SOCIALIST REPUBLIC OF VIETNAM

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STATUTES

ORGANIZATION AND OPERATION

PTM AUTOMOTIVE PRODUCTION, TRADING AND SERVICE JOINT STOCK COMPANY

Hanoi, March 2026

CÔNG TY CỔ PHẦN SẢN XUẤT, THƯƠNG MẠI VÀ DỊCH VỤ Ô TÔ PTM

Digitally signed by CÔNG TY CỔ PHẦN SẢN XUẤT, THƯƠNG MẠI VÀ DỊCH VỤ Ô TÔ PTM
DN: C=VN, S=Hà Nội, L="Số 256 đường Kim Giang, Phường Đại Kim, Quận Hoàng Mai, Thành phố Hà Nội, Việt Nam", O="CÔNG TY CỔ PHẦN SẢN XUẤT, THƯƠNG MẠI VÀ DỊCH VỤ Ô TÔ PTM", CN="CÔNG TY CỔ PHẦN SẢN XUẤT, THƯƠNG MẠI VÀ DỊCH VỤ Ô TÔ PTM", OID.0.9.2342.19200300.100.1.1=MST:0101116000
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INTRODUCTION

This Charter serves as the legal basis for all operations of the Company. This Charter, the Company's internal regulations, and the Resolutions of the General Meeting of Shareholders and the Board of Directors, provided that they are duly adopted in compliance with applicable laws, shall constitute binding rules and regulations governing the Company's business operations.

This Charter was updated by the Board of Directors on **02 July 2025** in accordance with the Resolution of the General Meeting of Shareholders No. **02/2025/NQ-ĐHĐCĐ** dated **09 June 2025**.

I. DEFINITIONS OF TERMS USED IN THIS CHARTER

Article 1: Interpretation of Terms

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

a. **Charter Capital** means the total par value of shares that have been sold or registered for subscription upon establishment of the joint stock company and as stipulated in Article 6 of this Charter;

b. **Voting Capital** means share capital under which the holder has the right to vote on matters falling within the authority of the General Meeting of Shareholders;

c. **Law on Enterprises** means Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on 17 June 2020;

d. **Law on Securities** means Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on 26 November 2019;

e. **Vietnam** means the Socialist Republic of Vietnam;

f. **Date of Establishment** means the date on which the Company was first granted the Enterprise Registration Certificate (Business Registration Certificate and other legally equivalent documents);

g. **Executive Officers** means the General Director, Deputy General Directors, Chief Accountant, and other executives appointed by the Board of Directors, excluding the position of the person in charge of corporate governance;

h. **Managers of the Enterprise** means corporate managers, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director, and other individuals holding managerial positions appointed by the General Meeting of Shareholders or the Board of Directors;

i. **Related Persons** means individuals or organizations as prescribed in Clause 46, Article 4 of the Law on Securities;

j. **Shareholder** means an individual or organization owning at least one share of the Company;

k. **Founding Shareholder** means a shareholder owning at least one ordinary share and whose name appears in the list of founding shareholders of the joint stock company;

l. **Major Shareholder** means a shareholder as prescribed in Clause 18, Article 4 of the Law on Securities;

m. **Operating Term** means the operating duration of the Company as specified in Article 2 of this Charter and any extension period (if any) approved by the General Meeting of Shareholders;

n. **Stock Exchange** means the Vietnam Stock Exchange and its subsidiaries.

2. In this Charter, references to any provision or legal document shall include any amendments, supplements, or replacement documents thereto.
3. Headings (Sections and Articles of this Charter) are inserted for convenience of reference only and shall not affect the interpretation of this Charter.

II. NAME, LEGAL FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, TERM OF OPERATION AND LEGAL REPRESENTATIVE OF THE COMPANY

Article 2. Name, Legal Form, Head Office, Branches, Representative Offices, Business Locations and Term of Operation

1. Company Name

- Vietnamese name: **CÔNG TY CỔ PHẦN SẢN XUẤT, THƯƠNG MẠI VÀ DỊCH VỤ Ô TÔ PTM**
- English name: **PTM Automobile Service, Trading and Manufacturing Joint Stock Company**
- Abbreviated name: PTM., JSC

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

- **Address:** No. 256 Kim Giang, Dinh Cong Ward, Hanoi
- **Telephone:** +84 (24) 38552550 Fax: +84(24)35590352

4. The Company may establish branches and representative offices within its business areas in order to achieve its operational objectives, subject to resolutions of the Board of Directors and within the scope permitted by law.
5. Unless terminated prior to the term specified in Clause 2, Article 55, or extended pursuant to Article 56 of this Charter, the Company shall operate for an **indefinite term commencing from the Date of Establishment**.

Article 3. Legal Representative of the Company

1. The Company shall have one (01) legal representative, who is the General Director.
2. The legal representative of the Company is the individual representing the Company in exercising rights and performing obligations arising from the Company's transactions, and representing the Company as plaintiff, defendant, or person with related rights and obligations before Arbitration or Courts.
3. The legal representative must reside in Vietnam and shall authorize another person in writing to exercise the rights and obligations of the legal representative during his/her absence from Vietnam.
4. Upon expiration of the authorization period, if the legal representative has not returned to Vietnam and no further authorization is granted, the authorized person shall continue exercising the rights and obligations within the authorized scope until the legal representative resumes work or until the Board of Directors appoints another replacement.

5. In the event that the legal representative is absent from Vietnam for more than thirty (30) days without authorization, the Board of Directors shall appoint another person to act as replacement.
6. Responsibilities of the Legal Representative: The legal representative shall perform responsibilities in accordance with Article 13 of the Law on Enterprises and other rights and obligations prescribed by applicable laws.
7. The legal representative shall bear personal liability for damages caused to the enterprise due to breach of the obligations specified in Clause 1 of this Article.

III. OBJECTIVES, BUSINESS SCOPE AND OPERATIONS OF THE COMPANY

Article 4: Business Objectives of the Company

1. Main Business Lines of the Company

No.	Business Lines	Code
1	Wholesale of automobiles and other motor vehicles (excluding auction-related activities)	4511 (Main)
2	Agency activities for automobiles and other motor vehicles (excluding property auction activities)	4513
3	Wholesale of spare parts and auxiliary parts of automobiles and other motor vehicles (excluding property auction activities)	4530
4	Wholesale/Retail sale of motorcycles and motorbikes (excluding property auction activities)	4541
5	Maintenance and repair of motorcycles and motorbikes	4542
6	Rental of motor vehicles	7710
7	Other professional, scientific and technological activities not elsewhere classified. Details: Commercial brokerage activities	7490
8	Wholesale of spare parts and auxiliary parts of motorcycles and motorbikes (excluding property auction activities)	4543
9	Maintenance and repair of automobiles and other motor vehicles	4520
10	Manufacture of plastic products. Details: Manufacture of new materials and composite plastics	2220
11	Manufacture of other general-purpose machinery. Details: Manufacture of materials, machinery, industrial equipment and consumer mechanical products; manufacture of machine tools	2819

12	Manufacture of plastics and synthetic rubber in primary forms. Details: Manufacture of technical plastic products	2013
13	Mechanical processing; treatment and coating of metals. Details: Metal processing	2592
14	Manufacture of machine tools and metal-forming machinery. Details: Manufacture of machine tools and CNC machines	2822
15	Other manufacturing not elsewhere classified. Details: Manufacture of precision molds for the plastics industry	3290
16	Wholesale of machinery, equipment and other machine spare parts. Details: Trading in materials, machinery, industrial equipment, consumer mechanical products, machine tools and CNC machines	4659
17	Other specialized wholesale not elsewhere classified. Details: Trading in precision molds for plastics industry and technical plastic products	4669
18	Installation of industrial machinery and equipment. Details: Assembly of machine tools	3320
19	Other road passenger transport. Details: Fixed-route passenger transport, contract passenger transport, tourist transport by automobile	4932
20	Freight transport by road. Details: Freight transport by automobile	4933
21	Manufacture of construction materials from clay. Details: Manufacture of construction materials	2392
22	Retail sale of passenger cars (up to 9 seats) (excluding auction-related activities)	4512
23	Other business support service activities not elsewhere classified. Details: Import and export of goods traded by the Company (automobiles, motor vehicles, equipment, components, spare parts and accessories)	8299
24	Elementary-level vocational education	8531
25	Intermediate-level vocational education	8532

26	Service activities incidental to land transportation. Details: Passenger/freight support services, parking lots, garages, loading points, towing and road rescue	5225
27	College-level education	8533
28	Real estate business, land use rights belonging to the owner, user or lessee. Details: Real estate business (Excluding investment in the construction of cemetery and burial ground infrastructure for the transfer of land use rights associated with infrastructure, as listed in Appendix I, Section A.7 of Decree 31/2021/ND-CP)	6810
29	Restaurants and mobile food service activities	5610
30	Beverage serving activities	5630
31	Other amusement and recreation activities not elsewhere classified	9329
32	Manufacture of precious and non-ferrous metals. Details: Aluminum production	2420
33	Retail sale of household electrical appliances, furniture, lighting equipment and household goods in specialized stores	4759
34	Insurance agency and brokerage activities. Details: Insurance agency activities	6622

2. Objectives of the Company:

- To maximize profits;
- To increase returns for the shareholders of the Company;
- To increase accumulated capital for the development of the Company's production and business activities;
- To make practical contributions to the implementation of the country's socio-economic development objectives.

Article 5. Scope of Business and Operations of the Company

1. The Company is entitled to formulate plans and carry out all business activities in accordance with its Enterprise Registration Certificate and this Charter, in compliance with the prevailing laws, and to implement appropriate measures to achieve the objectives of the Company.
2. The Company may conduct business activities in other sectors permitted by law and approved by the General Meeting of Shareholders.

IV. CHARTER CAPITAL, SHARES, AND FOUNDING SHAREHOLDERS

Article 6. Charter Capital, Shares and Founding Shareholders

1. The charter capital of the Company is **VND 320,000,000,000** (Three hundred and twenty billion Vietnamese Dong).

The total charter capital is divided into **32,000,000 shares**, with a par value of **VND 10,000 per share**.

