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CHARTER

OF

VIETNAM RAILWAY CONSTRUCTION CORPORATION
JOINT STOCK COMPANY
(RCC)

Hanoi, December 2025

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FOREWORD

This Charter was approved by the General Meeting of Shareholders on December 25, 2025.

CHAPTER I. DEFINITIONS OF TERMS IN THE CHARTER

Article 1. Explanation 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 establishment of the enterprise and specified in Article 6 This Charter;

b) "Voting capital" means share capital, whereby the owner has the right to vote on matters under the decision-making competence of the General Meeting of Shareholders;

c) "Enterprise Law" means the Enterprise Law dated June 17, 2020, and as maybe amended and supplemented from time to time;

d) "Law on Securities" means the Law on Securities dated November 26, 2019, and as maybe amended and supplemented from time to time;

e) "Establishment date" means the date on which the Corporation is granted the Enterprise Registration Certificate (Business Registration Certificate and equivalent papers) for the first time;

f) "Company executives" means the Chairman of the Board of Directors, members of the Board of Directors, the General Director and individuals holding other managerial titles appointed by the Board of Directors;

g) "Company managers" means the General Director, Deputy General Director, Chief Financial Officer/Head of Finance Department, Head of Accounting Department/Chief Accountant, Head of professional departments and other executives competent to sign transactions of the Corporation on behalf of the Corporation under the Charter of the Corporation;

h) "Insider" means the Chairman of the Board of Directors, members of the Board of Directors, legal representatives, General Directors, Deputy General Directors, Chief Financial Officer/Head of Finance Department, Chief Accountant and equivalent managerial titles elected or appointed by the General Meeting of Shareholders; Chairman of the Audit Committee and members of the Audit Committee (Controller), members of the Internal Audit Committee; company secretary, person in charge of corporate governance, person authorized to disclose information;

i) "Non-executive member of the Board of Directors" means a member of the Board of Directors who is not the General Director, Deputy General Director, Chief Accountant and other executives who are competent to sign transactions of the Corporation on behalf of the Corporation;

"Independent member of the Board of Directors" means a member specified in Clause 2, Article 155 of the Law on Enterprises.

j) "Related person" means an individual or organization specified in Clause 46, Article 4 of the Law on Securities.

k) "Shareholder" means an individual or organization that owns at least one share of the Corporation.

l) "Founding shareholder" means a shareholder who owns at least one ordinary share and signs on the list of founding shareholders of a joint-stock company.

m) "Major shareholder" means a shareholder specified in Clause 18, Article 4 of the Law on Securities;

n) "Operation duration" means the operation time of the Corporation specified in this Charter and the extension time (if any) approved by the General Meeting of Shareholders of the Corporation by resolution;

o) "Vietnam" means the Socialist Republic of Vietnam;

p) "RCC/VRCC" is the abbreviation of Vietnam Railway Construction Corporation Joint Stock Company.

q) "Subsidiary" means any company in which RCC owns more than 50% of the charter capital or the total number of issued ordinary shares or has the right to directly or indirectly appoint a majority of all members of the Board of Directors, the Director (General Director) or has the right to decide on amendments and supplements to the charter of such company.

2. In these Regulations, references to one or several other regulations or documents include amendments or substitute documents.

3. The headings (Chapters and Articles of this Charter) are used to facilitate the understanding of the content and do not affect the content of this Charter.

CHAPTER II. NAME, FORM, HEAD OFFICE, BRANCH, REPRESENTATIVE OFFICE, OPERATION DURATION AND LEGAL REPRESENTATIVE OF THE CORPORATION

Article 2. Name, form, head office, branch, representative office and operation duration of the Corporation

1. Corporation Name

The name of the Corporation is written in Vietnamese: Công ty cổ phần Tổng công ty Công trình Đường sắt Việt Nam

The name of the corporation is written in English: Vietnam Railway Construction Corporation Joint – Stock Company

Abbreviated Corporation Name: VRCC

2. The Corporation is a joint-stock company with legal status in accordance with the current laws of Vietnam.

3. The registered office of the Corporation is:

Head Office Address: Building No. 33 - Lang Ha Street - O Cho Dua Ward - Hanoi City

Phone: 024.35145.715

Fax: 024.35145.671

E-mail: contact@rccgroup.vn

Website: vrccgroup.vn

4. The Corporation may set up branches and representative offices in its business areas to implement the Corporation's operational objectives in accordance with the decisions of the Board of Directors and to the extent permitted by law.

5. Unless terminated before the time limit under Clause 2 Article 55 or extension of operation under Article 56 In this Charter, the term of operation of the Corporation starts from the date of establishment and is indefinite.

Article 3. Legal representative of the Corporation

1. The Corporation has two (02) legal representatives, including:
   Chairman of the Board of Directors;
   General Director.

2. Powers of the legal representative.

a) The Corporation's legal representative shall represent the Corporation in exercising its rights and perform its obligations arising from the Corporation's transactions, representing the Corporation as a requester for settlement of civil matters, plaintiffs, defendants, persons with interests, related obligations before the Arbitrator, the Court and other rights and obligations as prescribed by law.

b) When there is only one legal representative residing in Vietnam, this person, upon leaving Vietnam, must authorize in writing another individual residing in Vietnam to exercise the rights and perform the obligations of the legal representative. In this case, the legal representative shall still be responsible for the exercise of the authorized rights and obligations.

c) The Chairman of the Board of Directors and the General Director shall be in charge of each field in charge or directly administer according to the Regulations on Approval Competence promulgated by the Board of Directors.

3. Responsibilities of legal representatives

a) To exercise the assigned rights and obligations in an honest, prudent and best manner in order to ensure the legitimate interests of the Corporation;

b) Loyal to the interests of the Corporation; not to abuse their positions and use information, know-how, business opportunities and other assets of the Corporation for self-interest or to serve the interests of other organizations and individuals;

c) To promptly, fully and accurately notify the Corporation of the enterprises in which they and their related persons own or have shares or capital contributions in accordance with the Law on Enterprises.

d) The Chairman of the Board of Directors and the General Director shall be responsible for each field under their charge or directly administered in accordance with the Regulations on Approval Competence promulgated by the Board of Directors.

4. The legal representative specified in Clause 1 of this Article shall be personally responsible for damage to the Corporation due to the breach of responsibility.

CHAPTER III. OBJECTIVES, SCOPE OF BUSINESS AND OPERATION OF THE CORPORATION

Article 4. Objectives of the Corporation's operation

4. The Corporation's business lines are:

STT	Industry Name	Industry Code
1	Freight transport by rail	4912
2	Coastal and ocean freight transport	5012
3	Inland waterway freight transport	5022
4	Afforestation and forest care	0210
5	Electrical System Installation Details: Construction of information, signal, electricity works.	4321
6	Activities of direct support services for rail transport and roads. Details: Train Ticketing Service Agent	5221
7	Production of concrete and cement and gypsum products Details: - Production of concrete products. - Production of precast concrete slabs, pipes, concrete columns, reinforced concrete piles.	2395
8	Manufacture of other products from wood; production of products from bamboo, bamboo, straw, rice and braided materials.	1629
9	Wholesale of machinery, equipment and other machine parts. Details: - Import and export of materials, machinery and equipment in the transport sector. - Import and export of supplies, machinery, equipment, spare parts and accessories of the railway industry. (Failing to distribute goods which foreign-invested economic organizations are not entitled to distribute according to the provisions of law from time to time.)	4659
11	Wholesale of metals and metal ores. Details: Import and export of iron, steel of all kinds	4662
12	Wholesale of other installation materials and equipment in construction. Details: - Import and export of construction materials - Purchase and sale of building materials	4663
13	Other specialized wholesalers have not gone anywhere. Details: - Purchase and sale of defective goods and scrap (except for scrap prohibited by the State). - Import and export of concrete products. - Import and export of wood products (except for timber prohibited by the State). - Rapid sale of means of transport, machinery, equipment and spare parts in the transport and industrial sectors. (Failing to distribute goods which foreign-invested economic organizations are not entitled to distribute according to the provisions of law from time to time.)	4669

14	Sauna, massage and similar health-promoting services (except for sports activities). Details: Sauna, massage, physiotherapy services (excluding acupressure, acupressure and sauna with traditional medicine)	9610
15	Support services related to the promotion and organization of tours. Details: Domestic and international travel tourism business and services for tourists (excluding discotheques, bars, karaoke rooms. Do not provide travel services, except for international travel services serving international tourists to Vietnam).	7990
16	Other road passenger transport. Details: Passenger transportation under contract.	4932
17	Manufacture of metal components. Details: Production of steel components: steel bridge beams, house frames, forging, stamping, pressing, cutting to form products.	2511
18	Architectural activities and related technical consultancy Details: Survey and mapping services.	7110
19	Rental of machinery, equipment and other tangible utensils. Details: Leasing vehicles, machinery, equipment, spare parts for the transportation and industrial sectors.	7730
20	Construction of other civil engineering works. Details: Construction of traffic, industrial, civil, irrigation works.	4290
21	Demolition	4311
22	Site preparation. Details: Cleaning, creating construction sites (leveling). Exclusion: blasting service	4312
23	Management consulting activities. Details: - Supervision of construction of works: roads and bridges, civil and industrial. - Consulting on investment in the construction of civil, traffic, industrial and technical infrastructure works (excluding work design)	7020
24	Transport goods by road.	4933
25	Mining of stone, sand, gravel, clay. Details: Mining of stone, sand, gravel, clay and kaolin.	0810
26	Short-term stay services. Business details of guest houses, motels, catering services	5510
27	Technical testing and analysis. Details: testing and testing of construction materials; testing and testing the mechanical strength of concrete and structures.	7120
28	Trading in real estate, land use rights owned or leased. Details: Real estate business with ownership or lease. (Do not invest in the construction of cemetery and graveyard infrastructure to transfer land use rights associated with infrastructure)	6810
29	Dedicated design activities.	7410

	Details: - Design of traffic works. - Structural design of civil construction works and industry. - Construction architecture services.	
30	Installation of water supply, drainage, heater and air conditioning systems Details: Construction of works, pipelines, water supply and drainage	4322
31	Agents, brokers, auctions. Details: Sale and Dealership of Goods (Failing to distribute goods which foreign-invested economic organizations are not entitled to distribute according to the provisions of law from time to time.)	4610
32	Warehousing and storage of goods Details: loading and unloading goods, warehousing activities.	5210
33	The rest of the other business support services have not been classified. Details: Investment in civil, industrial, traffic and irrigation works. (For conditional business lines, enterprises shall only do business when they fully meet the conditions prescribed by law)	8299
34	+ *Construction of railway and road works*	421
35	+ *Other education not yet classified* *Details: Occupational safety and hygiene education and training services*	8559
36	+ *Rental of other personal and household belongings*	7729
37	+ *Cleaning houses and other works*	8129
38	+ *Laundry and cleaning of textile and fur products*	9620
39	+ *Photocopying, document preparation and other special office support activities*	8219
40	+ *Motor car rental*	7710
41	+ *Restaurants and mobile catering services*	5610
42	+ *Providing catering services under irregular contracts with customers (serving banquets, meetings, weddings,...)*	5621
43	+ *Passenger transport by road in inner cities and suburbs (except transport by bus)*	4931

5. The Corporation's operational objectives are to mobilize and use capital effectively in the development of registered business lines, with the aim of maximizing profits, increasing profits for shareholders, creating stable jobs for employees, contributing to the State budget and developing the Corporation.

Article 5. Scope of business and operation of the Corporation

1. Corporations permitted to conduct business activities in the business lines specified in this Charter have registered, notified changes in registration contents to the business

registration authority and announced them on the National Enterprise Registration Portal.

