 - d) Other debts of the Company;
 - e) The remaining amount after payment of all debts under items (a) through (d) above shall be distributed to the shareholders. Preferred shares shall be paid out on a priority basis.



XIX. RESOLUTION OF INTERNAL DISPUTES

Article 58. Resolution of internal disputes

1. In case of any dispute or complaint arising related to the Company's operations, the rights and obligations of shareholders as stipulated in the Law on Enterprises, the Company's Charter, other provisions of law, or agreements between:
 - a) Shareholders and the Company;
 - b) Shareholders and the Board of Directors, the Supervisory Board, the General Director, or other executives;

The relevant parties shall endeavor to resolve such dispute through negotiation and mediation. Except in cases where the dispute involves the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the resolution of the dispute and request each party to present information related to the dispute within 30 (thirty) business days from the date the dispute arises. In case the dispute involves the Board of Directors or the Chairman of the Board of Directors, either party may request the Head of the Supervisory Board to appoint an independent expert as a mediator for the dispute resolution process.

2. In case a mediation decision is not reached within 06 (six) weeks from the commencement of the mediation process, or if the decision of the mediator is not accepted by the parties, either party may bring such dispute to an Arbitrator or a Court.
3. The parties shall bear their own costs related to the negotiation and mediation procedures. The payment of Court costs shall be made in accordance with the Court's judgment

XX. AMENDMENT AND SUPPLEMENTATION OF THE CHARTER

Article 59. Company Charter

1. Any amendment or supplementation of this Charter must be considered and decided by the General Meeting of Shareholders.
2. In case the law contains provisions related to the Company's operations that are not addressed in this Charter, or in case new legal provisions differ from the provisions of this Charter, such legal provisions shall apply to govern the Company's operations.

XXI. EFFECTIVE DATE

Article 60. Effective date

1. This Charter consists of 21 sections and 60 articles, which have been unanimously approved and approved by the annual General Meeting of Shareholders of Central Pharmaceutical Joint Stock Company Codupha, and the full text of this Charter is hereby agreed to take effect.
2. This Charter is prepared in 03 (three) copies, all having equal validity, and must be kept at the Company's head office.



3. This Charter is the sole and official Charter of the Company.
4. Copies or extracts of the Company's Charter shall be valid only when bearing the signature of the Chairman of the Board of Directors or at least 1/2 (one-half) of the total number of members of the Board of Directors.

**LEGAL REPRESENTATIVE
GENERAL DIRECTOR**



PHAM THI MAI HUONG