2. The Company may adjust its charter capital subject to approval by the General Meeting of Shareholders and in accordance with applicable laws.
3. As of the date of adoption of this Charter, the shares of the Company consist of ordinary shares. The rights and obligations of shareholders holding each class of shares are prescribed in Articles 12 and 13 of this Charter.
4. The Company may issue other classes of preference shares upon approval by the General Meeting of Shareholders and in accordance with applicable laws.
5. The Company officially operates in the form of a joint stock company under Enterprise Registration Certificate No. **0101116000**, first issued by the Hanoi Department of Planning and Investment on **09 March 2001**.
6. Ordinary shares must first be offered to existing shareholders in proportion to their ownership ratio of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. Shares not subscribed for by shareholders shall be decided upon by the Board of Directors. The Board of Directors may allocate such shares to shareholders and other persons under conditions no more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders or otherwise provided by securities laws.
7. The Company may repurchase shares issued by itself in accordance with the methods prescribed in this Charter and applicable laws. Repurchased shares shall be treasury shares, and the Board of Directors may re-offer such treasury shares in accordance with this Charter, the Law on Securities, and relevant guiding documents.
8. The Company may issue other types of securities subject to approval by the General Meeting of Shareholders and in accordance with applicable laws

Article 7. Share Certificates

1. Shareholders of the Company shall be issued share certificates corresponding to the number and class of shares owned.
2. A share is a type of security certifying the lawful rights and interests of its holder in relation to a portion of the charter capital of the issuing organization. A share certificate must contain all contents prescribed in Clause 1, Article 121 of the Law on Enterprises.
3. Within one (01) month from the date of submission of complete documents requesting transfer of share ownership in accordance with the Company's regulations, or within one (01) month from the date of full payment for subscribed shares in accordance with the Company's share issuance plan (or within another period as stipulated in the issuance terms), the share owner shall be issued a share certificate. The share owner shall not be required to bear the cost of printing the share certificate.
4. In case a share certificate is lost, damaged, or destroyed in any other form, the shareholder shall be re-issued a share certificate upon request. Such request must include:

a. Information relating to the lost, damaged, or destroyed share certificate;

b. A commitment to bear responsibility for any disputes arising from the re-issuance of the new share certificate.

Article 8. Other Securities Certificates

Bond certificates or other securities certificates of the Company (except offering letters, temporary certificates and similar documents) shall be issued bearing the signature of the legal representative and the seal of the Company.

Article 9. Transfer of Shares

1. All shares may be freely transferred except for the cases specified in Clause 2 of this Article and where otherwise provided by law. Shares listed on the Stock Exchange shall be transferred in accordance with the laws on securities and the securities market.
2. Cổ Shares that have not been fully paid for shall not be transferable and shall not enjoy related rights and benefits, including: the right to receive dividends; the right to receive bonus shares issued for charter capital increase from equity sources; pre-emptive rights to subscribe for offered shares; and other rights and benefits as prescribed by law

V. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 10. Organizational Structure, Governance and Supervision

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

1. The General Meeting of Shareholders;
2. The Board of Directors;
3. The Supervisory Board;
4. The General Director.

VI. ORGANIZATIONAL STRUCTURE, GOVERNANCE AND SUPERVISION

Article 11. Rights of Shareholders

1. Shareholders are the owners of the Company and shall have rights and obligations corresponding to the number and class of shares they own. Shareholders shall only be liable for the debts and other property obligations of the Company within the amount of capital contributed to the Company.
2. Ordinary shareholders shall have the following rights:

a. To attend and speak at meetings of the **General Meeting of Shareholders**, and exercise voting rights directly, through an authorized representative, or by remote voting. Each ordinary share carries one voting right;

b. To receive dividends at the rate decided by the General Meeting of Shareholders;

c. To be given priority in subscribing for newly issued shares in proportion to their ownership ratio of ordinary shares in the Company;

d. To freely transfer their shares to other persons, except in cases prescribed in Clause 3 Article 120, Clause 1 Article 127 of the Law on Enterprises and other relevant legal provisions;

e. To examine, search and extract information relating to names and contact addresses in the list of voting shareholders, and request correction of inaccurate information relating to themselves;

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

g. In the event of dissolution or bankruptcy of the Company, to receive a proportion of the remaining assets corresponding to the number of contributed shares after the Company has fulfilled obligations to creditors and shareholders holding other classes of shares in accordance with law;

h. To request the Company to repurchase shares in cases prescribed under Article 132 of the Law on Enterprises;

i. To be treated equally. Each share of the same class shall confer equal rights, obligations and benefits upon its holder. Where the Company issues preference shares, the rights and obligations attached thereto must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;

j. To have full access to periodic and extraordinary information disclosed by the Company in accordance with law;

k. To have lawful rights and interests protected, and to request suspension or cancellation of resolutions or decisions of the General Meeting of Shareholders or the Board of Directors in accordance with the Law on Enterprises.

3. A shareholder or group of shareholders holding **5% or more of the total ordinary shares** shall have the following rights:

a. To request the Board of Directors to convene a General Meeting of Shareholders in accordance with Clause 3 Article 115 and Article 140 of the Law on Enterprises;

b. To examine, search and extract minutes, resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, contracts and transactions subject to Board approval, and other documents except those relating to trade secrets or business secrets of the Company;

c. To request the Supervisory Board to inspect specific matters relating to management and operation of the Company when deemed necessary. Such request must be made in writing and include:

- full name, contact address, nationality, and legal identification documents for individual shareholders;
- name, enterprise code or legal documents, and head office address for institutional shareholders;
- number of shares and registration date of shares held by each shareholder;
- total shares held by the shareholder group and ownership ratio;
- matters requiring inspection and purpose of inspection;

d. To propose matters for inclusion in the agenda of the General Meeting of Shareholders. Such proposal must be in writing and submitted to the Company no later than three (03) working days prior to the opening date of the meeting, clearly stating shareholder name, number of shares by class, and proposed agenda item.

4. A shareholder or group of shareholders holding **10% or more of total ordinary shares**, or otherwise entitled to nominate candidates to the Board of Directors, shall nominate candidates as follows:

a. Ordinary shareholders forming a group for nomination must notify attending shareholders of such grouping before the opening of the General Meeting of Shareholders;

b. Based on the number of members of the Board of Directors and Supervisory Board, shareholders or shareholder groups specified in this Clause shall have the right to nominate

one or more persons as candidates for the Board of Directors and Supervisory Board in accordance with resolutions of the General Meeting of Shareholders. If the number of candidates nominated is fewer than the number entitled, the remaining candidates shall be nominated by the Board of Directors.

Article 12. Obligations of Shareholders

Ordinary shareholders shall have the following obligations:

1. To fully pay for the subscribed shares in full and on time;
2. Not to withdraw the capital contributed in the form of ordinary shares from the Company in any form, except where such shares are repurchased by the Company or another person. In the event that a shareholder withdraws part or all of the contributed share capital in violation of this provision, such shareholder and related persons in the Company shall be jointly liable for the debts and other property obligations of the Company within the value of the withdrawn shares and any damages arising therefrom;
3. To comply with the Company's Charter and internal management regulations;
4. To comply with resolutions and decisions of the General Meeting of Shareholders and the Board of Directors;
5. To keep confidential the information provided by the Company in accordance with the Charter and applicable law; to use such information only for exercising and protecting their lawful rights and interests; and not to disclose, copy, or send such information to other organizations or individuals;
6. To attend meetings of the General Meeting of Shareholders and exercise voting/election rights through the following forms:

a. Attending and voting/electing directly at the meeting;

b. Authorizing another individual or organization to attend and vote/elect at the meeting;

c. Attending and voting/electing through online conference, electronic voting, or other electronic means;

d. Sending voting/election ballots to the meeting by mail, fax, or email;

7. To provide an accurate address when registering to purchase shares;
8. To bear personal responsibility when acting in the name of the Company in any form to carry out one of the following acts:

a. Violating the law;

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

c. Paying debts not yet due in the face of financial risks to the Company;

9. To fulfill other obligations as prescribed by current law.

Article 13. General Meeting of Shareholders

1. The General Meeting of Shareholders consists of all shareholders with voting rights and is the highest decision-making body of the Company. The annual General Meeting of Shareholders shall be held once every year within four (04) months from the end of the fiscal year. The Board of Directors may decide to extend the time for convening the annual General Meeting of Shareholders where necessary, but not beyond six (06) months from the end of the fiscal year. In addition to annual meetings, extraordinary meetings may also be convened. The meeting location shall

be determined as the place where the chairperson attends and must be within the territory of Vietnam.

2. The Board of Directors shall convene the annual General Meeting of Shareholders and select an appropriate venue. The annual General Meeting of Shareholders shall decide on matters prescribed by law and the Company Charter, particularly approving the audited annual financial statements. Where the audit report on the Company's annual financial statements contains material exceptions, adverse opinions, or disclaimer opinions, the Company must invite the representative of the approved auditing organization that audited the Company's financial statements to attend the annual General Meeting of Shareholders, and such representative shall be responsible for attending the meeting.
3. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:
   a. When deemed necessary for the interests of the Company;
   b. When the number of remaining members of the Board of Directors or the Supervisory Board is fewer than the minimum number required by law;
   c. At the request of shareholders or a group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises; such request must be made in writing, clearly stating the reason and purpose of the meeting, and signed by the relevant shareholders, or made in several copies with sufficient signatures collected;
   d. At the request of the Supervisory Board;
4. Convening an extraordinary General Meeting of Shareholders:
   a. The Board of Directors must convene the meeting within 30 days from the date the number of remaining Board members falls as prescribed in Point b, Clause 3 of this Article, or from the date of receiving requests specified in Points c and d, Clause 3 of this Article;

b. If the Board of Directors fails to convene the meeting as prescribed in Point a, Clause 4 of this Article, then within the next 30 days, the Supervisory Board shall replace the Board of Directors in convening the meeting in accordance with the Law on Enterprises. If the Supervisory Board also fails to convene the meeting, it must compensate the Company for any damages incurred;

c. If the Supervisory Board fails to convene the meeting as prescribed in Point b, Clause 4 of this Article, then shareholders or a group of shareholders as prescribed in Point c, Clause 3 of this Article shall have the right to request the company representative to convene the meeting in accordance with the Law on Enterprises.