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

CHAPTER IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 6. Charter capital, shares, founding shareholders

1. The charter capital of the Corporation is 320,647,490,000 VND

(In words: Three hundred and twenty billion, six hundred and forty-seven million, four hundred and ninety thousand VND)

The total charter capital of the Company is divided into 32,064,749 shares with a par value of VND 10,000.

2. The Corporation may change its charter capital when it is approved by the General Meeting of Shareholders and in accordance with the provisions of law.

3. The shares of the Corporation on the date of adoption of this Charter are ordinary shares. The rights and obligations of shareholders holding each type of shares are specified in Article 12, Article 13 This Charter.

4. The Corporation may issue other types of preference shares after obtaining the approval of the General Meeting of Shareholders and in accordance with the provisions of law.

5. Name, address, number of shares and other information about the founding shareholders in accordance with the provisions of the Law on Enterprises are stated in Appendix 1 attached. This Addendum is a part of this Charter.

6. Ordinary shares must be prioritized for sale to existing shareholders in proportion to their ownership of ordinary shares in the Corporation, unless otherwise decided by the General Meeting of Shareholders. The number of shares of shareholders who are not registered to buy all will be decided by the Board of Directors of the Corporation. The Board of Directors may distribute such shares to the subjects under such conditions and in such manner as the Board of Directors deems appropriate, but shall not sell such shares under conditions more favorable than those already offered for sale to existing shareholders, unless the shares are sold through the Stock Exchange under the Stock Exchange auction method.

7. The Corporation may purchase shares issued by the Corporation itself in the manners prescribed in this Charter and the current law.

a) The Corporation that repurchases its own shares must carry out procedures for reducing its charter capital in proportion to the total value calculated according to the par value of the number of shares repurchased by the Corporation within 10 days from the date of completion of the payment for the repurchase of shares in the following cases: repurchase their own shares under the decision of the General Meeting of Shareholders through the repurchase to reduce charter capital, repurchase of shares at the request of shareholders in accordance with the provisions of the Law on Enterprises

and repurchase of shares of employees under the regulation on issuance of shares to employees.

b) A corporation that repurchases its own shares may sell them immediately after the repurchase in the following cases: repurchase odd shares according to the plan to issue shares to pay dividends, plan to issue shares from equity and repurchase of odd-lot shares at the request of shareholders.

8. The Corporation may issue other securities in accordance with law.

Article 7. Stock Certification

1. Shareholders of the Corporation shall be granted share certificates corresponding to the number of shares and types of shares owned.

2. Stocks are securities that confirm the legitimate rights and interests of the owners of a part of the Corporation's share capital. Stocks have all the contents as prescribed in Clause 1, Article 121 of the Law on Enterprises.

3. In case the certifications are lost, damaged or destroyed in other forms, the shareholders shall be re-granted share certificates by the Corporation at the request of such shareholders. The shareholder's proposal must include the following contents:

a) Information about share certificates that have been lost, damaged or otherwise destroyed;

b) Commit to take responsibility for disputes arising from the re-issuance of new share certificates.

Article 8. Other securities certificates

Bond certificates or other securities certificates of the Corporation shall be issued with the signature of the legal representative who is the Chairman of the Board of Directors and the seal of the Corporation.

Article 9. Transfer of shares

1. All shares are freely transferable in accordance with the provisions of the law on securities and securities market, unless otherwise provided for by this Charter and the law.

a) The Corporation's shares are registered for depository at the Vietnam Securities Depository and Clearing Corporation and are registered for trading (or listed when eligible) on the securities trading system. Shareholders shall transfer shares in accordance with regulations on securities trading at the Vietnam Stock Exchange or subsidiaries of the Vietnam Stock Exchange.

b) In case the Corporation's stocks are deregistered for depository at the Vietnam Securities Depository and Clearing Corporation and deregistered for trading or listed on the securities trading system, the share holders shall carry out the procedures for transfer of share ownership at the Corporation as follows: within 20 (twenty) days from the date of submission of a complete dossier of request for transfer of share ownership as prescribed by the Corporation or within 2 (two) months of full payment of the share

purchase price as prescribed in the plan (or other time limits prescribed in the issuance terms) from the date of issuance of shares of the Corporation, the holder of the number of shares shall be granted a share certificate. The shareholder does not have to pay the Corporation the cost of printing the share certificate.

2. Shares that have not been fully paid shall not be transferred and enjoy related benefits such as the right to receive dividends, the right to receive shares issued to increase share capital from equity, the right to purchase newly offered shares and other benefits as prescribed by law.

Article 10. Share Recovery

1. In case a shareholder fails to pay in full and on time the amount payable to purchase shares, the Board of Directors shall notify and request such shareholder to pay the remaining amount together with the interest on such amount and expenses incurred due to the failure to fully pay to the Company.

2. The above-mentioned notice of payment must clearly state the new payment deadline (at least seven (07) days from the date of sending the notice), the place of payment and the notice must clearly state that in case of failure to pay as required, the number of shares that have not been fully paid will be withdrawn.

3. The Board of Directors reserves the right to revoke unpaid shares in full and on time in the event that the requirements in the above notice are not fulfilled.

4. The recovered shares are considered as shares entitled to be offered for sale specified in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly or authorize the sale and redistribution under such conditions and manner as the Board of Directors deems appropriate.

5. Shareholders holding the withdrawn shares must renounce their status as shareholders in respect of such shares, but must still pay the relevant amounts and interest arising at a proportional rate (not exceeding 10% per annum) at the time of recovery under the decision of the Board of Directors from the date of recovery to the date of payment. The Board of Directors has the sole right to decide on the coercive payment of the entire value of shares at the time of recovery.

6. The notice of revocation shall be sent to the holder of the revoked shares before the time of revocation. The revocation remains in effect even in the event of an error or negligence in the delivery of the notification.

CHAPTER V. ORGANIZATIONAL STRUCTURE, GOVERNANCE, AND CONTROL

Article 11. Organizational structure, governance, and control

The organizational structure of management, administration and control of the Corporation includes:

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

CHAPTER VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 12. Shareholders' rights

1. Shareholders are the owners of the Corporation, and have the corresponding rights and obligations according to the number of shares and the type of shares they own. Shareholders are only responsible for debts and other property obligations of the Corporation within the scope of the capital contributed to the Corporation.

2. Ordinary shareholders have the following rights:

a) Attend and speak at meetings of the General Meeting of Shareholders and exercise the right to vote in person at the General Meeting of Shareholders or through an authorized representative or conduct remote voting;

b) Receive dividends at the rate according to the Resolution of the General Meeting of Shareholders;

c) Freedom to transfer shares that have been fully paid in accordance with the provisions of this Charter and current laws;

d) Priority shall be given to the purchase of new shares corresponding to the proportion of ordinary shares of each shareholder in the company;

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

f) Considering, looking, extracting or copying the company's charter, the minutes of the General Meeting of Shareholders and the resolution of the General Meeting of Shareholders;

g) In case of dissolution or bankruptcy of the Corporation, it shall receive a part of the remaining assets corresponding to the percentage of share ownership in the Corporation after the Corporation has paid debts (including debt obligations to the State, taxes and fees) and paid to shareholders holding other types of shares of the Corporation as prescribed of law;

h) To request the Corporation to repurchase shares in the cases specified in Article 132 of the Law on Enterprises;

i) The right to equal treatment. Each share of the same type gives the shareholder equal rights, obligations and benefits. In case the company has preference shares, the rights and obligations associated with the preference shares must be approved by the General Meeting of Shareholders and fully announced to shareholders;

j) The right to have full access to periodic and irregular information announced by the Corporation in accordance with law;

k) Shareholders have the right to protect their legitimate rights and interests. In case the Resolution of the General Meeting of Shareholders violates the law or the Corporation's Charter; resolutions of the Board of Directors adopted in contravention of law or resolutions of the General Meeting of Shareholders or the Corporation's Charter, causing damage to the Corporation, shareholders have the right to request the

Court or Arbitrator to suspend or cancel part or all of the above-mentioned resolutions in accordance with the provisions of the Law on Enterprises;

l) Other rights as prescribed by law and this Charter.

3. Shareholders or groups of shareholders holding 5% or more of the total number of ordinary shares have the following rights:

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

b) Examining and extracting minutes and resolutions of the Board of Directors, mid-year and annual financial statements made according to the form of the Vietnamese accounting system and reports of the Audit Committee, contracts and transactions subject to the Board of Directors and other documents except those related to trade secrets, business secrets of the Corporation;

c) To request the Audit Committee to examine each specific issue related to the management and administration of the Corporation's operations when deeming it necessary. The request must be expressed in writing; must have full name, permanent residence address, nationality, number of citizen identity card, people's identity card, passport or other lawful personal identification for individual shareholders; name, enterprise code or establishment decision number, address of the head office for shareholders being organizations; the number of shares and the time of registration of shares of each shareholder, the total number of shares of the whole group of shareholders and the percentage of ownership in the total number of shares of the Corporation; matters to be inspected, the purpose of inspection;

4. Shareholders or groups of shareholders owning 9% or more of the total ordinary shares have the right to nominate persons to the Board of Directors. The nomination of persons to the Board of Directors shall comply with the provisions of Clause 5, Article 115 of the Law on Enterprises and the Charter of the Corporation.

5. Other rights as prescribed by law and this Charter.

Article 13. Obligations of shareholders

Ordinary shareholders have the following obligations:

1. To comply with the Charter of the Corporation and the Corporation's internal management regulations; comply with the Resolution of the General Meeting of Shareholders and the Board of Directors.

2. Attending the General Meeting of Shareholders and exercising voting rights through the following forms:

a) Attending and voting directly at the meeting;

b) Authorize others to attend and vote at meetings;

c) Attend and vote through online meetings, electronic voting or other electronic forms;

d) Send the ballot to the meeting via mail, fax, email.

3. Pay in full and on time the number of shares committed to buy.
4. Provide the correct address when registering to buy shares.
5. Confidentiality of information provided by the Corporation in accordance with the provisions of the Charter and law; use the information provided only to exercise and protect their legitimate rights and interests; not to distribute or copy or send to other organizations and individuals.
6. Take personal responsibility when committing one of the following acts on behalf of the Corporation in any form:
a) Violation of law;
b) Conducting business and other transactions for self-interest or serving the interests of other organizations and individuals;
c) Payment of undue debts against financial risks to the Corporation.
7. Fulfill other obligations as prescribed by current law.

Article 14. General Meeting of Shareholders

1. The General Meeting of Shareholders is the highest decision-making body of the Corporation. The Annual General Meeting of Shareholders is held once (01) per year. The General Meeting of Shareholders must hold an annual meeting within four (04) months from the end of the fiscal year. The Board of Directors shall decide to extend the Annual General Meeting of Shareholders in case of necessity, but not more than 06 months from the end of the fiscal year.
2. The Board of Directors convenes the Annual General Meeting of Shareholders and selects a suitable location. The Annual General Meeting of Shareholders decides on matters in accordance with the provisions of law and the company's Charter, especially approving the annual financial statements and estimates for the next fiscal year. In case the Corporation's annual financial statement audit report contains material exceptions, refusals or contradictions, the Corporation must invite the representative of the auditing organization approved to audit the Corporation's financial statements to attend the Annual General Meeting of Shareholders and the representative of the approved auditing organization mentioned above shall be responsible to attend the Annual General Meeting of Shareholders of the Corporation;
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 benefit of the Corporation;
b) Quarterly, six-month or audited annual financial statements reflecting that equity has lost half (1/2) or more compared to the beginning of the period;
c) The number of members of the Board of Directors, independent members of the Board of Directors (if any) and members of the Audit Committee is less than the number of members as prescribed by law or the number of members of the Board of Directors is reduced by more than one-third (1/3) compared to the number of members specified in this Charter;

d) Shareholders or groups of shareholders specified in Clause 3, Article 12 of this Charter shall request the convening of the General Meeting of Shareholders. The request for convening the General Meeting of Shareholders must be expressed in writing, clearly stating the reason and purpose of the meeting, with sufficient signatures of relevant shareholders or a written request made in many copies and sufficient signatures of relevant shareholders;

e) At the request of the Audit Committee;

f) Other cases as prescribed by law.