In such case, the shareholders or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the order and procedures for convening, conducting the meeting, and issuing resolutions of the General Meeting of Shareholders. All expenses for convening and conducting the meeting shall be reimbursed by the Company. Such expenses shall not include costs incurred by shareholders when attending the meeting, including accommodation and travel expenses.

Article 14. Rights and Obligations of the General Meeting of Shareholders

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

a. To approve the development orientation of the Company;
b. To decide on classes of shares and the total number of shares of each class authorized to be offered for sale; to decide annual dividend rates; and to dismiss members of the Board of Directors;
c. To elect, remove, and dismiss members of the Board of Directors and members of the Supervisory Board;
d. To decide on investment or sale of assets with a value equal to or greater than 35% of the total asset value recorded in the Company's most recent financial statements;
e. To decide on amendments and supplements to the Company Charter;
f. To approve annual financial statements;
g. To decide on repurchase of more than 10% of the total sold shares of each class;
h. To review and handle violations committed by members of the Board of Directors causing damage to the Company and its shareholders;
i. To decide on reorganization or dissolution of the Company;
j. To decide the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
k. To approve, amend, and supplement the Internal Governance Regulations, Regulations on operation of the Board of Directors, and Regulations on operation of the Supervisory Board;
l. To approve the list of approved auditing firms; decide the approved auditing firm to inspect the Company's operations; and dismiss approved auditors when deemed necessary.

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

a. Annual business plan of the Company;
b. Audited annual financial statements;
c. Report of the Board of Directors on governance and operational results of the Board of Directors and each member thereof;
d. Report of the Supervisory Board on the Company's business results and performance of the Board of Directors and General Director;
e. Self-assessment report on performance of the Supervisory Board and each Supervisory Board member;
f. Dividend rate for each share of each class;
g. Number of members of the Board of Directors and Supervisory Board;
h. Election, removal, and dismissal of members of the Board of Directors and Supervisory Board;
i. Budget or total remuneration, bonuses, and other benefits for the Board of Directors and Supervisory Board;
j. Approval of the list of approved auditing firms; decision on appointing an approved auditing firm to inspect Company operations when necessary;
k. Amendments and supplements to the Company Charter;
l. Classes and quantity of newly issued shares of each class and transfer of founding shareholders' shares within the first three (03) years from establishment;
m. Division, separation, consolidation, merger, or conversion of the Company;
n. Reorganization and dissolution (liquidation) of the Company and appointment of liquidators;

o. Investment or sale of assets valued at 35% or more of total assets shown in the latest financial statements;
p. Repurchase of more than 10% of total issued shares of each class;
q. Approval of contracts and transactions with persons specified in Clause 1 Article 167 of the Law on Enterprises where transaction value equals 35% of total assets shown in latest financial statements;
r. Approval of transactions specified in Clause 4 Article 293 of Government Decree No. 155/2020/ND-CP dated 31 December 2020 guiding implementation of certain provisions of the Law on Securities;
s. Approval of Internal Regulations on Corporate Governance, Regulations on operation of the Board of Directors, and Regulations on operation of the Supervisory Board.

3. Shareholders shall not vote in the following cases:

a. Approval of contracts specified in Clause 2 Article 14 of this Charter where such shareholder or related person is a contracting party;
b. Repurchase of shares of such shareholder or related person, except where repurchase is conducted proportionally for all shareholders or through matching orders/public tender offer on the Stock Exchange.

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

Article 15. Authorization to Attend the General Meeting of Shareholders

1. Shareholders or authorized representatives of institutional shareholders may directly attend the meeting or authorize one or more individuals or organizations to attend, or attend through one of the forms specified in Clause 3 Article 144 of the Law on Enterprises.
2. Authorization must be made in writing in accordance with civil law and clearly state:

- Name of authorizing shareholder;
- Name of authorized individual/organization;
- Number of authorized shares;
- Scope of authorization;
- Duration of authorization;
- Signatures of both authorizing and authorized parties.

The authorized person must submit the authorization document upon registration for attendance. In case of re-authorization, the attendee must also present the original authorization document from the shareholder or institutional shareholder representative (if not previously registered with the Company).

3. Voting ballots/election ballots of the authorized representative remain valid even in the following cases:

a. The authorizing person has died, has limited civil act capacity, or has lost civil act capacity;
b. The authorizing person has revoked the authorization;
c. The authorizing person has revoked authority of the authorized representative.
This provision shall not apply if the Company receives notice of such event before the opening time of the meeting or before reconvening.

Article 16. Changes of Rights

1. Any amendment or cancellation of special rights attached to preferred shares shall only take effect when approved by shareholders representing at least 65% of total voting shares of attending shareholders. A resolution adversely affecting rights and obligations of preferred shareholders shall only be approved if accepted by preferred shareholders attending the meeting holding at least 75% of total preferred shares of the same class, or by written consent of shareholders holding at least 75% of total preferred shares of that class.
2. A meeting of shareholders holding a class of preferred shares shall only be valid if attended by at least two (02) shareholders (or authorized representatives) holding at least one-third (1/3) of par value of issued shares of that class. If quorum is not met, a reconvened meeting within 30 days shall be valid regardless of number of attendees and shares represented.
3. Procedures for such separate meetings shall follow Articles 18, 19 and 20 of this Charter.
4. Unless otherwise provided in issuance terms, special rights attached to preferred shares relating to profit distribution or Company assets shall not be changed when the Company issues additional shares of the same class.

Article 17. Convening Meetings, Agenda and Notice of General Meeting of Shareholders

1. The Board of Directors shall convene annual and extraordinary General Meetings of Shareholders. Extraordinary meetings shall be convened in cases specified in Clause 3 Article 13 of this Charter.
2. The convener must perform the following tasks:

a. Prepare the list of shareholders eligible to attend and vote/elect. Such list must be prepared no more than ten (10) days before sending meeting notice. The Company must disclose information on preparation of shareholder list at least twenty (20) days before the final registration date;
b. Prepare meeting agenda and contents;
c. Prepare meeting documents;
d. Draft resolutions for agenda items;
e. Determine time and venue;
f. Send notice of meeting to all eligible shareholders;
g. Perform other tasks serving the meeting.

3. Notice of meeting shall be sent to all shareholders by methods ensuring delivery to shareholders' contact addresses, and simultaneously published on the Company's website, the State Securities Commission of Vietnam, and the stock exchange where Company shares are listed.

The notice must be sent no later than 21 days before the opening date.
Meeting agenda and relevant documents shall be sent and/or posted on the Company website.
If documents are not attached, the notice must specify link access including:
a. Meeting agenda and documents used at the meeting;
b. List and detailed information of candidates in case of election of Board members and Supervisory Board members;
c. Voting/election ballots;

d. Draft resolutions for each agenda item.

4. Shareholders or groups of shareholders under Clause 3 Article 11 may propose matters for inclusion in the agenda. Such proposal must be in writing and submitted no later than three (03) working days before meeting opening, clearly stating shareholder name, number of each class of shares, and proposed issue.
5. The convener may refuse proposals if:

a. Proposal is not submitted in accordance with Clause 4;

b. At submission time, proposing shareholders do not hold at least 5% of ordinary shares as prescribed;

c. Proposed matter is outside authority of the General Meeting of Shareholders.

6. The convener must accept and include valid proposals unless falling under Clause 5; proposals become official agenda items if approved by the General Meeting of Shareholders.

Article 18. Conditions for Conducting a General Meeting of Shareholders

1. A General Meeting of Shareholders shall be conducted when the attending shareholders represent more than 50% of the total voting shares.
2. In the event that the first meeting does not satisfy the quorum prescribed in Clause 1 of this Article, a notice of invitation for the second meeting shall be sent within 30 days from the intended date of the first meeting. The second General Meeting of Shareholders shall be conducted when attending shareholders represent at least 33% of the total voting shares.
3. In the event that the second meeting does not satisfy the quorum prescribed in Clause 2 of this Article, a notice of invitation for the third meeting must be sent within 20 days from the intended date of the second meeting. The third General Meeting of Shareholders shall be conducted regardless of the total number of voting shares represented by attending shareholders.

Article 19. Procedures for Conducting Meetings and Voting at the General Meeting of Shareholders

1. Before opening the meeting, the Company shall conduct shareholder registration procedures and continue registration until all attending shareholders entitled to participate have completed registration according to the following order:

a. Upon registration, the Company shall issue to each shareholder or authorized representative entitled to vote a voting card/ballot/election ballot stating the registration number, full name of the shareholder, full name of the authorized representative, and the number of votes/election votes of such shareholder. The General Meeting of Shareholders shall discuss and vote on each matter in the meeting agenda separately. Voting shall be conducted by affirmative vote and abstention. At the meeting, affirmative votes shall be collected first, dissenting votes collected thereafter, and finally the total number of affirmative and dissenting votes shall be counted to determine the result. The vote-counting results shall be announced by the Chairperson/Vote Counting Committee immediately before the closing of the meeting. The General Meeting shall elect persons responsible for vote counting or supervising vote counting upon proposal of the Chairperson. The number of members of the Vote Counting Committee shall be decided by the General Meeting based on the Chairperson's proposal but shall not exceed the number prescribed by applicable law.

b. Shareholders, authorized representatives of institutional shareholders, or authorized persons arriving after the opening of the meeting shall be entitled to register immediately and thereafter participate and vote/elect immediately after registration. The Chairperson is not obliged to suspend the meeting for late registration, and the validity of matters already voted on/elected before such registration shall remain unchanged.

2. Election of the Chairperson, Shareholder Eligibility Verification Committee/Delegates Committee, and Vote Counting Committee shall be conducted as follows:

a. The Chairperson of the Board of Directors shall act as Chairperson or authorize another member of the Board of Directors to act as Chairperson of the General Meeting convened by the Board of Directors. If the Chairperson is absent or temporarily unable to perform duties, the remaining Board members shall elect one among themselves as Chairperson based on majority principle. If no Chairperson can be elected, the Head of the Supervisory Board shall preside for the General Meeting to elect a Chairperson from among attendees, and the person receiving the highest votes shall act as Chairperson.

b. Except for the case prescribed in Point a of this Clause, the person signing the meeting convening notice shall preside over the election of the Chairperson, and the person receiving the highest votes shall act as Chairperson.

c. The Chairperson shall appoint one or more secretaries and the Shareholder Eligibility Verification Committee/Delegates Committee serving the meeting.

d. The General Meeting shall elect one or more persons to the Vote Counting Committee upon proposal of the Chairperson.

3. The meeting agenda and contents must be approved by the General Meeting at the opening session. The agenda must clearly specify the detailed timing for each matter.
4. The Chairperson has the right to take necessary and reasonable measures to ensure orderly conduct of the meeting in accordance with the approved agenda and reflecting the wishes of the majority of attendees.

Including:

a. Arranging seating at the venue;

b. Ensuring safety for all persons present;

c. Facilitating shareholders' participation or continued participation.

The convener has full authority to modify such measures and apply all necessary measures, including entry permits or other selection methods.

5. The General Meeting shall discuss and vote on each agenda item separately. Voting shall be conducted by affirmative vote, dissenting vote, and abstention. Vote-counting results shall be announced by the Chairperson before closing the meeting.
6. Shareholders or authorized representatives arriving after commencement may still register and vote immediately after registration; previously adopted matters remain valid.
7. The convener or Chairperson has the right to:

a. Require all attendees to undergo inspection or other lawful security measures;

b. Request competent authorities to maintain order and expel persons disrupting the meeting.

8. The Chairperson may postpone a duly convened meeting for no more than 3 working days from the scheduled opening date only in the following cases:

a. Insufficient seating capacity;

b. Communication systems do not ensure participation and voting;
c. Disorder threatens fairness and legality.

9. If the Chairperson postpones or suspends the meeting contrary to Clause 8, the General Meeting shall elect another attendee to preside, and all resolutions adopted remain valid.
10. If the Company applies modern technology to organize online meetings, it must ensure shareholders can attend and vote electronically in accordance with Article 144 of Luật Doanh nghiệp 2020 and Clause 3 Article 273 of Nghị định 155/2020/NĐ-CP.

Article 20. Conditions for Adoption of Resolutions of the General Meeting of Shareholders

1. The General Meeting of Shareholders shall adopt resolutions within its authority by direct voting at the meeting or by collecting written opinions.
2. Resolutions on the following matters shall be adopted if approved by shareholders representing more than 65% of the total voting shares of all attending shareholders, except for cases specified in Clauses 3, 4 and 6 of Article 148 of Luật Doanh nghiệp 2020:

- Classes of shares and total number of shares of each class;
- Changes in business lines, trades and business sectors;
- Changes in the organizational and management structure of the Company;
- Investment projects or sale of assets valued at 35% or more of the total assets recorded in the latest financial statements of the Company;
- Reorganization or dissolution of the Company.

3. Other resolutions shall be adopted when approved by shareholders holding more than 50% of the total voting shares of all attending shareholders, except for cases specified in Clause 1 of this Article and Clauses 3, 4 and 6 of Article 148 of Luật Doanh nghiệp 2020.
4. Election of members of the Board of Directors and the Supervisory Board shall be conducted by cumulative voting, whereby each shareholder shall have a total number of votes corresponding to the number of shares owned multiplied by the number of members to be elected to the Board of Directors or Supervisory Board, and shareholders may allocate all or part of their votes to one or several candidates. Persons elected as members of the Board of Directors or Supervisory Board shall be determined in descending order based on the number of votes received, starting from the candidate with the highest number of votes until the required number of members prescribed in this Charter is reached.Where two or more candidates receive an equal number of votes for the final position, a re-election shall be conducted among those candidates or selection shall be made according to the election regulations or this Charter.
5. Where an attending shareholder is a related person and is not entitled to vote on a particular matter, the resolution of the General Meeting of Shareholders on such matter shall be adopted when approved by at least 50% or 65% of the corresponding voting shares entitled to vote in accordance with law.

6. Where a resolution is adopted in the form of written consultation, such resolution shall be approved if shareholders representing at least 50% of the valid voting shares approve it.
7. Resolutions of the General Meeting of Shareholders approved by 100% of the voting shares shall be lawful and effective even if the procedures for convening the meeting and adopting such resolutions violate provisions of Luật Doanh nghiệp 2020 and the Company Charter.
8. Resolutions of the General Meeting of Shareholders must be notified to shareholders entitled to attend the General Meeting within 15 days from the date of adoption; where the Company has an official website, such notification may be replaced by publication on the Company's website.
9. A resolution of the General Meeting of Shareholders on matters adversely affecting the rights and obligations of preferred shareholders shall only be adopted if approved by preferred shareholders of the same class attending the meeting and representing at least 75% of the total preferred shares of such class, or by preferred shareholders of the same class representing at least 75% of the total preferred shares of such class in the case of written consultation.

Article 21. Authority and Procedures for Collecting Written Opinions of Shareholders for Adoption of Resolutions of the General Meeting of Shareholders

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

1. The Board of Directors shall have the right to collect written opinions of shareholders for adoption of resolutions of the General Meeting of Shareholders whenever deemed necessary for the interests of the Company, including cases specified in Clause 2 Article 147 of Luật Doanh nghiệp 2020.
2. The Board of Directors shall prepare voting forms, draft resolutions of the General Meeting of Shareholders, explanatory documents for draft resolutions, and send them to all shareholders entitled to vote at least 10 days before the deadline for returning voting forms. Requirements and methods for sending voting forms and accompanying documents shall comply with Clause 3 of this Article.
3. A voting form must contain the following principal contents:

a. Name, head office address, and enterprise registration number of the Company;

b. Purpose of collecting opinions;

c. Full name, contact address, nationality, and legal identification documents of individual shareholders; name, enterprise registration number or legal documents, head office address of institutional shareholders; full name, contact address, nationality, legal documents of representatives of institutional shareholders; number of shares of each class and number of voting rights of shareholders;

d. Matters requiring approval;

e. Voting options including approval, disapproval, and abstention for each matter;

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

g. Full name and signatures of the Chairperson of the Board of Directors and the legal representative of the Company.

4. Completed voting forms must bear the signature of the shareholder being an individual, or the legal representative of an institutional shareholder, or the authorized representative of such organization.
5. Shareholders may send completed voting forms to the Company by post, fax, or email as follows:

a. In case of postal submission, completed voting forms must bear signatures and be sealed in closed envelopes that may not be opened before vote counting;

b. In case of fax or email, voting forms must remain confidential until vote counting;

c. Voting forms received after the deadline, opened in postal submission cases, or disclosed before vote counting in fax/email cases shall be invalid. Voting forms not returned shall be deemed non-participation in voting.

6. The Board of Directors shall conduct vote counting and prepare vote-counting minutes under supervision of shareholders not holding management positions in the Company. Vote-counting minutes must contain:

a. Name, head office address, enterprise registration number;

b. Purpose and matters submitted for approval;

c. Number of shareholders and total votes participating, distinguishing valid and invalid votes, method of submission, and attached shareholder list;

d. Total approving votes, disapproving votes, abstentions, and votes for each candidate (if any);

e. Matters adopted and corresponding approval ratio;

f. Full names and signatures of the Chairperson of the Board of Directors, vote counters and supervisors.

Members of the Board of Directors, vote counters, and supervisors shall be jointly liable for the truthfulness and accuracy of vote-counting minutes and damages arising from dishonest or inaccurate counting.

7. Vote-counting minutes and resolutions must be sent to shareholders within 15 days from completion of vote counting. Such delivery may be replaced by publication on the Company's website within 24 hours from completion of vote counting.
8. Completed voting forms, vote-counting minutes, adopted resolutions, and related documents must be archived at the Company's head office.
9. A resolution adopted by written consultation shall be valid if approved by shareholders holding more than 50% of the total voting shares of all shareholders entitled to vote and shall have the same validity as a resolution adopted at a General Meeting of Shareholders.

Article 22. Resolutions and Minutes of the General Meeting of Shareholders

1. Meetings of the General Meeting of Shareholders must be recorded in minutes and may also be audio-recorded or recorded and stored in other electronic forms. The minutes must contain the following principal contents:

a. Name, head office address, and enterprise registration number of the Company;

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

c. Meeting agenda and contents of the meeting;

d. Full names of the chairperson and secretary;

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

f. Number of shareholders and total voting rights of shareholders attending the meeting, representatives attending on behalf of shareholders, corresponding number of shares and voting rights, together with the attached list of registered shareholders and shareholder representatives attending the meeting;

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

h. Matters adopted and the corresponding approval ratios;

i. Full names and signatures of the chairperson and secretary. If the chairperson or secretary refuses to sign the meeting minutes, such minutes shall remain valid if signed by all other attending members of the Board of Directors and containing all contents prescribed in this Clause. The minutes must clearly state the refusal of the chairperson or secretary to sign.

2. Minutes of the General Meeting of Shareholders must be completed and approved before the closing of the meeting. The chairperson, secretary, and other persons signing the minutes shall be jointly liable for the truthfulness and accuracy of the contents thereof.
3. Minutes prepared in Vietnamese and in a foreign language shall have equal legal validity. In case of discrepancies between the Vietnamese version and the foreign language version, the Vietnamese version shall prevail.
4. Resolutions, minutes of meetings of the General Meeting of Shareholders, appendices containing the list of shareholders registered to attend the meeting, powers of attorney for meeting attendance, all documents attached to the minutes (if any), and related documents enclosed with the meeting invitation notice must be disclosed on the securities market and archived at the head office of the Company.

Article 23. Request for Cancellation of Resolutions of the General Meeting of Shareholders

Within 90 days from the date of receipt of the resolution, minutes of the General Meeting of Shareholders, or vote-counting minutes for written consultation of shareholders, any shareholder or group of shareholders specified in Clause 2 Article 115 of Luật Doanh nghiệp 2020 shall have the right to request a court or arbitral tribunal to review and cancel all or part of a resolution of the General Meeting of Shareholders in the following cases:

1. The procedures for convening the meeting and adopting resolutions of the General Meeting of Shareholders seriously violate provisions of Luật Doanh nghiệp 2020 and the Company Charter, except for the case specified in Clause 7 Article 20 of this Charter.
2. The procedures for adopting resolutions and/or the contents of the resolutions violate law or this Charter.