4. Convening an extraordinary General Meeting of Shareholders

a) The Board of Directors shall convene a meeting of the General Meeting of Shareholders within thirty (30) days from the date on which the remaining members of the Board of Directors, independent members of the Board of Directors or members of the Audit Committee as prescribed at Point c, Clause 3 of this Article or receipt of the request specified at Points d and e, Clause 3 of this Article;

b) In case the Board of Directors fails to convene a meeting of the General Meeting of Shareholders as prescribed at Point a, Clause 4 of this Article, within the next thirty (30) days, the shareholders or groups of shareholders at the request specified at Point d, Clause 3 of this Article may replace the Board of Directors with the convening of the General Meeting of Shareholders as prescribed in Clause 4 Article 140 of the Law on Enterprises.

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the order and procedures for convening, conducting meetings and making decisions of the General Meeting of Shareholders. All expenses for convening and conducting the General Meeting of Shareholders shall be refunded by the Corporation. This cost does not include expenses spent by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

c) Procedures for organizing a meeting of the General Meeting of Shareholders are specified in Clause 5, Article 140 of the Law on Enterprises.

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

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

a) Adopting the development orientation of the Corporation;

b) To decide on the types of shares and the total number of shares of each type entitled to be offered for sale; decide on the annual dividend level of each type of shares;

c) Election, dismissal and dismissal of members of the Board of Directors;

d) Decision on investment or sale of assets valued at 35% or more of the total value of assets inscribed in the Corporation's latest financial statements;

e) Decision on amendments and supplements to the Charter of the Corporation;

f) Approval of annual financial statements;

g) Decide to repurchase more than 10% of the total sold shares of each type;

h) To consider and handle violations committed by members of the Board of Directors causing damage to the Corporation and its shareholders;

i) Decision on reorganization or dissolution of the Corporation;

j) To decide on the budget or the total level of remuneration, bonuses and other benefits for the Board of Directors;

k) Approving the Internal Governance Regulation; Regulations on the operation of the Board of Directors;

l) Approve the list of approved auditing firms; decide on the auditing firm to be approved to inspect the Corporation's operations, the exemption of the approved auditor when deeming it necessary;

m) Other rights and obligations as prescribed by law.

2. The General Meeting of Shareholders discussed and approved the following issues:

a) The Corporation's annual business plan;

b) Audited annual financial statements;

c) The report of the Board of Directors on the governance and operation results of the Board of Directors and each member of the Board of Directors; Reports of independent members of the Board of Directors;

d) Dividend level for each share of each type;

e) Number of members of the Board of Directors;

f) Election, dismissal and dismissal of members of the Board of Directors;

g) To decide on the budget or the total level of remuneration, bonuses and other benefits for the Board of Directors;

h) Approve the list of approved auditing firms; decide on the auditing firm to be approved to inspect the Corporation's activities when deeming it necessary;

i) To supplement and amend the Charter of the Corporation;

j) The type of shares and the number of new shares issued for each type of shares;

k) Division, separation, consolidation, merger or transformation of the Corporation;

l) Reorganization and dissolution (liquidation) of the Corporation and appointment of liquidators;

m) Decision on investment or sale of assets valued at 35% or more of the total value of assets inscribed in the Corporation's latest financial statements;

n) Decide to repurchase more than 10% of the total sold shares of each type;

o) The Corporation signs contracts and transactions with the entities specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total value of the Corporation's assets recorded in the latest financial statements;

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

q) Approving the Internal Regulation on corporate governance, the Regulation on the operation of the Board of Directors;

r) Other matters as prescribed by law.

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

Article 16. Authorized Representative

1. Shareholders who have the right to attend the General Meeting of Shareholders in accordance with the provisions of law may authorize representative individuals and organizations to attend. In case there is more than one authorized representative, the number of shares and the number of authorized votes for each representative must be specified. Shareholders are considered to attend and vote at the General Meeting of Shareholders in the case specified in Clause 3, Article 144 of the Law on Enterprises.

2. The authorization of representative individuals and organizations to attend the General Meeting of Shareholders must be made in writing and signed according to the following provisions:

a) The authorization document is made in accordance with the civil law and must clearly state the name of the authorized shareholder, the name of the authorized person and the number of authorized shares, the contents, scope of authorization, and the duration of the authorization. The person authorized to attend the General Meeting of Shareholders must present a written authorization when registering to attend the meeting before entering the meeting room.

b) In case the shareholder of the organization is the authorizer, the power of attorney must be signed by the authorized representative, the legal representative of the shareholder being an organization or individual, the legal representative of the authorized organization to attend the meeting;

c) In other cases, the power of attorney must be signed by the legal representative of the shareholder and the person authorized to attend the meeting.

3. The person authorized to attend the General Meeting of Shareholders must submit a written authorization when registering to attend the meeting before entering the meeting room.

4. In case the lawyer signs the letter of appointment of the representative on behalf of the authorizer, the appointment of the representative in this case is only considered effective if the letter of appointment of the representative is presented together with the power of attorney to the lawyer (if it has not previously been registered with the Company).

5. Except for the case specified in Clause 3 of this Article, the voting vote of the authorized person attending the meeting within the scope of authorization shall still be valid in one of the following cases:

a) The authorizer has died, has limited civil act capacity or has lost his/her civil act capacity;

b) The authorizer has canceled the authorization designation;

c) The authorizer has canceled the authority of the person performing the authorization.

This clause does not apply in the event that the Company receives notice of one of the above events before the opening time of the General Meeting of Shareholders or before the meeting is reconvened.

Article 17. Change permissions

1. The change or cancellation of special rights associated with a type of preference shares takes effect when it is approved by shareholders holding at least 65% of ordinary shares attending the meeting and at the same time being approved by shareholders holding at least 75% of the voting rights of the above-mentioned type of preference shares. The holding of a meeting of shareholders holding a type of preference shares to approve the above-mentioned change of rights is only valid when there are at least two (02) shareholders (or their authorized representatives) and hold at least one-third (1/3) of the par value of the issued shares of that type. In case there are insufficient number of delegates as mentioned above, the meeting shall be reconvened within thirty (30) days thereafter, and the holders of shares of that type (regardless of the number of persons and shares) present in person or through authorized representatives shall be deemed to have sufficient number of delegates. At the above-mentioned meetings of shareholders holding preference shares, holders of shares of that type who are present in person or through their representatives may request a secret ballot. Each share of the same type has equal voting rights at the above-mentioned meetings.
2. The procedure for conducting such separate meetings shall be carried out in the same manner as the provisions of Articles 19 and 21 of this Charter.
3. Unless otherwise provided by the terms of the issuance of shares, the special rights attached to the types of shares with preferential rights over some or all matters relating to the distribution of profits or assets of the Corporation shall not be altered when the Corporation issues additional shares of the same type.

Article 18. Convening meetings, meeting agendas and announcements of the General Meeting of Shareholders

1. The Board of Directors convenes an annual and extraordinary General Meeting of Shareholders. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the cases specified in Clause 3 Article 14 This Charter.
2. The Corporation must disclose information on the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the last registration date.
3. The convener of the General Meeting of Shareholders must perform the following tasks:

a) Prepare a list of shareholders eligible to participate and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of

Shareholders shall be made no later than ten (10) days before the date of sending the notice of invitation to the General Meeting of Shareholders;

b) Prepare the program and content of the meeting;

c) Preparing documents for the meeting;

d) Draft resolutions of the General Meeting of Shareholders according to the expected contents of the meeting;

e) Determining the time and place of the meeting;

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

g) Other tasks for the meeting.

4. The notice of the General Meeting of Shareholders shall be sent to all shareholders by the method of security, and at the same time published on the website of the Company and the State Securities Commission and the Stock Exchange. The convener of the General Meeting of Shareholders must send a notice of invitation to the meeting to all shareholders on the List of shareholders entitled to attend the meeting at least twenty-one (21) days before the opening date of the General Meeting of Shareholders (counting from the date on which the notice is duly sent or sent, to be paid or put in a mailbox). The agenda of the General Meeting of Shareholders, documents related to the issues to be voted on at the General Meeting shall be sent to shareholders or/and posted on the Company's website. In case the documents are not enclosed with the notice of the General Meeting of Shareholders, the notice of invitation to the meeting must clearly state the link to all meeting documents for shareholders to access, including:

a) Meeting agendas, documents used in the meeting;

b) List and details of candidates in case of election of members of the Board of Directors;

c) The ballot paper;

d) Form of appointment of authorized representative to attend the meeting (if any);

e) Draft resolutions for each issue on the meeting agenda.

5. Shareholders or groups of shareholders as prescribed in Clause 3 Article 12 This Charter has the right to propose the issue to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and must be sent to the Company at least three (03) working days before the opening date of the General Meeting of Shareholders. The petition must include the full name of the shareholder, permanent residence address, nationality, number of the citizen's identity card, identity card, passport or other lawful personal identification for individual shareholders; name, enterprise code or establishment decision number, address of the head office for shareholders being organizations; the number and type of shares held by such shareholders, and the contents of the proposal to be included in the meeting agenda.

6. The convener of the General Meeting of Shareholders may reject the proposal specified in Clause 4 of this Article in one of the following cases:

a) Petitions are sent on time or insufficiently, with incorrect content;

b) At the time of petition, the shareholder or group of shareholders does not hold 5% or more of the ordinary shares as prescribed in Clause 3 Article 12 This Charter;

c) Proposals are not within the scope of the decision-making authority of the General Meeting of Shareholders;

d) Other cases as prescribed by law.

Article 19. Conditions for conducting the General Meeting of Shareholders

1. The General Meeting of Shareholders shall be conducted when the number of shareholders attending the meeting represents more than 50% of the total votes.

2. In case the first meeting is not eligible to be held as prescribed in Clause 1 of this Article, the notice of invitation to the second meeting shall be sent within 30 days from the date of the intended first meeting. The second General Meeting of Shareholders shall be conducted when the number of shareholders attending the meeting represents 33% or more of the total votes.

3. In case the second meeting is not eligible to be held as prescribed in Clause 2 of this Article, the notice of invitation to the third meeting must be sent within 20 days from the date of the intended second meeting. The third General Meeting of Shareholders is conducted regardless of the total number of votes cast by shareholders attending the meeting.

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

1. Before the opening of the meeting, the Corporation must carry out the procedures for registering shareholders and must carry out the registration until the shareholders who have the right to attend the meeting are fully registered.

2. When registering shareholders, the Corporation shall grant each shareholder or authorized representative the right to vote a voting card, on which the registration number, full name of the shareholder, the full name of the authorized representative and the number of voting votes of such shareholder shall be inscribed. When voting at the meeting, the number of votes for the resolution is collected first, the number of cards against the resolution is collected later, and finally the total number of votes for or against is counted to decide. The total number of votes for, against and abstention or invalidity according to each issue shall be notified by the Chairperson or the representative of the Vote Counting Committee before the closing of the meeting. The meeting shall elect persons responsible for counting votes or supervising the counting of votes at the request of the chairperson. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders at the request of the Chairman of the meeting.

3. Shareholders or authorized representatives who arrive after the meeting has opened have the right to register immediately and then have the right to participate and vote at the meeting immediately after registration. The Chairman is not responsible for stopping

the meeting to allow shareholders to be late for registration and the validity of the previously voted contents remains unchanged.