Where a resolution of the General Meeting of Shareholders is cancelled pursuant to a decision of a Court or Arbitral Tribunal, the person convening the cancelled meeting may consider reconvening the General Meeting of Shareholders within 30 days in accordance with procedures prescribed by Luật Doanh nghiệp 2020 and this Charter.

VII. BOARD OF DIRECTORS

Article 24. Nomination and Candidacy for Members of the Board of Directors

1. Where candidates for membership of the Board of Directors have been identified, the Company must disclose information relating to such candidates at least 10 days prior to the opening date of the General Meeting of Shareholders on the Company's website so that shareholders may review such candidates before voting. Candidates for the Board of Directors must provide written commitments confirming the truthfulness and accuracy of disclosed personal information and undertake to perform their duties honestly, prudently, and in the best interests of the Company if elected as members of the Board of Directors.Information relating to candidates for the Board of Directors to be disclosed shall include:

a. Full name, date of birth;

b. Professional qualifications;

c. Employment history;

d. Other managerial positions held (including positions as board members in other companies);

e. Interests related to the Company and parties related to the Company.

The Company shall be responsible for disclosing information on companies in which candidates currently hold positions as members of the Board of Directors, other managerial positions, and interests related to such companies (if any).

2. Shareholders or groups of shareholders holding 10% or more of the total ordinary shares shall have the right to nominate candidates to the Board of Directors in accordance with Luật Doanh nghiệp 2020 and this Charter. Shareholders holding ordinary shares may aggregate voting rights to nominate candidates to the Board of Directors as follows:

- Shareholders or groups holding from 10% to 20% of voting shares may nominate one (01) candidate;
- Shareholders or groups holding from 20% to under 30% may nominate up to two (02) candidates;
- Shareholders or groups holding from 30% to under 40% may nominate up to three (03) candidates;
- Shareholders or groups holding from 40% to under 50% may nominate up to four (04) candidates;
- Shareholders or groups holding 50% or more may nominate up to five (05) candidates.

3. Where the number of candidates nominated and self-nominated remains insufficient under Clause 5 Article 115 of Luật Doanh nghiệp 2020, the incumbent Board of Directors shall introduce additional candidates in accordance with this Charter, the Internal Corporate Governance Regulations, and the Operating Regulations of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with law.
4. Members of the Board of Directors must satisfy standards and conditions prescribed in Clauses 1 and 2 Article 155 of Luật Doanh nghiệp 2020 and Clause 78 Article 1 of Nghị định 245/2025/NĐ-CP.

Article 25. Composition and Term of Office of Members of the Board of Directors

1. The Board of Directors shall consist of five (05) members. The term of office of a member of the Board of Directors shall not exceed five (05) years and members may

be re-elected for an unlimited number of terms. An individual may serve as an independent member of the Board of Directors of the Company for no more than two (02) consecutive terms.

2. Where all members of the Board of Directors simultaneously expire their term of office, such members shall continue serving until newly elected members are appointed and assume management of the Company.
3. The composition of the Board of Directors shall be as follows: For a public company, at least one-third (1/3) of the total number of Board members must be non-executive members and at least one (01) member must be an independent member of the Board of Directors.
4. Where the number of nominated and self-nominated candidates remains insufficient, the incumbent Board of Directors may nominate additional candidates or organize nomination procedures according to mechanisms prescribed in the Company's Internal Corporate Governance Regulations. The nomination mechanism or method used by the incumbent Board of Directors must be clearly disclosed and approved by the General Meeting of Shareholders before nominations are conducted.
5. A member of the Board of Directors shall cease to hold office where removed, dismissed, or replaced by the General Meeting of Shareholders in accordance with Article 160 of Luật Doanh nghiệp 2020, specifically:

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

- Failure to satisfy standards and conditions under Article 155 of Luật Doanh nghiệp 2020;
- Submission of resignation and acceptance thereof.

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

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

Where deemed necessary, the General Meeting of Shareholders may decide to replace, dismiss, or remove members of the Board of Directors in cases other than those specified above.

6. Appointment of members of the Board of Directors must be disclosed in accordance with laws on information disclosure in the securities market.
7. Members of the Board of Directors are not required to be shareholders of the Company.

Article 25. Composition and Term of Office of Members of the Board of Directors

1. The Board of Directors shall consist of five (05) members. The term of office of each member of the Board of Directors shall not exceed five (05) years, and members may be re-elected for an unlimited number of terms. An individual may serve as an independent member of the Board of Directors of the Company for no more than two (02) consecutive terms.
2. Where all members of the Board of Directors simultaneously expire their term of office, such members shall continue to serve as members of the Board of Directors until new members are elected to replace them and assume office.
3. The composition of the Board of Directors shall be as follows: The Board of Directors of a public company must ensure that at least one-third (1/3) of the total number of

members are non-executive members and that at least one (01) member is an independent member of the Board of Directors.

4. Where the number of candidates nominated and self-nominated for the Board of Directors remains insufficient, the incumbent Board of Directors may nominate additional candidates or organize nominations according to mechanisms prescribed in the Company's Internal Corporate Governance Regulations. The nomination mechanism or method used by the incumbent Board of Directors must be clearly disclosed and approved by the General Meeting of Shareholders before nominations are conducted.
5. A member of the Board of Directors shall cease to hold office where dismissed, removed, or replaced by the General Meeting of Shareholders in accordance with Article 160 of Luật Doanh nghiệp 2020, specifically:

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

- Failure to satisfy the standards and conditions prescribed in Article 155 of Luật Doanh nghiệp 2020;
- Submission of resignation and acceptance thereof.

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

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

Where deemed necessary, the General Meeting of Shareholders may decide to replace, dismiss, or remove a member of the Board of Directors in cases other than those specified in Points a and b of this Clause.

6. Appointment of members of the Board of Directors must be disclosed in accordance with laws on information disclosure in the securities market.
7. Members of the Board of Directors are not required to be shareholders of the Company.

Article 26. Rights and Obligations of the Board of Directors

1. The Board of Directors is the management body of the Company and shall have full authority, in the name of the Company, to decide and exercise the rights and obligations of the Company, except for rights and obligations falling within the authority of the General Meeting of Shareholders.
2. The Board of Directors shall supervise the General Director.
3. The Board of Directors shall have the following rights and obligations:

a. To decide on the Company's strategy, medium-term development plan, and annual business plan;

b. To recommend classes of shares and the total number of shares authorized for offering of each class;

c. To decide on the sale of unsold shares within the number of shares authorized for offering of each class and decide on raising additional capital in other forms;

d. To decide on the selling price of shares and bonds of the Company;

e. To decide on share repurchase in accordance with Clauses 1 and 2 Article 133 of Luật Doanh nghiệp 2020;

f. To decide on investment plans and investment projects within authority and limits prescribed by law;

g. To decide on market development, marketing, and technology solutions;

h. To approve contracts for purchase, sale, borrowing, lending, and other contracts or transactions with a value equal to or exceeding 35% of the total asset value recorded in the latest financial statements of the Company, except for contracts and transactions falling under the authority of the General Meeting of Shareholders pursuant to Point d Clause 2 Article 138, Clauses 1 and 3 Article 167 of Luật Doanh nghiệp 2020;

i. To elect, dismiss, and remove the Chairperson of the Board of Directors; appoint, dismiss, execute contracts with, and terminate contracts of the General Director and other key managers as prescribed by the Charter; decide salaries, remuneration, bonuses, and other benefits of such managers; appoint authorized representatives to participate in Members' Councils or General Meetings of Shareholders of other companies and determine remuneration and benefits of such representatives;

j. To supervise and direct the General Director and other managers in daily business operations of the Company;

k. To decide the organizational structure and internal management regulations of the Company; decide on establishment of subsidiaries, branches, representative offices, and capital contribution or share acquisition in other enterprises;

l. To approve agenda, contents of documents for meetings of the General Meeting of Shareholders; convene meetings of the General Meeting of Shareholders or organize collection of written opinions for adoption of resolutions;

m. To submit audited annual financial statements to the General Meeting of Shareholders;

n. To recommend dividend levels; decide time limits and procedures for dividend payment or handling business losses;

o. To recommend reorganization or dissolution of the Company; request bankruptcy proceedings for the Company;

p. To promulgate the Operating Regulations of the Board of Directors, Internal Corporate Governance Regulations after approval by the General Meeting of Shareholders; promulgate regulations on operation of the Audit Committee under the Board of Directors and regulations on information disclosure of the Company.

4. The Board of Directors must report to the General Meeting of Shareholders on its operational results in accordance with Article 280 of Nghị định 155/2020/NĐ-CP detailing implementation of certain provisions of Luật Chứng khoán 2019.

Article 27. Remuneration, Bonuses and Other Benefits of Members of the Board of Directors

1. The Company shall have the right to pay remuneration and bonuses to members of the Board of Directors based on business results and operational efficiency.
2. Members of the Board of Directors shall be entitled to remuneration and bonuses. Remuneration shall be calculated based on the number of working days required to perform duties of each member of the Board of Directors and the remuneration rate per working day.The Board of Directors shall estimate remuneration for each member on the basis of unanimity.The total remuneration and bonuses payable to the Board of

Directors shall be decided by the General Meeting of Shareholders at its annual meeting.

3. Remuneration of each member of the Board of Directors shall be recorded as an operating expense of the Company in accordance with laws on corporate income tax, presented as a separate item in the annual financial statements of the Company, and reported to the General Meeting of Shareholders at its annual meeting.
4. A member of the Board of Directors holding an executive position, serving on committees of the Board of Directors, or performing duties beyond the ordinary scope of responsibilities of a Board member may receive additional remuneration in the form of lump-sum fees per assignment, salary, commission, percentage of profits, or other forms as determined by resolution of the Board of Directors.
5. Members of the Board of Directors shall be entitled to reimbursement of all travel, accommodation, meal expenses, and other reasonable expenses incurred in performing their duties as members of the Board of Directors, including expenses arising from attendance at meetings of the General Meeting of Shareholders, meetings of the Board of Directors, or committees of the Board of Directors.
6. Members of the Board of Directors may be covered by directors' liability insurance purchased by the Company subject to approval by the General Meeting of Shareholders. Such insurance shall not cover liabilities of members of the Board of Directors arising from violations of law or this Charter.

Article 28. Chairperson of the Board of Directors

1. The Chairperson of the Board of Directors shall be elected, dismissed, or removed by the Board of Directors from among its members. The Chairperson of the Board of Directors must not concurrently hold the position of General Director.
2. The Chairperson of the Board of Directors shall have the following rights and obligations:

a. To formulate programs and plans for activities of the Board of Directors;

b. To prepare agendas, contents, and documents for meetings; convene, preside over, and chair meetings of the Board of Directors;

c. To organize the adoption of resolutions and decisions of the Board of Directors;

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

e. To chair meetings of the General Meeting of Shareholders;

f. To exercise other rights and obligations in accordance with Luật Doanh nghiệp 2020.

3. Where the Chairperson of the Board of Directors submits a resignation letter or is dismissed or removed, the Board of Directors must elect a replacement within ten (10) days from the date of receipt of the resignation letter or the date of dismissal or removal.
4. Where the Chairperson of the Board of Directors is absent or unable to perform duties, he/she must authorize in writing another member to exercise the rights and obligations of the Chairperson. Where no authorization is given, or where the Chairperson dies, is declared missing, is held in temporary detention, is serving a prison sentence, is subject to compulsory administrative measures at a compulsory detoxification establishment or compulsory education institution, absconds from place of residence, has limited or lost civil act capacity, experiences difficulties in cognition or behavior control, or is prohibited by a court from holding office, practicing a profession, or performing certain

work, the remaining members shall elect one among themselves to act as Chairperson of the Board of Directors based on majority approval until a new decision of the Board of Directors is issued.

Article 29. Meetings of the Board of Directors

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within seven (07) working days from the end of the election of that Board. This meeting shall be convened and chaired by the member receiving the highest number or percentage of votes. If more than one member receives the same highest number or percentage of votes, the members shall elect one among them by majority vote to convene the meeting.
2. The Board of Directors shall meet at least once every quarter and may hold extraordinary meetings.
3. The Chairman shall convene regular meetings, prepare the agenda, time and venue at least five (05) days before the proposed meeting date. Extraordinary meetings may be convened whenever necessary.
4. The Chairman shall convene extraordinary meetings when necessary for the interests of the Company. In addition, the Chairman must convene a meeting without delay when requested in writing by:

a. The Supervisory Board or an independent member of the Board of Directors;
b. The General Director or at least five (05) other managers;
c. At least two (02) members of the Board of Directors.

Such request must state the purpose of the meeting and matters requiring discussion and decision within the authority of the Board of Directors.

5. The Chairman must convene the meeting within seven (07) working days from receipt of the request. If failing to do so, the Chairman shall be liable for any damage caused to the Company; the requesting persons may replace the Chairman in convening the meeting.
6. Upon request of the independent auditor, the Chairman must convene a meeting to discuss the audit report and the Company's situation.
7. Meetings shall be held at the Company's registered office or another location in Vietnam or abroad as decided by the Chairman with approval of the Board of Directors.
8. Notice of meeting must be sent no later than three (03) working days before the meeting date, specifying time, venue, agenda, matters for discussion and decision. Meeting materials and voting forms must accompany the notice.

Notice may be sent by invitation letter, telephone, fax, electronic means, or other methods prescribed in the Charter and must ensure delivery to each registered contact address of Board members.

9. Notice and materials must also be sent to members of the Supervisory Board under the same conditions as Board members. Members of the Supervisory Board may attend and discuss but shall not vote.
10. A meeting is valid when attended by at least three-fourths (3/4) of the total members. If quorum is not met, a second meeting shall be convened within seven (07) days; such meeting is valid if attended by more than half of the members.

11. A Board member is deemed present and voting if:

a. Present and voting directly at the meeting;

b. Authorizing another person to attend and vote under Clause 13;

c. Participating and voting via online conference, electronic voting or other electronic means;

d. Sending voting ballots by mail, fax, or email;

e. Sending voting ballots by other means.

12. Voting ballots sent by mail must be sealed and delivered to the Chairman at least one (01) hour before the meeting opens, and opened only in the presence of all attendees.

13. Members must attend meetings fully. A member may authorize another person to attend and vote if approved by the majority of Board members.

14. Voting:

a. Except as provided in Point b Clause 14, each Board member or directly authorized representative present in person has one vote;

b. A member may not vote on contracts, transactions, or proposals in which such member or related persons have interests conflicting with those of the Company;

c. If a dispute arises regarding a member's interest or voting rights and the member does not voluntarily abstain, the chairperson's ruling is final unless the nature or extent of such interest has not been fully disclosed;

d. A member benefiting from a contract under Article 43 Clause 6(a) and (b) is deemed to have a substantial interest therein.

Supervisors may attend and discuss but shall not vote.

15. A Board member directly or indirectly benefiting from a signed or proposed contract/transaction with the Company and aware of such interest must disclose it at the first meeting discussing such contract/transaction. If unaware at signing, disclosure must be made at the first meeting after becoming aware.

16. Resolutions and decisions of the Board of Directors shall be adopted if approved by a majority of attending members (more than 50% of attendees). In case of equal votes, the Chairman's opinion shall prevail.

17. The Board of Directors may adopt resolutions by written consultation for matters under its authority in Article 26 Clause 3.

Written resolutions are valid if approved by a majority of voting members and have equal validity as meeting resolutions.

18. Meetings may be held with members in different locations provided each member can:

a. Hear every other participating member speaking;

b. Speak simultaneously with all other participants.

Communication may occur via telephone or other communication means. Participating members are deemed present. The meeting location shall be where the largest number of members are present, or where the chairperson is located.

Resolutions adopted via telephone meeting are effective immediately upon conclusion but must be confirmed by signatures in the minutes of all attending members.

19. Minutes of meetings of the Board of Directors shall be made in Vietnamese and may also be made in a foreign language. The minutes must bear the signatures of the chairperson and the minute taker.

Article 30. Committees under the Board of Directors

1. The Board of Directors may establish subordinate committees responsible for development policy, personnel, remuneration, internal audit, and risk management. The number of committee members shall be decided by the Board of Directors and must consist of at least two (02) members, including members of the Board of Directors and external members. The operation of such committees must comply with regulations issued by the Board of Directors. A committee's resolution shall only be valid when approved by a majority of members attending and voting at the committee meeting.
2. The implementation of decisions of the Board of Directors or of committees under the Board of Directors must comply with applicable laws, the Company's Charter, and the Internal Regulations on Corporate Governance.

Article 31. Person in Charge of Corporate Governance

1. The Board of Directors must appoint at least one (01) person in charge of corporate governance to support governance activities within the enterprise. The person in charge of corporate governance may concurrently serve as Company Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises.
2. The person in charge of corporate governance must not concurrently work for an approved auditing organization currently auditing the Company's financial statements.
3. The person in charge of corporate governance shall have the following rights and obligations:

a. To advise the Board of Directors in organizing meetings of the General Meeting of Shareholders in accordance with regulations and in matters relating to the relationship between the Company and shareholders;
b. To prepare meetings of the Board of Directors and the General Meeting of Shareholders as requested by the Board of Directors;
c. To advise on meeting procedures;
d. To attend meetings;
e. To advise on procedures for drafting resolutions of the Board of Directors in compliance with law;
f. To provide financial information, copies of minutes of Board meetings, and other information to members of the Board of Directors;
g. To supervise and report to the Board of Directors on the Company's information disclosure activities;
h. To act as the contact point with relevant stakeholders;
i. To maintain confidentiality of information in accordance with law and the Company's Charter;
j. Other rights and obligations as prescribed by law.

VIII. GENERAL DIRECTOR AND OTHER EXECUTIVE OFFICERS

Article 32. Management Organization

The management system of the Company must ensure that the management apparatus is accountable to the Board of Directors and subject to its supervision and direction in the daily

business operations of the Company. The Company shall have a General Director, Deputy General Directors, a Chief Accountant, and other positions appointed by the Board of Directors. The appointment, dismissal, or removal of the above-mentioned positions must be approved by a legally adopted resolution or decision of the Board of Directors.

Article 33. Executive Officers

1. Executive officers of the Company include the General Director, Deputy General Directors, and Chief Accountant.
2. Upon proposal of the General Director and approval by the Board of Directors, the Company may recruit other executive officers in numbers and with qualifications appropriate to the Company's organizational structure and management regulations as prescribed by the Board of Directors. Executive officers shall be responsible for supporting the Company in achieving its operational and organizational objectives.
3. The General Director shall receive salary and bonuses. The salary and bonuses of the General Director shall be determined by the Board of Directors.
4. Salaries of executive officers shall be recorded as business expenses of the Company in accordance with laws on corporate income tax, presented as a separate item in the annual financial statements of the Company, and reported to the General Meeting of Shareholders at the annual meeting.

Article 34. Appointment, Dismissal, Rights and Obligations of the General Director

1. The Board of Directors shall appoint one member of the Board of Directors or hire another person to serve as General Director, and shall enter into a contract specifying salary, remuneration, benefits, and other related terms. Information on the salary, allowances, and benefits of the General Director must be reported at the Annual General Meeting of Shareholders and disclosed in the Company's Annual Report.
2. The General Director shall manage the daily business operations of the Company, be subject to supervision by the Board of Directors, and be responsible before the Board of Directors and before law for the performance of assigned rights and obligations.
3. The term of office of the General Director shall be three (03) years and may be renewed for an unlimited number of terms. The General Director must satisfy the standards and conditions prescribed by law and must not be a person prohibited by law from holding such position.
4. The General Director shall have the following rights and obligations:

a. To decide on matters relating to the daily business operations of the Company that do not fall within the authority of the Board of Directors;

b. To organize the implementation of resolutions and decisions of the Board of Directors;

c. To organize the implementation of business plans and investment plans of the Company;

d. To propose plans on organizational structure and internal management regulations of the Company;

e. To appoint, dismiss, and remove managerial personnel, including business directors, functional department directors, heads and deputy heads of divisions, and other managerial positions not appointed by the Board of Directors or the General Meeting of Shareholders;

f. To decide salaries and other benefits for employees of the Company, including managers under the appointment authority of the General Director;

g. To recruit employees;

h. To propose dividend payment plans or measures for handling business losses;

i. Other rights and obligations as prescribed by law and by resolutions or decisions of the Board of Directors.