4. Chairman and secretary of the meeting:

a) The Chairman of the Board of Directors shall preside over meetings convened by the Board of Directors. In case the Chairman is absent or temporarily incapacitated, the Vice Chairman or the remaining members of the Board of Directors shall elect one of them to chair the meeting on the principle of majority. In case the chairman cannot be elected, the Chairman of the Audit Committee shall direct the General Meeting of Shareholders to elect the chairman of the meeting from among the attendees and the person with the highest vote to chair the meeting.

b) In other cases, the person who convenes the meeting of the General Meeting of Shareholders shall preside over the meeting of the General Meeting of Shareholders to elect the chairman of the meeting and the person with the highest number of votes shall be appointed to chair the meeting.

c) The chairperson shall appoint one or several persons to act as the secretary of the meeting.

5. The agenda and contents of the meeting must be approved by the General Meeting of Shareholders in the opening session. The program must clearly and in detail determine the time for each issue in the content of the meeting agenda.

6. The Chairman of the General Meeting may conduct necessary activities to control the General Meeting of Shareholders in a valid and orderly manner, according to the approved program and reflecting the wishes of the majority of delegates attending.

7. The Chairman has the right to postpone the meeting of the General Meeting of Shareholders that has a sufficient number of people registered to attend the meeting not more than 03 working days from the date the meeting is scheduled to open and may only postpone the meeting or change the meeting venue in the following cases:

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

b) The means of communication at the meeting venue do not ensure the participation, discussion and voting of shareholders attending the meeting;

c) There are people attending the meeting to obstruct or disrupt the order, risking making the meeting not conducted fairly and legally.

8. In case the chairperson postpones or suspends the meeting of the General Meeting of Shareholders in contravention of the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the chairperson to administer the meeting until the end; All resolutions passed at that meeting are enforceable.

9. The convener of the General Meeting of Shareholders has the right to request shareholders or authorized representatives to attend the General Meeting of Shareholders to be subject to inspection or other lawful and reasonable security measures. In case a shareholder or authorized representative fails to comply with the above-mentioned regulations on inspection or security measures, the convener of the

General Meeting of Shareholders after careful consideration has the right to refuse or expel the above-mentioned shareholders or representatives from the general meeting.

10. The convener of the General Meeting of Shareholders, after careful consideration, may take appropriate measures to:

a) Arrangement of seats at the meeting place of the General Meeting of Shareholders;

b) Ensure the safety of everyone present at the meeting places;

c) Creating conditions for shareholders to attend (or continue to attend) the general meeting. The convener of the General Meeting of Shareholders has the full right to change the above-mentioned measures and apply all necessary measures. Applicable measures may be to issue an entry permit or use other forms of electives.

11. In case the General Meeting of Shareholders applies the above-mentioned measures, the convener of the General Meeting of Shareholders, when determining the location of the General Meeting of Shareholders, may:

a) The announcement of the general meeting shall be conducted at the place stated in the notice and the chairman of the general meeting shall be present there ("The main venue of the general meeting");

b) Arrange and organize shareholders or authorized representatives who are unable to attend the meeting under this Article or who wish to participate at a location other than the main venue of the general meeting to attend the general meeting at the same time;

c) The notice of the organization of the general meeting does not need to detail the measures taken under this Article.

12. In this Charter (unless otherwise required by circumstances), shareholders are considered to attend and vote at the General Meeting of Shareholders in the following cases:

a) Attending and voting directly at the meeting;

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

c) Attend and vote at online meetings, electronic voting or other electronic forms;

d) Send ballot papers to the meeting by mail, fax, email;

e) Sending ballot papers by other means as prescribed in the Regulation of the Meeting.

13. Annually, the Company holds a General Meeting of Shareholders at least one (01) time. The Annual General Meeting of Shareholders shall not be held in the form of postal ballot.

14. In case the Corporation applies modern technology to organize the General Meeting of Shareholders through online meetings or a combination of face-to-face meetings and online meetings, the Corporation shall ensure that shareholders attend and vote in the form of electronic voting or other electronic forms as prescribed in Article 144 of the Law on Enterprises and Clause 3. Article 273 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities.

The Internal Regulation on Corporate Governance specifies the form of online meetings or a combination of face-to-face meetings and online meetings.

Article 21. Approval of the Resolution of the General Meeting of Shareholders

1. Form of approving the resolution of the General Meeting of Shareholders

The General Meeting of Shareholders approves resolutions under its jurisdiction in the form of voting at the meeting or postal ballot, including issues at Points a, b, c, d, dd, e, g, Clause 2, Article 147 of the Law on Enterprises.

2. Except for the cases specified in Clauses 3 and 4 of this Article, decisions of the General Meeting of Shareholders on the following issues shall be adopted when more than 50% of the total votes of all shareholders attending and voting at the meeting approve:

a) Approval of annual financial statements;

b) The Company's short-term and long-term development plans;

c) Dismissal, dismissal and replacement of members of the Board of Directors and report on the appointment of the General Director by the Board of Directors.

3. The election of members of the Board of Directors must comply with the provisions of Clause 3, Article 148 of the Law on Enterprises.

4. Decisions of the General Meeting of Shareholders related to the amendment and supplementation of the Charter, types of shares and number of shares to be offered, changes in the organizational structure of the company's management, change of business lines, reorganization and dissolution of the Corporation, etc. transactions of purchase and sale of assets of the Corporation or its branches with a value of 35% or more of the total value of assets of the Corporation calculated according to the latest audited financial statements shall be approved when there are 65% or more of the total votes of all shareholders attending and voting at the meeting in favor.

5. The change or cancellation of special rights associated with a type of preference shares takes effect when it is approved by shareholders holding at least 65% of ordinary shares attending the meeting and at the same time being approved by shareholders holding at least 75% of the voting rights of the above-mentioned type of preference shares.

6. Resolutions of the General Meeting of Shareholders passed by 100% of the total number of voting shares are legal and effective even if the order and procedures for passing such resolutions are not implemented as prescribed.

7. In case of adoption of a resolution in the form of postal ballot, the resolution of the General Meeting of Shareholders shall be adopted if:

a) The number of shareholders owning more than 50% of the total votes of all shareholders has the right to vote in favor of the issues at Points a, b and c, Clause 2 of this Article.

b) The number of shareholders owning at least 65% of the total votes of all shareholders has the right to vote in favor of the issues specified in Clause 4 of this Article.

c) The number of shareholders owning at least 65% of the total votes of all shareholders with the right to vote in favor and at the same time be approved by shareholders holding at least 75% of the voting rights of the above-mentioned preference shares for the issues specified in Clause 5 of this Article.

8. The resolution is adopted in the form of postal ballot and is as valid as the resolution passed at the General Meeting of Shareholders.

Article 22. Competence and mode of postal ballot to approve the Resolution of the General Meeting of Shareholders

The competence and mode of postal ballot to approve the Resolution of the General Meeting of Shareholders shall comply with the following provisions:

1. The Board of Directors has the right to collect shareholders' opinions by postal ballot to approve the decision of the General Meeting of Shareholders when deeming it necessary for the benefit of the Company.

2. The Board of Directors must prepare ballot papers, a draft resolution of the General Meeting of Shareholders and documents explaining the draft resolution. The Board of Directors must ensure that documents are sent and disclosed to shareholders within a reasonable time for consideration and voting and must submit them at least fifteen (15) days before the deadline for receiving opinion polls. Requirements and methods for sending ballot paper and enclosed documents shall comply with the provisions of Clause 3 Article 18 This Charter.

3. The ballot paper must contain the following principal contents:

a) Name, address of the head office, enterprise code;

b) Purpose of collecting opinions;

c) Full name, permanent residence address, nationality, number of citizen identity card, identity card, passport or other lawful personal identification of the shareholder being an individual; name, enterprise code or establishment decision number, address of the head office of the shareholder being an organization or full name, permanent residence address, nationality, number of citizen identity card, identity card, passport or other lawful personal identification of the authorized representative of the shareholder being an organization; the number of shares of each type and the number of votes of shareholders;

d) Issues that need to be consulted for approval of decisions;

e) Opinion includes for, against and abstention on each issue for consultation;

f) The deadline for sending to the Company the ballot paper;

g) Full name and signature of the Chairman of the Board of Directors and the legal representative of the Company.

4. The answered ballot paper must be signed by the shareholder being an individual, or the legal representative of the shareholder being an organization or individual, the legal representative of the authorized organization.

5. The ballot paper may be sent to the Corporation in the following forms:

a) By mail: The ballot paper sent to the Corporation must be contained in a sealed envelope and no one is allowed to open it before counting the votes;

b) Fax or email: ballot paper sent to the Company by fax or email must be kept confidential until the time of counting.

6. The ballot paper received by the Corporation after the deadline specified in the ballot paper contents or which have been opened in case of sending letters or announced before the time of counting votes in case of sending faxes or emails are invalid. Ballot papers that are not sent back are considered votes not to participate in voting.

7. The Board of Directors counts votes and makes a record of vote counting in the presence of the Audit Committee or of shareholders who are not executives of the enterprise. The vote counting record must contain the following principal contents:

a) Name, address of the head office, enterprise code;

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

c) The number of shareholders with the total number of votes that participated in voting, distinguishing the number of valid votes and the number of invalid votes and the method of sending votes, enclosed with an appendix to the list of shareholders participating in voting;

d) The total number of votes for, against and abstention on each issue;

e) Issues passed;

f) Full name and signature of the Chairman of the Board of Directors, the legal representative of the Company, the vote counter and the vote counting supervisor.

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

9. The vote counting record must be posted on the Corporation's website within twenty-four (24) hours from the end of vote counting.

10. The ballot paper that has been answered, the vote counting record, the approved resolution and the relevant documents enclosed with the ballot paper must all be kept at the head office of the Corporation.

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

1. The General Meeting of Shareholders must be recorded in minutes and may be recorded or recorded and kept in other electronic forms. The record must be made in Vietnamese, may be made in a foreign language and contain the following principal contents:

a) Name, address of the head office, enterprise code;

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

c) Agenda and contents of the meeting;

d) Full name of the chairman and secretary;

e) Summary of the meeting's developments and opinions expressed at the General Meeting of Shareholders on each issue in the meeting agenda;

f) The number of shareholders and the total number of votes of shareholders attending the meeting, the appendix to the list of shareholders and representatives of shareholders attending the meeting with the corresponding number of shares and votes;

g) The total number of votes for each voting issue, clearly stating the voting method, the total number of valid and invalid, for, against and abstention; the proportion of the total number of votes of shareholders attending the meeting;

h) The issues that were passed and the corresponding percentage of votes voted for approval;

i) Signatures of the chairman and secretary. In case the chairperson or secretary refuses to sign the minutes of the meeting, other members of the Board of Directors attending the meeting shall sign the minutes of the meeting and clearly state the refusal of the chairperson and secretary to sign the minutes of the meeting.

2. Resolutions and minutes of the General Meeting of Shareholders must be made and approved before the end of the meeting. The chairperson and the secretary of the meeting shall be jointly responsible for the truthfulness and accuracy of the contents of the minutes.

3. Resolutions and Minutes made in Vietnamese and foreign languages have the same legal effect. In case there is a difference in the contents of the Vietnamese and foreign language minutes, the contents of the Vietnamese minutes shall apply.

4. The Resolution, the Minutes of the General Meeting of Shareholders and the attached Appendices (if any) must be fully published on the Corporation's website, the website of the State Securities Commission and the Stock Exchange within twenty-four (24) hours and in accordance with the Law on Enterprises.

5. The Resolution and Minutes of the General Meeting of Shareholders together with attached appendices (if any) which have been publicly announced on the Company's website, the website of the State Securities Commission and the Stock Exchange shall be considered as authentic evidence of the work that has been carried out and voted by shareholders at meeting of the General Meeting of Shareholders unless there is an objection to the contents of the minutes made in accordance with the prescribed procedures within ten (10) days from the sending of the minutes.