5. The Board of Directors may dismiss the General Director when approved by a majority of attending Board members having voting rights, and appoint a new General Director as replacement.

Article 35. Company Secretary

When deemed necessary, the Board of Directors shall decide to appoint one (01) or more persons as Company Secretary for a term determined by the Board of Directors. The Board of Directors may dismiss the Company Secretary when necessary, provided such dismissal is not contrary to current labor laws. The Company Secretary shall have the following rights and obligations:

a. To assist in organizing the convening of meetings of the General Meeting of Shareholders and the Board of Directors, and to record meeting minutes;

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

c. To assist the Board of Directors in applying and implementing corporate governance principles;

d. To assist the Company in building shareholder relations and protecting the lawful rights and interests of shareholders, ensuring compliance with obligations on information provision, disclosure, and administrative procedures;

e. Other rights and obligations as prescribed in the Company Charter and Internal Regulations.

IX. SUPERVISORY BOARD

Article 36. Nomination and Candidacy for Members of the Supervisory Board (Supervisors)

1. Nomination and candidacy for members of the Supervisory Board shall be conducted similarly to Clause 2, Article 24 of this Charter.
2. If the number of candidates nominated or self-nominated is insufficient, the incumbent Supervisory Board may nominate additional candidates or organize nominations in accordance with the Company Charter, Internal Regulations on Corporate Governance, and Operating Regulations of the Supervisory Board. The introduction of additional candidates by the incumbent Supervisory Board must be clearly announced before the General Meeting of Shareholders votes to elect members of the Supervisory Board in accordance with law.

Article 37. Composition of the Supervisory Board

1. The Supervisory Board shall consist of three (03) members. The term of office of a member shall not exceed five (05) years and members may be re-elected for an unlimited number of terms.
2. Members of the Supervisory Board must satisfy the standards and conditions prescribed in Article 169 of the Law on Enterprises and must not fall into the following cases:

a. Working in the accounting or finance department of the Company;
b. Being a member or employee of an independent audit firm auditing the Company's financial statements during the preceding three (03) consecutive years.

3. A member of the Supervisory Board shall be dismissed in the following cases:

a. No longer meeting standards and conditions under Clause 2 of this Article;
b. Resignation accepted.

4. A member of the Supervisory Board shall be removed in the following cases:
   a. Failure to complete assigned duties;
   b. Failure to perform rights and obligations continuously for six (06) months, except force majeure cases;
   c. Repeated or serious violation of obligations under the Law on Enterprises and the Company Charter;
   d. Other cases as resolved by the General Meeting of Shareholders.

Article 38. Head of the Supervisory Board

1. The Head of the Supervisory Board shall be elected by the Supervisory Board from among its members; election, dismissal, and removal shall be decided based on majority vote. More than half of the members of the Supervisory Board must permanently reside in Vietnam. The Head of the Supervisory Board must hold at least a university degree in economics, finance, accounting, auditing, law, business administration, or another discipline related to the Company's business activities.
2. The Head of the Supervisory Board shall have the following rights and obligations:

a. To convene meetings of the Supervisory Board;
b. To request the Board of Directors, the General Director, and other executive officers to provide relevant information for reporting to the Supervisory Board;
c. To prepare and sign reports of the Supervisory Board after consulting the Board of Directors for submission to the General Meeting of Shareholders.

Article 39. Rights and Obligations of the Supervisory Board

The Supervisory Board shall have the rights and obligations prescribed in Article 170 of the Law on Enterprises and the following additional rights and obligations:

1. To propose and recommend that the General Meeting of Shareholders approve the list of approved auditing organizations to audit the Company's financial statements; to decide on approved auditing organizations to inspect the Company's operations; and to dismiss approved auditors when deemed necessary.
2. To be responsible before shareholders for its supervisory activities.
3. To supervise the Company's financial condition and compliance with law in the activities of members of the Board of Directors, the General Director, and other managers.
4. To ensure coordination with the Board of Directors, the General Director, and shareholders.
5. In the event of detecting violations of law or of the Company Charter by members of the Board of Directors, the General Director, or other executive officers, the Supervisory Board must notify the Board of Directors in writing within forty-eight (48) hours, request cessation of the violation, and require remedial measures.

6. To formulate the Operating Regulations of the Supervisory Board and submit them to the General Meeting of Shareholders for approval.
7. To report to the General Meeting of Shareholders in accordance with Article 290 of Government Decree No. 155/2020/ND-CP dated 31 December 2020 detailing implementation of certain provisions of the Law on Securities.
8. To have access to records and documents of the Company kept at the head office, branches, and other locations; and to visit workplaces of managers and employees during working hours.
9. To request the Board of Directors, members of the Board of Directors, the General Director, and other managers to provide complete, accurate, and timely information and documents on management, administration, and business operations of the Company.
10. Other rights and obligations as prescribed by law.

Article 40. Meetings of the Supervisory Board

1. The Supervisory Board must meet at least twice (02) per year. The number of attending members must be at least two-thirds (2/3) of the total members of the Supervisory Board. Minutes of meetings of the Supervisory Board must be prepared in detail and clearly. The minute taker and attending members of the Supervisory Board must sign the meeting minutes. Minutes of meetings of the Supervisory Board must be retained in order to determine the responsibilities of each member of the Supervisory Board.
2. The Supervisory Board shall have the right to request members of the Board of Directors, the General Director, and representatives of approved auditing organizations to attend meetings and answer matters requiring clarification.

Article 41. Salary, Remuneration, Bonuses and Other Benefits of Members of the Supervisory Board

1. Members of the Supervisory Board shall receive salary, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall determine the total salary, remuneration, bonuses, other benefits, and annual operating budget of the Supervisory Board.
2. Members of the Supervisory Board shall be reimbursed for meal, accommodation, travel expenses, and reasonable costs for using independent consulting services. The total remuneration and such expenses must not exceed the annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.
3. Salaries and operating expenses of the Supervisory Board shall be recorded as business expenses of the Company in accordance with laws on corporate income tax and other relevant laws, and must be presented as a separate item in the annual financial statements of the Company.

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

Article 42. Duty of Care

Members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives shall perform their duties, including duties performed in the capacity of members of subcommittees of the Board of Directors, honestly and in the best interests of the

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

Article 43. Duty of Loyalty and Avoidance of Conflicts of Interest

1. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other managers shall disclose related interests in accordance with the Law on Enterprises and relevant legal regulations.
2. Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and their related persons may only use information obtained by virtue of their positions for the benefit of the Company.
3. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other managers are obliged to notify the Board of Directors in writing of transactions between the Company, its subsidiaries, or other companies in which the Company holds control of 50% or more of charter capital, and such persons or their related persons in accordance with the law. For such transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information on such resolutions in accordance with securities laws on information disclosure.
4. A member of the Board of Directors shall not vote on any transaction that brings benefits to himself/herself or to his/her related persons in accordance with the Law on Enterprises.
5. Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and their related persons must not use or disclose internal information to others for the purpose of conducting related transactions.
6. Transactions between the Company and one or more members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and individuals or organizations related to such persons shall not be invalid in the following cases:

   a. For transactions valued at less than 35% of the total asset value recorded in the most recent financial statements, the essential contents of the contract or transaction, as well as the relationships and interests of the Board member, General Director, and other executives, have been reported to the Board of Directors and approved by a majority vote of Board members without related interests;

   b. For transactions valued at 35% or more, or transactions resulting in cumulative transaction value within 12 months from the date of the first transaction reaching 35% or more of the total asset value recorded in the most recent financial statements, the essential contents of such transactions, together with the relationships and interests of the Board member, General Director, and other executives, have been disclosed to shareholders and approved by the General Meeting of Shareholders through votes of shareholders without related interests;

   c. Loan agreements, borrowing transactions, or sale of assets valued at more than 10% of the total asset value in the most recent financial statements between the Company and a shareholder owning 51% or more of total voting shares must be approved by shareholders without related interests.

Article 44. Liability for Damages and Compensation

1. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives who breach their obligations of honesty and care, or fail to fulfill their duties, shall be liable for damages caused by such violations.
2. The Company shall indemnify any person who has been, is, or may become a related party in claims, lawsuits, or prosecutions (including civil and administrative proceedings, excluding cases initiated by the Company) if such person has been or is a member of the Board of Directors, a member of the Supervisory Board, the General Director, another executive, an employee, or an authorized representative of the Company, acting honestly and prudently for the benefit of the Company in compliance with the law, and there is no evidence proving that such person has breached his/her responsibilities.
3. Compensation expenses include judgment costs, fines, actual payable amounts incurred (including attorney's fees), or amounts deemed reasonable in resolving such matters within the scope permitted by law. The Company may purchase insurance for such persons against the above liabilities.

XI. RIGHT TO INSPECT BOOKS AND COMPANY RECORDS

Article 45. Right to Inspect Books and Records

1. Ordinary shareholders shall have the right to inspect books and records as follows:

a. Ordinary shareholders shall have the right to examine, inspect, and extract information regarding names and contact addresses in the list of voting shareholders; request correction of inaccurate information relating to themselves; examine, inspect, extract, or copy the Company Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

b. A shareholder or group of shareholders holding 5% or more of the total ordinary shares shall have the right to examine, inspect, and extract minutes, resolutions, and decisions of the Board of Directors, mid-year and annual financial statements, contracts and transactions subject to approval by the Board of Directors, and other documents, except for documents relating to trade secrets and business secrets of the Company.

2. In cases where an authorized representative of a shareholder or group of shareholders requests inspection of books and records, such request must be accompanied by a power of attorney from the shareholder or group of shareholders represented, or a notarized copy thereof.
3. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives shall have the right to inspect the Company's shareholder register, shareholder list, books, and other records for purposes related to their positions, provided that such information must be kept confidential.
4. The Company must retain this Charter and any amendments thereto, the Enterprise Registration Certificate, internal regulations, documents evidencing ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Audit Committee, annual financial statements, accounting books, and other documents as prescribed by law at its head

office or another location, provided that shareholders and the business registration authority are informed of the storage location of such documents.