6. The Resolution, the Minutes of the General Meeting of Shareholders, the appendix to the list of shareholders registering to attend the meeting, the written authorization to attend the meeting, all appendices attached to the Minutes of the General Meeting of Shareholders (if any) and relevant documents must be kept at the head office of the Company.

Article 24. Request for cancellation of the Resolution of the General Meeting of Shareholders

1. Within ninety (90) days from the date of receipt of the minutes of the General Meeting of Shareholders or the minutes of vote counting results for collecting shareholders' opinions in writing, members of the Board of Directors, members of the Audit Committee, General Director, shareholders or groups of shareholders specified in Clause 2, Article 115 of the Law on Enterprises may request the Court or Arbitration consider and cancel the decision of the General Meeting of Shareholders in the following cases:

a) The order and procedures for convening a meeting or collecting shareholders' opinions in writing and issuing decisions of the General Meeting of Shareholders do not comply with the provisions of the Law on Enterprises and this Charter, except for the case specified in Clause 6 Article 21 This Charter.

b) The content of the resolution violates the law or this Charter.

2. In case the decision of the General Meeting of Shareholders is annulled under a decision of the Court or Arbitrator, the convener of the annulled General Meeting of Shareholders may consider reorganizing the General Meeting of Shareholders within thirty (30) days in the order, procedures specified in the Law on Enterprises and this Charter.

CHAPTER VII. THE BOARD OF DIRECTORS

Article 25. Candidacy and nomination of members of the Board of Directors

1. Qualifications and requirements for members of the Board of Directors

a) Having full civil act capacity, not being subject to enterprise management as prescribed in Clause 2, Article 17 of the Law on Enterprises;

b) Having experience in business administration, or in the fields, business lines of the Corporation;

c) Members of the Board of Directors are not necessarily shareholders of the Corporation

2. Qualifications and requirements for independent members of the Board of Directors:

a) Not be a person who is working for the Corporation, the parent company or its subsidiaries; not being a person who has worked for the Corporation, the parent company or its subsidiaries for at least 03 consecutive years;

b) Not being a person who is receiving salaries or remunerations from the Corporation, except for allowances that members of the Board of Directors are entitled to as prescribed;

c) Not being a person whose wife, natural father, adoptive father, natural mother, adoptive mother, natural child, adopted child, brother, sister or sibling is a major shareholder of the Corporation; being a manager of the Corporation or a subsidiary of the Corporation;

d) Not being a person who directly or indirectly owns at least 01% of the total voting shares of the Corporation;

e) Not being a person who has been a member of the Board of Directors of the Corporation for at least 05 consecutive years, except for the case of being appointed for 02 consecutive terms.

3. In case the candidates have been identified in advance, information related to the candidates of the Board of Directors shall be included in the documents of the General Meeting of Shareholders and published at least ten (10) days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before dropping out coupons. Candidates for the Board of Directors must have a written commitment to the truthfulness, accuracy and reasonableness of the personal information disclosed and must commit to perform their duties honestly if elected as a member of the Board of Directors. Information related to the candidates of the Board of Directors shall be disclosed including at least the following contents:

f) Full name, date of birth;

g) Educational level;

h) Professional qualifications;

i) Work process;

j) Companies in which the candidate is holding the position of member of the Board of Directors and other management positions;

k) An evaluation report on the candidate's contribution to the Company, in case the candidate is currently a member of the Company's Board of Directors;

l) Benefits related to the Company (if any);

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

n) Other information (if any).

4. Shareholders holding ordinary shares have the right to combine the number of voting rights to nominate candidates for the Board of Directors as follows:

a) From 09% to less than 15% may nominate one (01) candidate;

b) From 15% to less than 30% may nominate a maximum of two (02) candidates;

c) From 30% to less than 50% may nominate a maximum of three (03) candidates;

d) From 50% to less than 65% may nominate a maximum of four (04) candidates;

e) From 65% or more are nominated for full candidates;

Ordinary shareholders who voluntarily gather in groups and satisfy the prescribed conditions for nominating persons to the Board of Directors must notify the group meeting to the shareholders attending the meeting no later than the opening of the General Meeting of Shareholders.

5. In case the number of candidates for the Board of Directors approving the nomination and candidacy is still insufficient, the incumbent Board of Directors may nominate additional candidates. The procedures for the incumbent Board of Directors

to recommend candidates for the Board of Directors must be clearly announced and must be approved by the General Meeting of Shareholders before proceeding with the nomination in accordance with law.

Article 26. Composition and term of office of members of the Board of Directors

1. The number of members of the Board of Directors is seven (07) people. The term of office of a member of the Board of Directors shall not exceed five (05) years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for no more than 02 consecutive terms.
2. The structure of members of the Board of Directors must comply with the following provisions:

a) There are at least 02 independent members of the Board of Directors;

b) There are at least 02 non-executive members of the Board of Directors;

3. Members of the Board of Directors shall no longer be members of the Board of Directors in case of dismissal, dismissal or replacement by the General Meeting of Shareholders as prescribed in Article 160 of the Law on Enterprises.
4. The appointment of members of the Board of Directors must be disclosed in accordance with the provisions of the law on securities and securities market.
5. Members of the Board of Directors are not necessarily shareholders of the Corporation.

Article 27. Powers and obligations of the Board of Directors

1. The business activities and affairs of the Corporation shall be subject to the supervision and direction of the Board of Directors. The Board of Directors is an agency with full powers to exercise the rights and obligations of the Corporation that is not under the jurisdiction of the General Meeting of Shareholders.
2. The rights and obligations of the Board of Directors shall be prescribed by law, the Charter of the Corporation and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and obligations:

a) To decide on the Corporation's strategy, development plan and business plan;

b) Determine operational objectives on the basis of strategic objectives approved by the General Meeting of Shareholders;

c) Election, dismissal and dismissal of the Chairman of the Board of Directors and Vice Chairman of the Board of Directors; Appointing and dismissing, signing contracts, terminating contracts of General Directors and other executives and deciding on their salaries; appoint authorized representatives to participate in the Members' Council or the General Meeting of Shareholders of other companies, decide on the remuneration and other benefits of such persons;

d) Supervising and directing the General Director and other business executives;

e) To settle the Corporation's complaints against the operator of the enterprise as well as to decide on the selection of the Corporation's representative to settle matters related to the legal proceedings against such executive;

f) To decide on the organizational structure of the Corporation, the establishment of subsidiaries, the establishment of branches, representative offices and the capital contribution and purchase of shares of other enterprises;

g) To propose the reorganization or dissolution of the Corporation;

h) Decision on promulgation of the Regulation on operation of the Audit Committee under the Board of Directors, Decision on promulgation of the Regulation on information disclosure of the Corporation.

i) Approving programs and contents of documents for the General Meeting of Shareholders, convening the General Meeting of Shareholders or collecting opinions for the General Meeting of Shareholders to approve the decision;

j) Proposing the annual dividend level and determining the advance dividend level; decide on the time limit and procedures for dividend payment;

k) Proposals on the types of shares and the total number of shares entitled to be offered for sale of each type;

l) Proposing the issuance of convertible bonds and bonds with warrants;

m) Decide on the offering price of stocks and bonds in case of being authorized by the General Meeting of Shareholders;

n) Submit the audited annual financial statements and management reports of the Corporation to the General Meeting of Shareholders;

o) Report to the General Meeting of Shareholders on the appointment of the General Director by the Board of Directors;

p) Other rights and obligations (if any).

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

a) Establishment of branches or representative offices of the Corporation;

b) Establishment of subsidiaries of the Corporation;

c) Within the scope specified in Clause 2, Article 153 of the Law on Enterprises and except for the cases specified at Point d, Clause 2, Article 138, Clauses 1 and 3, Article 167 of the Law on Enterprises, which must be ratified by the General Meeting of Shareholders, the Board of Directors shall decide on the implementation, amendment and cancellation of the Corporation's contracts;

d) Appointment and dismissal of persons authorized by the Corporation as commercial representatives and lawyers of the Corporation;

e) The borrowing of debts and the performance of mortgages, guarantees, guarantees and indemnities of the Corporation;

f) Investments under the Corporation's internal regulations;

g) The purchase or sale of shares or capital contributions in other companies established in Vietnam or abroad;

h) The valuation of assets contributed to the Corporation other than cash in the issuance of stocks or bonds of the Corporation, including gold, land use rights, intellectual property rights, technology and technological know-how;

i) The redemption or recovery of not more than 10% of the total number of shares of each type that have been offered for sale in twelve (12) months;

j) To decide on the price of redemption or revocation of shares of the Corporation;

k) Business or transaction matters that the Board decides require approval within its authority and responsibility.

4. The Board of Directors must report to the General Meeting of Shareholders on its activities, in particular, the supervision of the Board of Directors over the General Director and other executives in the fiscal year. In case the Board of Directors fails to submit a report to the General Meeting of Shareholders, the Company's annual financial statements shall be considered invalid and have not yet been approved by the Board of Directors.

5. Unless otherwise provided by law and the Charter, the Board of Directors may authorize subordinate employees and other executives to handle the work on behalf of the Corporation.

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

1. Members of the Board of Directors (excluding authorized representatives) are entitled to remuneration for their work as members of the Board of Directors. The total remuneration for the Board of Directors shall be decided by the General Meeting of Shareholders. This remuneration shall be divided among the members of the Board of Directors as agreed upon in the Board of Directors or divided equally in case of failure to reach an agreement.

2. The total amount paid to each member of the Board of Directors, including remuneration, expenses, commissions, rights to purchase shares and other benefits enjoyed from the Corporation, its subsidiaries, associates and other companies in which the member of the Board of Directors is the representative of the contributed capital must be disclosed in detail in the Annual Report of the Corporation. The remuneration of members of the Board of Directors must be expressed as a separate item in the Corporation's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.

3. A member of the Board of Directors holding an executive position or a member of the Board of Directors working in subcommittees of the Board of Directors or performing other tasks that according to the Board of Directors are outside the scope of ordinary duties of a member of the Board of Directors, may be paid additional remuneration in the form of a lump-sum remuneration, salary, commission, percentage of profit or in other forms as decided by the Board of Directors.

4. Members of the Board of Directors are entitled to be paid all travel, meals, accommodation and other reasonable expenses that they have incurred in the performance of their duties as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders. Board of Directors or subcommittees of the Board of Directors.

5. Members of the Board of Directors may purchase liability insurance by the Corporation after obtaining the approval of the General Meeting of Shareholders. This insurance does not cover the liabilities of the Board of Directors members related to violations of the law and the company's Charter.

Article 29. Chairman and Vice Chairman of the Board of Directors

1. The General Meeting of Shareholders or the Board of Directors must choose from among the members of the Board of Directors to elect the Chairman. In case of necessity, the Board of Directors may elect one (01) Vice Chairman of the Board of Directors.

2. The Chairman of the Board of Directors is obliged to prepare programs and documents, convene and chair meetings of the Board of Directors; chairman of the General Meeting of Shareholders; sign a decision to promulgate the Regulation on operation of the Board of Directors and the internal regulation on corporate governance after being approved by the General Meeting of Shareholders; and at the same time have other rights and obligations specified in the Law on Enterprises, this Charter and other internal regulations of the Corporation.

3. The Chairman of the Board of Directors is responsible for ensuring that the Board of Directors sends the annual financial statements, the Company's operation reports, audit reports and inspection reports of the Board of Directors to shareholders at the General Meeting of Shareholders.

4. The Vice Chairman of the Board of Directors shall have the same rights and obligations as the Chairman in case he or she is authorized in writing by the Chairman and the Chairman has notified the Board of Directors of the absence or must be absent due to force majeure reasons or inability to perform his/her duties.

5. In case both the Chairman and the Vice Chairman of the Board of Directors are temporarily unable to perform their duties for any reason, the Board of Directors may elect another person from among the remaining members to perform the duties of the Chairman of the Board of Directors with an approval rate of more than 50% of the total number of members participating in the election.

6. The Chairman of the Board of Directors may be dismissed at the decision of the Board of Directors. In case the Chairman of the Board of Directors resigns or is dismissed, the Board of Directors must elect a replacement within ten (10) days from the date of receipt of the letter of resignation or dismissal or dismissal.

Article 30. Board Meetings

1. The Chairman of the Board of Directors shall be elected at the first meeting of the term of the Board of Directors within 07 working days from the end of the election of the Board of Directors for that term. This meeting is convened and chaired by the member with the highest number of votes or the highest percentage of votes. In case there is more than one member with the highest number of votes or the same percentage of votes, the members shall vote on the principle of majority to elect 01 of them to convene a meeting of the Board of Directors.

2. The Chairman of the Board of Directors must convene regular and irregular meetings of the Board of Directors, formulate the agenda, time and place of the meeting at least five (05) working days before the meeting date. The Chairman may convene a meeting when deeming it necessary, but must meet at least once (01) time per quarter.

3. The Chairman of the Board of Directors must convene a meeting of the Board of Directors, which must not be postponed without plausible reasons, when one of the following subjects requests in writing clearly stating the purpose of the meeting and the issues to be discussed:

a) Audit Committee;

b) General Director or at least five (05) other managers;

c) Independent Member of the Board of Directors;

d) At least two (02) members of the Board of Directors.

4. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within seven (07) working days from the date of receipt of the request specified in Clause 3 of this Article. In case of failing to convene a meeting at the request, the Chairman of the Board of Directors shall be responsible for the damage caused to the Corporation; Persons proposing to organize meetings specified in Clause 3 Article 30 have the right to convene meetings of the Board of Directors.

5. At the request of an independent auditing firm to audit the Corporation's financial statements, the Chairman of the Board of Directors must convene a meeting of the Board of Directors to discuss the audit report and the Corporation's situation.

6. A meeting of the Board of Directors shall be held at the head office of the Corporation or at another location in Vietnam or abroad under the decision of the Chairman of the Board of Directors and with the consent of the Board of Directors.

7. The notice of the Board of Directors meeting must be sent to the members of the Board of Directors at least three (03) working days before the meeting date. A member of the Board of Directors may refuse a written notice of invitation to a meeting, such refusal may be changed or canceled in writing by such member of the Board of Directors. The notice of the meeting of the Board of Directors must be made in Vietnamese and must fully notify the time, place of the meeting, agenda and contents of the issues discussed, enclosed with necessary documents on the issues to be discussed and voted on at the meeting and the voting votes of the members.

8. The notice of invitation to the meeting shall be sent by mail, fax, e-mail or other means, but must ensure that it reaches the contact address of each member of the Board of Directors and the Controllers registered at the Corporation.

9. Meetings of the Board of Directors shall be conducted when at least three-quarters (3/4) of the total number of members of the Board of Directors are present in person or through a representative (authorized person) if approved by a majority of the Board of Directors members.

10. In case the number of members attending the meeting is insufficient as prescribed, the meeting must be convened for the second time within seven (07) days from the date of the intended first meeting. The second convened meeting shall be held if more than half (1/2) of the members of the Board of Directors attend the meeting.

11. A meeting of the Board of Directors may be held in the form of an online conference between members of the Board of Directors when all or several members are in different locations provided that each member participating in the meeting can:

a) Listening to each other member of the Board of Directors speaking in the meeting;

b) Address to all other attendees simultaneously. Discussions between members may be conducted directly by telephone or by other means of communication or a combination of these methods. A member of the Board of Directors who participates in such a meeting is deemed to be "present" at that meeting. The place of the meeting held under this regulation is the place where the most members of the Board of Directors are present, or the place where the Chairman of the meeting is present.

12. Decisions adopted during the telephone meeting are duly held and conducted, effective immediately at the end of the meeting but must be affirmed by the signatures in the minutes of all members of the Board attending this meeting.

13. Members of the Board of Directors may send voting ballots to the meeting by mail, fax, or email. In case of sending votes to the meeting by mail, the votes must be contained in sealed envelopes and must be delivered to the Chairman of the Board of Directors at least one (01) hour before the opening. Voting ballots may only be opened in the presence of all attendees.

14. Voting

a) Except for the provisions of Clause 11 Article 30, each member of the Board of Directors or an authorized person specified in Clause 8 of this Article who is directly present as an individual at the meeting of the Board of Directors shall have one (01) vote;

b) Members of the Board of Directors may not vote on contracts, transactions or proposals in which such member or persons related to such members have interests and such interests conflict or may conflict with the interests of the Corporation;

c) Members of the Board of Directors benefit from a contract specified at Points a and b, Clause 5 Article 43 This charter is deemed to have a significant interest in that contract;

d) Controllers have the right to attend meetings of the Board of Directors, have the right to discuss but are not allowed to vote.

15. A member of the Board of Directors who directly or indirectly benefits from a contract or transaction that has been entered into or is expected to be concluded with the Corporation and knows himself or herself as a person with an interest in which it is responsible for disclosing this interest at the first meeting of the Board discussing the conclusion of this contract or transaction. In case a member of the Board of Directors does not know that he or she and related persons have interests at the time the contract or transaction is signed with the Corporation, such member of the Board of Directors must publicize the relevant interests at the first meeting of the Board of Directors held after such member knows that he or she has interests or will have benefits in the above transaction or contract.

16. The Board of Directors approves decisions and issues resolutions on the basis of the majority of members of the Board of Directors attending the meeting. In case the number of votes for and against is equal, the vote of the Chairman of the Board of Directors shall be the deciding vote.

17. Resolutions in the form of postal ballot shall be adopted on the basis of the approval of the majority of members of the Board of Directors who have the right to vote. This Resolution has the same effect and validity as the resolution adopted at the meeting.

18. The Chairman of the Board of Directors shall send the minutes of the Board of Directors meeting to the members and such minutes shall be authentic evidence of the work carried out during the meeting unless there is an objection to the contents of the minutes within ten (10) days from the date of submission. The minutes of the meeting of the Board of Directors shall be made in Vietnamese and may be made in a foreign language. The minutes must be signed by the chairman and the person who records the minutes.

Article 31. Subcommittees of the Board of Directors

1. The Board of Directors may establish subcommittees to be in charge of development policies, human resources, compensation, internal audit, and risk management. The number of members of the subcommittee is decided by the Board of Directors. Independent members of the Board of Directors shall be appointed as Heads of Subcommittees under the decision of the Board of Directors. The activities of the subcommittee must comply with the regulations of the Board of Directors. The resolution of the subcommittee is only effective when the majority of members attend and vote to approve it at the meeting of the subcommittee.

2. The implementation of decisions of the Board of Directors or subcommittees under the Board of Directors must comply with current provisions of law and the provisions of the Corporation's Charter and the Corporation's internal regulations on governance.

Article 32. Person in charge of corporate governance

1. The person in charge of corporate governance is the person who performs the corporate governance work at the corporation.

2. The Board of Directors shall appoint at least one (01) person to be the person in charge of the Corporation's governance to support the effective conduct of the Corporation's governance activities. The person in charge of governance of the Corporation may concurrently act as the Secretary of the Corporation as prescribed in Clause 5, Article 156 of the Law on Enterprises. The term of office of the person in charge of the Corporation's governance shall be decided by the Board of Directors, not exceeding five (05) years.

3. The person in charge of the governance of the Corporation must meet the following criteria:

a) Have an understanding of the law;

b) Not to concurrently work for an independent auditing firm that is auditing the Corporation's financial statements;

c) Other criteria as prescribed by law, this Charter and decisions of the Board of Directors.

4. The Board of Directors may dismiss the person in charge of corporate governance when necessary but not contrary to the current labor laws. The Board of Directors may appoint an Assistant Person in charge of administration of the Corporation from time to time.

5. The person in charge of governance of the Corporation has the following rights and obligations:

a) Advising the Board of Directors on the organization of the General Meeting of Shareholders in accordance with regulations and related affairs between the Corporation and shareholders;

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

c) Advising on the procedure of meetings;

d) Attend meetings;

e) Advising on procedures for making resolutions of the Board of Directors in accordance with the law;

f) Provide financial information, copies of minutes of meetings of the Board of Directors and other information to members of the Board of Directors and members of the Audit Committee;

g) To supervise and report to the Board of Directors on information disclosure activities of the Corporation;

h) Confidentiality of information in accordance with the provisions of law and the Corporation's Charter;

i) Other rights and obligations as prescribed by law and the Charter of the Corporation.

CHAPTER VIII. GENERAL DIRECTORS AND OTHER EXECUTIVES OF ENTERPRISES

Article 33. Organization of the management apparatus

The management system of the Corporation must ensure that the management apparatus is responsible to the Board of Directors and subject to the supervision and direction of the Board of Directors in the daily business of the Corporation.

The Corporation shall have the General Director, Deputy General Directors, Chief Accountant and other managerial positions appointed by the Board of Directors. The appointment, dismissal and dismissal of the above-mentioned positions must be approved by a resolution of the Board of Directors.

Article 34. Business Executives

1. At the request of the General Director and the approval of the Board of Directors, the Corporation may recruit other executives with the number and standards suitable to the Corporation's management structure and regulations prescribed by the Board of Directors. The business executive must be responsible for assisting the Corporation in achieving the objectives set out in its operation and organization.
2. Remuneration, salaries, benefits and other terms of the labor contract for the General Director shall be decided by the Board of Directors and contracts with other executives shall be decided by the Board of Directors after consultation with the General Director.

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

1. The Board of Directors shall appoint one (01) member of the Board of Directors or another person as the General Director; sign a contract that stipulates remuneration, salary and other benefits. The remuneration, salary and other benefits of the General Director must be reported at the Annual General Meeting of Shareholders, expressed as a separate item in the Annual Financial Statement and stated in the Annual Report of the Corporation.
2. The term of office of the General Director shall not exceed five (05) years and may be re-appointed. The appointment may expire based on the provisions of the labor contract. The General Director is not a person who is prohibited by law from holding this position and must fulfil the qualifications and requirements specified in Clause 5, Article 162 of the Law on Enterprises and the Charter of the Corporation. The General Director is not necessarily a shareholder of the Corporation
3. The General Director has the following rights and obligations:

~~a)~~ Implementing the resolutions of the Board of Directors and the General Meeting of Shareholders;

b) To decide on matters without the decision of the Board of Directors and the General Meeting of Shareholders, to organize and administer the Corporation's day-to-day business activities in accordance with best management practices;

c) To propose to the Board of Directors the plan on the organizational structure and internal management regulations of the Corporation;

d) To propose measures to improve the operation and management of the Corporation;

e) To propose the number and executives that the Corporation needs to recruit for the Board of Directors to appoint or dismiss according to the internal regulations and to propose remuneration, salaries and other benefits for executives for the Board of Directors to decide;

f) Consult with the Board of Directors to decide on the number of employees, appointments, dismissals, salaries, benefits, and other terms related to their employment contracts;

g) No later than December 31 of each year, submit to the Board of Directors for approval the detailed business plan for the next fiscal year;

h) To prepare long-term, annual and quarterly estimates of the Corporation (hereinafter referred to as estimates) in service of the Corporation's long-term, annual and quarterly management activities according to the business plan. The annual estimates (including the balance sheet, the report on business results and the report on expected cash flows) for each fiscal year must be submitted to the Board of Directors for approval and must include the information specified in the Corporation's regulations;

i) Other rights and obligations as prescribed by law, this Charter, the Corporation's internal regulations, resolutions of the Board of Directors, labor contracts signed with the Corporation.