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

XII. EMPLOYEES AND TRADE UNION

Article 46. Employees and Trade Union

1. The General Director shall prepare plans for submission to the Board of Directors for approval on matters relating to recruitment, dismissal of employees, salaries, social insurance, welfare, rewards, and disciplinary measures applicable to employees and executives.
2. The General Director shall prepare plans for submission to the Board of Directors for approval on matters relating to the Company's relations with trade union organizations in accordance with best management standards, practices, and policies, as provided in this Charter, the Company's internal regulations, and applicable laws.
3. Deputy General Directors, the Chief Accountant, and each employee of the Company shall sign separate labor contracts with the General Director. The General Director shall sign a labor contract and responsibility agreement with the Board of Directors, represented by the Chairman of the Board of Directors.
4. All matters relating to employees of the Company, including labor contracts, collective labor agreements, working hours and leave, wages, social insurance, recruitment, training, labor inspection, settlement of labor disputes, and other related matters shall be decided by the General Director in accordance with law.
5. Employees of the Company shall have the right to establish trade unions and participate in other socio-political organizations in accordance with law.
6. Trade unions and socio-political organizations established within the Company must operate in compliance with legal regulations.

XIII. PROFIT DISTRIBUTION

Article 47. Profit Distribution

1. The General Meeting of Shareholders shall decide the annual dividend rate and form of dividend payment from the Company's retained earnings.
2. In accordance with the Law on Enterprises, the Board of Directors may decide to make interim dividend payments if such payment is considered consistent with the Company's profitability.
3. The Company shall not pay interest on dividend amounts or other amounts payable in relation to any class of shares.
4. The Board of Directors may propose to the General Meeting of Shareholders for approval the payment of all or part of dividends in specific assets (such as fully paid shares or bonds issued by another company), and the Board of Directors shall implement such resolution.
5. In cases where dividends or other amounts relating to a class of shares are paid in cash, the Company must make payment in Vietnamese Dong. Payment may be made directly or through a bank based on bank account details provided by shareholders. If payment cannot be received by shareholders due to incorrect information provided, the Company shall not be liable for amounts already transferred to such shareholders. Dividend

payment for shares listed on a Stock Exchange may be made through a securities company or the Vietnam Securities Depository and Clearing Corporation.

6. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall adopt a resolution or decision determining a specific record date for finalizing the shareholder list. Based on such date, persons registered as shareholders or holders of other securities shall be entitled to receive cash dividends, share dividends, notices, or other documents.
7. Matters relating to profit distribution shall be implemented in accordance with law.

XIV. BANK ACCOUNTS, FISCAL YEAR, AND ACCOUNTING REGIME

Article 48. Bank Accounts

1. The Company shall open accounts at Vietnamese banks or branches of foreign banks licensed to operate in Vietnam.
2. Subject to prior approval by competent authorities, where necessary, the Company may open bank accounts abroad in accordance with the law.
3. The Company shall conduct all payments and accounting transactions through its bank accounts in Vietnamese Dong or foreign currencies opened by the Company.

Article 49. Fiscal Year

The fiscal year of the Company shall commence on the first day of January each year and end on the thirty-first day of December of the same year. The first fiscal year shall commence on the date of issuance of the Enterprise Registration Certificate (or business license for conditional business sectors) and end on the thirty-first day of December immediately following the issuance of such Enterprise Registration Certificate (or business license) in that year.

Article 50. Accounting Regime

1. The accounting regime applied by the Company shall be the enterprise accounting regime or a specific accounting regime promulgated or approved by competent authorities.
2. The Company shall maintain accounting books in Vietnamese and preserve accounting records in accordance with accounting laws and relevant regulations. Such records must be accurate, updated, systematic, and sufficient to evidence and explain the Company's transactions.
3. The accounting currency used by the Company shall be Vietnamese Dong. Where the Company's major economic transactions arise mainly in a foreign currency, the Company may choose such foreign currency as its accounting currency, shall bear legal responsibility for such choice, and must notify the directly managing tax authority.

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

Article 51. Annual, Semi-Annual, and Quarterly Financial Statements

1. The Company must prepare annual financial statements, and such annual financial statements must be audited in accordance with law. The Company shall disclose audited annual financial statements in accordance with regulations on information disclosure in the securities market and submit them to competent state authorities. Within 90 days

from the end of each fiscal year, the Company must submit annual financial statements approved by the General Meeting of Shareholders to the competent tax authority, State Securities Commission of Vietnam, Vietnam Stock Exchange (for listed companies), and the business registration authority.

2. Annual financial statements must fully include reports, appendices, and explanatory notes as prescribed by enterprise accounting law. Annual financial statements must truthfully and objectively reflect the Company's operating situation.
3. The Company must prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with securities market information disclosure regulations and submit them to competent state authorities.
4. Audited financial statements, six-month financial statements, and quarterly financial statements of the Company must be published on the Company's website.

Article 52. Annual Report

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

XVI. COMPANY AUDIT

Article 53. Audit

1. The General Meeting of Shareholders shall appoint an independent auditing firm or approve a list of independent auditing firms and authorize the Board of Directors to select one of such firms to audit the Company's financial statements for the following fiscal year based on terms and conditions agreed with the Board of Directors. The Company must prepare and submit annual financial statements to the independent auditing firm after the end of each fiscal year.
2. The audit report shall be attached to the Company's annual financial statements.
3. Independent auditors conducting the audit of the Company's financial statements may attend meetings of the General Meeting of Shareholders, receive notices and other information relating to such meetings, and express opinions at the meeting on matters related to the audit of the Company's financial statements.

XVII. CORPORATE SEAL

Article 54. Company Seal

1. The seal includes a seal engraved by a seal-making establishment or a seal in the form of a digital signature in accordance with the law on electronic transactions.
2. The Chairman of the Board of Directors shall decide the type, quantity, form, and content of the seal of the Company, its branches, and representative offices (if any).
3. The Board of Directors and the General Director shall use and manage the seal in accordance with applicable law.

XVIII. DISSOLUTION OF THE COMPANY

Article 55. Dissolution of the Company

1. Provided that the Company is able to pay all debts and other property obligations and is not in the process of resolving disputes before a Court or Arbitration body, the Company shall be dissolved in the following cases:

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

b. The Company fails to maintain the minimum number of three (03) shareholders for a continuous period of six (06) months without carrying out procedures for conversion of enterprise type;

c. The Enterprise Registration Certificate is revoked. In such case, relevant managers and the Company shall be jointly liable for the debts of the enterprise.

2. Early dissolution of the Company (including any extended duration) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. Such dissolution decision must be notified and approved by competent authorities (if required) in accordance with law.

Article 56. Extension of Operation Duration

1. The Board of Directors shall convene a meeting of the General Meeting of Shareholders at least seven (07) months before the expiry of the Company's operation duration so that shareholders may vote on the extension of the Company's operation upon proposal of the Board of Directors.

2. The operation duration shall be extended when shareholders representing at least 65% of the total voting shares of all attending shareholders at the General Meeting of Shareholders vote in favor.

Article 57. Liquidation

1. At least six (06) months before the expiry of the Company's operation duration, or after a dissolution decision has been issued, the Board of Directors must establish a Liquidation Committee consisting of three (03) members, of which two (02) members shall be appointed by the General Meeting of Shareholders and one (01) member shall be appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All expenses related to liquidation shall be given priority for payment before other debts of the Company.

2. The Liquidation Committee shall report to the business registration authority on the date of establishment and commencement of operation. From that time, the Liquidation Committee shall represent the Company in all matters relating to liquidation before courts and administrative authorities.

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

a. Liquidation expenses;

b. Salary debts, severance allowances, social insurance, and other benefits of employees under collective labor agreements and signed labor contracts;

c. Tax liabilities;

d. Other debts of the Company;

e. The remaining balance after payment of items (a) through (d) above shall be distributed to shareholders. Preference shareholders shall have priority in payment.

XIX. INTERNAL DISPUTE RESOLUTION

Article 58. Internal Dispute Resolution

1. In the event of disputes or complaints relating to the operation of the Company, or rights and obligations of shareholders under the Law on Enterprises, the Company Charter, other legal regulations, or agreements between:

a. Shareholders and the Company;

b. Shareholders and the Board of Directors, the General Director, or other executives;

the relevant parties shall first seek to resolve such disputes through negotiation and mediation. Except where disputes involve the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over dispute resolution and request each party to present relevant information within seven (07) working days from the date the dispute arises. Where disputes involve the Board of Directors or the Chairman of the Board of Directors, any party may request an economic arbitration body to appoint an independent expert as mediator for the dispute resolution process.

2. If no mediation decision is reached within six (06) weeks from the commencement of mediation, or if the mediator's decision is not accepted by the parties, either party may submit the dispute to arbitration or court.
3. Each party shall bear its own costs relating to negotiation and mediation procedures. Court costs shall be paid in accordance with the court's judgment.

XX. AMENDMENT AND SUPPLEMENTATION OF THE CHARTER CAPITAL / COMPANY CHARTER

Article 59. Company Charter

1. Any amendment or supplementation of this Charter must be reviewed and decided by the General Meeting of Shareholders.
2. Where legal provisions relating to the Company's operation are not mentioned in this Charter, or where new legal provisions differ from the provisions of this Charter, such legal provisions shall prevail and apply to the operation of the Company.

XXI. EFFECTIVE DATE

Article 60. Effective Date

1. This Charter, comprising 21 sections and 60 articles, was unanimously adopted by the General Meeting of Shareholders of PTM Automotive Production, Trading and Service Joint Stock Company pursuant to Resolution No. 01/2026/NQ-ĐHCĐ-PTM dated March 28, 2026, at the Company's head office. The General Meeting of Shareholders also approved the full validity of this Charter.

2. This Charter is executed in ten (10) originals of equal legal validity and shall be retained at the Company's head office.
3. This Charter constitutes the sole and official charter of the Company.
4. Copies or extracts of this Charter shall be deemed valid only when bearing the signature of the Chairman of the Board of Directors or at least one-half (1/2) of the total members of the Board of Directors.

PTM AUTOMOTIVE PRODUCTION, TRADING AND SERVICE JOINT STOCK COMPANY

GENERAL DIRECTOR

TRAN VAN MY