4. The General Director shall be responsible to the Board of Directors and the General Meeting of Shareholders for the performance of assigned tasks and powers and must report to these levels when requested.

5. The Board of Directors may dismiss the General Director when the majority of members of the Board of Directors have the right to vote to approve and appoint a new General Director to replace him.

Article 36. Appointment, dismissal, duties and powers of the Deputy General Director, Head of Accounting/Chief Accountant, Head of Finance Department and Heads of professional departments of the Corporation.

1. The Board of Directors shall appoint the Deputy General Director, the Head of the Accounting/Chief Accountant Department, the Head of the Finance Department and the Heads of professional departments in the Corporation on the basis of the proposal of the General Director.

2. Powers and duties of Deputy General Director, Head of Accounting Department/Chief Accountant, Head of Finance Department

a) The Deputy General Director assists the General Director; perform the tasks assigned or authorized by the General Director under the Labor Contract and take responsibility before the General Director and the Board of Directors.

b) The Head of Accounting Department/Chief Accountant shall have the rights and duties specified in Article 55 of the Accounting Law, relevant legal provisions and internal regulations of the Corporation.

c) The Head of the Finance Department shall be responsible to the Board of Directors and the General Director in advising and making short-term, medium- and long-term financial plans, capital sources for production and business activities and other financial matters of the Corporation.

3. The Board of Directors may dismiss or dismiss the Deputy General Director, Head of Accounting/Chief Accountant, Head of Finance Department and Heads of professional departments when the majority of members of the Board of Directors have the right to vote to approve and appoint another person to replace them.

CHAPTER IX. AUDIT COMMITTEE

Article 37. Qualifications, requirements and appointment of members of the Audit Committee

1. Members of the Audit Committee must have knowledge of accounting and auditing, have a general understanding of the law and operation of the Corporation and do not fall into the following cases:

a) Working in the accounting and finance department of the Corporation;

b) Being a member or employee of an auditing organization approved to audit the company's financial statements in the previous 03 consecutive years.

2. The Chairman of the Audit Committee must have a university diploma or higher in one of the majors of economics, finance, accounting, auditing, law, and business administration.

3. The Chairman of the Audit Committee and other members of the Audit Committee shall be nominated by the Board of Directors and are not executives of the Corporation

4. The appointment of the Chairman of the Audit Committee and other members of the Audit Committee must be approved by the Board of Directors at a meeting of the Board of Directors.

Article 38. Composition of the Audit Committee

1. The Audit Committee has 02 or more members. The Chairman of the Audit Committee must be an independent member of the Board of Directors. Other members of the Audit Committee must be non-executive members of the Board of Directors.

2. The Audit Committee may establish subordinate assisting departments and divisions in charge of internal control and audit activities. The implementation of internal audit activities must be in accordance with Decree No. 05/2019/ND-CP dated

January 22, 2019, current legal provisions and the provisions of the Charter and Internal Regulations on corporate governance.

Article 39. Rights and obligations of the Audit Committee

The Audit Committee has the rights and obligations specified in Article 161 of the Law on Enterprises, the Corporation's Charter and the following rights and obligations:

1. To have the right to access documents related to the Corporation's operations, communicate with other members of the Board of Directors, the General Director, the Chief Accountant and other managers to collect information for the operation of the Audit Committee.
2. Have the right to request representatives of approved audit organizations to attend and answer issues related to audited financial statements at meetings of the Audit Committee.
3. Use legal consultancy, accounting or other external consultancy services when necessary.
4. Convening an extraordinary General Meeting of Shareholders as prescribed in Section e, Clause 3, Article 14 of this Charter;
5. Formulate and submit to the Board of Directors policies on risk detection and management; to propose to the Board of Directors solutions to handle risks arising in the Corporation's operations.

Article 40. Audit Committee Meetings

1. The Audit Committee must meet at least 02 times in a year. The minutes of the meeting must be made in detail, clearly and must be kept in full. The recordkeeper and members of the Audit Committee attending the meeting must sign the minutes of the meeting.
2. The Audit Committee approves the decision by voting at the meeting, collecting written opinions or other forms. Each member of the Audit Committee has one vote. The decision of the Audit Committee shall be approved if it is approved by the majority of members attending the meeting; in case the number of votes is equal, the final decision shall belong to the side with the opinion of the Chairman of the Audit Committee.

Article 41. Report on the activities of independent members of the Board of Directors in the Audit Committee at the Annual General Meeting of Shareholders

1. Independent members of the Board of Directors in the Audit Committee are responsible for reporting activities at the annual General Meeting of Shareholders.
2. The report on activities of independent members of the Board of Directors in the Audit Committee at the annual General Meeting of Shareholders must ensure the following contents:

a) Remuneration, operating expenses and other benefits of the Audit Committee and each member of the Audit Committee as prescribed in the Law on Enterprises and the Charter of the Corporation;

b) Summarizing the meetings of the Audit Committee and the conclusions and recommendations of the Audit Committee;

c) Results of supervision of financial statements, operation and financial situation of the Corporation;

d) A report on the assessment of transactions between the Corporation, its subsidiaries and other companies in which the Corporation controls more than 50% or more of the charter capital and members of the Board of Directors, General Director, other executives of the Corporation and related persons of such subjects; transactions between the Corporation and companies in which members of the Board of Directors, General Directors, executives other than the Corporation are founding members or managers of the Corporation for the last 03 years before the time of transaction;

e) Results of the assessment of the Corporation's internal control and risk management system;

f) Supervision results of the Board of Directors, the General Director and other executives of the Corporation;

g) Results of the assessment of the coordination of activities between the Audit Committee and the Board of Directors, the General Director and shareholders;

h) Other contents (if any).

CHAPTER X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE AUDIT COMMITTEE, GENERAL DIRECTOR AND OTHER EXECUTIVES

Article 42. Responsibility for Caution

Members of the Board of Directors, members of the Audit Committee, General Directors and other executives shall be responsible for performing their duties, including those as members of subcommittees of the Board of Directors, in an honest and prudent manner for the benefit of the Corporation.

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

1. Members of the Board of Directors, members of the Audit Committee, the General Director and other executives must disclose relevant interests in accordance with the provisions of Article 164 of the Law on Enterprises and other legal provisions.

2. Members of the Board of Directors, Members of the Audit Committee, General Directors and other executives are not permitted to use business opportunities that may benefit the Corporation for personal purposes; at the same time, they must not use the information obtained through their positions for personal self-interest or to serve the interests of other organizations or individuals.

3. Members of the Board of Directors, Members of the Audit Committee, General Directors and other executives are obliged to inform the Board of Directors of all interests that may conflict with the interests of the Corporation to which they may be entitled through economic entities, other transactions or individuals.

4. Unless otherwise decided by the General Meeting of Shareholders, the Corporation shall not be allowed to grant loans or guarantees to members of the Board of Directors, members of the Audit Committee, General Directors, other executives and individuals and organizations related to the above-mentioned members or legal entities with which these persons have financial interests except for the the Corporation and organizations related to this member are companies in the same group or companies operating in groups of companies, including parent companies - subsidiaries, economic groups and specialized laws as otherwise prescribed.

5. Contracts or transactions between the Corporation and one or more members of the Board of Directors, members of the Audit Committee, the General Director, other executives and individuals and organizations related to them or the company, partner, association, or organization of which a member of the Board of Directors, members of the Audit Committee, the General Director, other executives or persons related to them who are members, or have related financial interests shall not be invalidated in the following cases:

a) For contracts with a value of less than or equal to twenty percent (20%) of the total value of assets recorded in the latest financial statements, the important contents of the contract or transaction as well as the relationships and interests of members of the Board of Directors, members of the Audit Committee, General Director, and other executives have been reported to the Board of Directors. At the same time, the Board of Directors has allowed the performance of such contract or transaction in good faith by a majority of votes of members of the Board of Directors who have no related interests;

b) For contracts with a value greater than twenty percent (20%) of the total value of assets recorded in the latest financial statements, the important contents of this contract or transaction as well as the relationship and interests of members of the Board of Directors, members of the Audit Committee, the General Director, other executives who have been disclosed to shareholders who have no related interests have the right to vote on the matter, and those shareholders have approved the contract or transaction;

c) Such contract or transaction is deemed by an independent consultancy organization to be fair and reasonable in all respects relating to the shareholders of the Corporation at the time such transaction or contract is approved by the Board of Directors or the General Meeting of Shareholders.

6. Members of the Board of Directors, members of the Audit Committee, General Directors, other executives and organizations and individuals related to the above-mentioned members are not allowed to use information that has not been disclosed by the Corporation or disclosed to others to carry out related transactions.

Article 44. Liability for Damage and Compensation

1. Members of the Board of Directors, members of the Audit Committee, General Directors and other executives who violate their obligations and responsibilities honestly and prudently, fail to fulfill their obligations with diligence and professional capacity shall be responsible for the damages caused by their violations.

2. The Corporation shall compensate persons who have been, are or may become a party to complaints, lawsuits and prosecutions (including civil and administrative cases and non-lawsuits filed by the Corporation) if such persons have been or are members of the Board of Directors, a member of the Audit Committee, the General Director, another executive, an employee or an authorized representative of the Corporation, or such person has or is acting at the request of the Corporation as a member of the Board of Directors, an executive, an employee or an authorized representative of the Corporation, provided that such person has acted in good faith, be cautious and diligent for the benefit of or not conflict with the interests of the Corporation, on the basis of compliance with the law and there is no evidence to confirm that such person has breached his or her responsibilities.

3. When performing functions, tasks or performing tasks as authorized by the Corporation, members of the Board of Directors, members of the Audit Committee, other executives, employees or authorized representatives of the Corporation shall be compensated by the Corporation when they become a related party in complaints, lawsuits and prosecutions (except for lawsuits in which the Corporation is the plaintiff) in the following cases:

a) Having acted honestly, prudently, diligently for the benefit of the Corporation and not contradicting the interests of the Corporation;

b) Complying with the law and having no evidence of failure to fulfill its responsibilities.

4. Indemnification costs include costs incurred (including attorneys' fees), judgment costs, fines, payables incurred in reality or deemed reasonable when resolving these cases within the framework permitted by law. The corporation can purchase insurance for these people to avoid the above-mentioned liabilities.

CHAPTER XI. RIGHT TO INVESTIGATE THE CORPORATION'S BOOKS AND RECORDS

Article 45. Right to investigate books and records

1. Shareholders or groups of shareholders specified in Clause 3 Article 25 This Charter has the right to send a written request for inspection of the list of shareholders, the minutes of the General Meeting of Shareholders and make copies or extracts of these documents during working hours and at the Corporation's head office. The request for inspection by the authorized representative of the shareholder must be accompanied by a power of attorney of the shareholder that he or she represents or a notarized copy of this power of attorney.

2. Members of the Board of Directors, Controllers, General Directors and other executives shall have the right to inspect the register of shareholders of the Corporation, the list of shareholders and other books and records of the Corporation for purposes related to their positions provided that such information shall be kept confidential.

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

4. The company's charter must be published on the Corporation's website.

CHAPTER XII. EMPLOYEES AND TRADE UNIONS

Article 46. Workers and trade unions

1. The General Director shall make a plan for the Board of Directors to approve matters related to recruitment, dismissal of employees, salaries, social insurance, benefits, rewards and discipline for employees and business executives.

2. The General Director shall make a plan for the Board of Directors to approve matters related to the Corporation's relations with trade union organizations in accordance with the standards, best management practices and policies, practices and policies specified in this Charter. the Corporation's regulations and current laws.

CHAPTER XIII. PROFIT DISTRIBUTION

Article 47. Profit distribution

1. The General Meeting of Shareholders shall decide on the level of dividend payment and the form of annual dividend payment from the Corporation's retained profits.

2. The Corporation does not pay interest on dividend payments or payments related to a type of stock.

3. The Board of Directors may propose the General Meeting of Shareholders to approve the payment of all or part of the dividend in shares and the Board of Directors is the agency that implements this decision.

4. In case dividends or other amounts related to a type of stock are paid in cash, the Corporation must pay in Vietnam dong. Payments can be made directly or through banks on the basis of bank account details provided by shareholders. In case the Corporation has transferred the money according to the bank details provided by the shareholder but the shareholder does not receive the money, the Corporation is not responsible for the amount of money transferred by the Corporation to this shareholder. The payment of

dividends for stocks listed/registered for trading at the Stock Exchange can be conducted through a securities company or the Vietnam Securities Depository.

5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors passed a resolution to determine a specific date to finalize the list of shareholders. Based on that date, those who register as shareholders or owners of other securities are entitled to receive dividends, interest, profit distributions, receive shares, receive notices or other documents.

6. Other matters related to the distribution of profits shall be carried out in accordance with the provisions of law.

CHAPTER XIV. BANK ACCOUNTS, RESERVE FUNDS, FISCAL YEAR AND ACCOUNTING REGIME

Article 48. Bank Account

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

2. Subject to the prior approval of the competent authority, in case of necessity, the Corporation may open an offshore bank account in accordance with the provisions of law.

3. The Corporation conducts all payments and accounting transactions through Vietnamese currency or foreign currency accounts at the banks in which the Corporation opens accounts.

Article 49. Fiscal Year

The Corporation's financial year starts from the first day of January every year and ends on the 31st day of December of the same year. The first fiscal year starts from the date of issuance of the Enterprise Registration Certificate and ends on the 31st day of December immediately following the date of issuance of such Enterprise Registration Certificate.

Article 50. Accounting regime

1. The accounting regime used by the Corporation is the Vietnam Accounting System (VAS), the enterprise accounting regime or other specific accounting regimes promulgated by competent agencies approved by the Ministry of Finance.

2. The Corporation shall make accounting books in Vietnamese and keep accounting records in accordance with the law on accounting and relevant laws. These records must be accurate, up-to-date, systematic and must be sufficient to prove and explain the Corporation's transactions.

3. The Corporation uses the accounting currency unit of Vietnam dong. In case the Corporation has economic operations arising mainly in a foreign currency, it may choose that foreign currency as the currency unit in its accounting, take responsibility for such selection before law and notify it to the direct tax administration agency.

CHAPTER XV. ANNUAL REPORTS, FINANCIAL STATEMENTS AND DISCLOSURE RESPONSIBILITIES

Article 51. Five, six-month, and quarterly financial statements

1. The Corporation must make annual financial statements in accordance with the provisions of law as well as the regulations of the State Securities Commission and the reports must be audited in accordance with the provisions of Article 53 This Charter, sent and published as follows:

a) The Corporation must publish the audited annual financial statements within 10 days from the date the audit organization signs the audit report but not exceeding 90 days from the end of the fiscal year and send the annual financial statements to the competent tax agencies. the Business Registration Agency, the Statistics Office, the State Securities Commission, and the Stock Exchange.

b) Within four (04) months from the end of each fiscal year, the Corporation must send the annual financial statements approved by the General Meeting of Shareholders to the competent tax authority, the business registration agency and the statistics agency.

c) In case of extension of the General Meeting of Shareholders, within six (06) months from the end of each fiscal year, the Corporation must send the annual financial statements approved by the General Meeting of Shareholders to the competent tax authority, the Business Registration Authority, the Statistics Office.

2. The annual financial statement must include a report on the results of business activities reflecting honestly and objectively the situation of the Corporation's profit/loss in the fiscal year, the report on the financial situation reflecting honestly and objectively the operation situation of the Corporation up to the time of making the report, cash flow statements and explanations to financial statements.

3. The Corporation must make and publish the reviewed six-month financial statements within 05 days from the date the auditor signs the review report but not more than 60 days from the end of the first 06 months of the fiscal year and the quarterly financial statements within 30 days. from the end of the quarter and submit them to the concerned tax authorities and business registration agencies in accordance with the provisions of the Enterprise Law.

4. Audited annual financial statements (including auditors' opinions), reviewed six-month financial statements and quarterly financial statements must be published on the Corporation's website.

5. Interested shareholders who are organizations and individuals are entitled to inspect or make copies of audited annual financial statements, reviewed six-month reports and quarterly financial statements during working hours at the Corporation's head office and must pay a reasonable fee for copying.

Article 52. Annual Report and Corporate Governance Report

1. The Corporation must make an annual report according to the form specified in Appendix IV issued together with Circular 96/2020/TT-BTC dated November 16, 11,

2020 of the Ministry of Finance and documents amending and supplementing this Circular (if any) and announce it within 20 days from the date of announcing the audited annual financial statements but not exceeding 110 days. from the end of the fiscal year.

2. The Corporation must disclose information about the report on corporate governance according to the form specified in Appendix V issued together with Circular 96/2020/TT-BTC dated November 16, 11, 2020 of the Ministry of Finance and documents amending and supplementing this Circular (if any) within 30 days. from the end of the first 06 months of the year and the end of the calendar year.

CHAPTER XVI. AUDIT OF THE CORPORATION

Article 53. Audit

1. The Annual General Meeting of Shareholders shall appoint an independent auditing firm or approve the list of independent auditing firms and authorize the Board of Directors to decide to select one of these units to audit the Corporation's financial statements for the next fiscal year based on the agreed terms and conditions with the Board of Directors. The corporation must prepare and submit its annual financial statements to the independent auditing firm after the end of the fiscal year.

2. A copy of the audit report is attached to the Corporation's annual financial statements.

3. Independent auditors who perform the audit of the Corporation are allowed to attend meetings of the General Meeting of Shareholders and are entitled to receive notices and other information related to the General Meeting of Shareholders that shareholders are entitled to receive and express opinions at the General Meeting on matters related to the audit of the report financial statements of the Corporation.

CHAPTER XVII. SEALS

Article 54. Seal

1. The Board of Directors shall decide on the type, quantity, form and content of seals of the Corporation, its branches, representative offices and other units of the Corporation.

2. The Corporation's seal includes a seal made at a seal engraving establishment and a seal in the form of a digital signature in accordance with the law on electronic transactions.

3. The Board of Directors and the General Director shall use the Corporation's seal in transactions in accordance with current law. The management and retention of seals shall comply with regulations issued by the Corporation, branches, representative offices or other units of the Corporation with seals.

CHAPTER XVIII. TERMINATION AND LIQUIDATION

Article 55. Termination of Operation

1. A corporation may be dissolved in the following cases:

a) Termination of the Corporation's operation term, even after the extension has been extended;

b) Dissolve ahead of time according to the decision of the General Meeting of Shareholders;

c) The Enterprise Registration Certificate is revoked;

d) Other cases as prescribed by law.

2. The dissolution of the Corporation ahead of time (including the extended time limit) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified or approved by the competent authority (if required) as prescribed.

Article 56. Extension of Operation

1. The Board of Directors shall convene a meeting of the General Meeting of Shareholders at least seven (07) months before the end of the operation term so that shareholders can vote on the extension of the Corporation's operation at the request of the Board of Directors.

2. The operation term shall be extended when 65% or more of the total votes of shareholders with voting rights are present in person or through authorized representatives present at the General Meeting of Shareholders for approval.

Article 57. Liquidation

1. At least six (06) months before the end of the Corporation's operation term or after the issuance of a decision on dissolution of the Corporation, the Board of Directors must establish a Liquidation Board consisting of three (03) members. Two (02) members appointed by the General Meeting of Shareholders and one (01) member appointed by the Board of Directors from an independent auditing firm. The liquidation board prepares its operating regulations. Members of the Liquidation Board may be selected from among employees of the Corporation or independent experts. All expenses related to liquidation are prioritized by the Corporation to be paid before other debts of the Corporation.

2. The liquidation board shall report to the business registration authority on the date of establishment and commencement of operation. Since that time, the Liquidation Board has represented the Corporation in all affairs related to the liquidation of the Corporation before the Court and administrative agencies.

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

a) Liquidation expenses;

b) Salary arrears, severance allowances, social insurance and other benefits of employees under the signed collective labor agreement and labor contract;

c) Tax debts;

d) Other debts of the Corporation;

e) The remainder after all debts from (a) to (d) above have been paid shall be divided among the shareholders. Preferred shares are prioritized for prepayment.

CHAPTER XIX. INTERNAL DISPUTE RESOLUTION

Article 58. Internal Dispute Resolution

1. In case of disputes or complaints related to the operation of the Corporation, the rights and obligations of shareholders in accordance with the provisions of the Law on Enterprises, other legal provisions, the Corporation's Charter, the provisions between:

a) Shareholders with the Corporation;

b) Shareholders with the Board of Directors, the Audit Committee, the General Director or other executives;

2. The parties involved try to resolve that dispute through negotiation and mediation. Except for disputes involving the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall assume the prime responsibility for settling the dispute and request each party to present information related to the dispute within 15 working days from the date the dispute arises. In case the dispute involves the Board of Directors or the Chairman of the Board of Directors, any party may request the Court to appoint an independent expert to mediate the dispute resolution process.

3. In case the conciliation decision is not reached within six (06) weeks from the start of the conciliation process or if the decision of the mediator is not accepted by the parties, a party may refer the dispute to Economic Arbitration or the Economic Court.

4. The parties bear their own costs related to the negotiation and mediation procedures. The payment of the Court's costs shall be made in accordance with the Court's judgment.

CHAPTER XX. SUPPLEMENTS AND AMENDMENTS TO THE CHARTER

Article 59. Charter of the Corporation

1. The amendment and supplementation of this Charter must be considered and decided by the General Meeting of Shareholders.

2. In case there are provisions of law related to the operation of the Corporation which have not been mentioned in this Charter, or in case there are new provisions of law that are different from the provisions of this Charter, such provisions of law shall automatically apply and regulate the operation of the Corporation.

CHAPTER XXI. EFFECTIVE DATE

Article 60. Effective Date

1. This Charter consists of 21 chapters and 60 articles unanimously approved by the General Meeting of Shareholders of Vietnam Railway Construction Corporation Joint Stock Company on December 25, 2025 at the Corporation's headquarters - Building No.

33 Lang Ha Street, O Cho Dua Ward, Hanoi City and jointly approves the full validity of this Charter.

2. The Charter shall be made in five (05) copies, of equal validity.
3. This Charter is unique and official of the Company.
4. Copies or extracts of the company's Charter are valid when signed by the Chairman of the Board of Directors or at least one-half (1/2) of the total number of members of the Board of Directors.

LEGAL REPRESENTATIVE
Chairman of the Board of Directors

(Signed)

Vu Duc Tien

Appendix 1: LIST OF FOUNDING SHAREHOLDERS

TT	Shareholder Name	Address	ID CARD/CCCD/BUSINESS REGISTRATION CERTIFICATE	Number of shares, ownership ratio at the time of establishment (*)	Number of shares, ownership ratio at the time of adoption of this Charter
1	Vietnam Railways Corporation	118 Le Duan Street, Cua Nam Ward, Hoan Kiem District, Hanoi City	0100105052 level changed for the 6th time on 17/04/2020 at the Department of Planning and Investment of Hanoi	425,224 shares, 62.93%	0 shares, 0% ratio
2	Other Shareholders			250,495 shares, 37.07%	32,064,749 shares, 100%
TOTAL				**675,719 shares, 100%**	**32,064,749 shares, 100%**

(*) At the time of establishment, the par value of shares is 100,000 VND/share