

CHARTER OF
VINAFCO JOINT STOCK CORPORATION

CHAPTER I: INTRODUCTION

This Charter is the legal basis for the operation of Vinafco Joint Stock Corporation (hereinafter referred to as “**Company**”) - a Company established under Decision No. 211/2001/QĐ-BGTVT dated January 18, 2001 of the Ministry of Transport which approved the equitization plan and decided to convert the Central Transportation Service Company into a joint stock corporation, and according to the Business Registration Certificate No. 0103000245 issued by the Hanoi Department of Planning and Investment for the first time on February 12, 2001, now it is changed to Business Registration No. 0100108504.

This Charter has been approved by the General Meeting of Shareholders in a valid manner according to the Resolution No dated...../.... /... and completely replaces the Charter of the Company dated May 14, 2021 from the Effective Date.

CHAPTER II: DEFINITION OF TERMS IN THE CHARTER

Article 1. Definition

- 1.1 In this Charter, the following terms shall have the meanings herein assigned to them:
 - 1.1.1 “**Company**” means Vinafco Joint Stock Corporation
 - 1.1.2 “**Board of Directors**” or “**BOD**” means the Board of Directors of the Company.
 - 1.1.3 “**Shareholder**” means an individual or organization holding at least one share of the Company as named in the Register of Shareholders of the Company.
 - 1.1.4 “**Founding Shareholder**” means a shareholder holding at least one ordinary share and signing the list of founding shareholders of a shareholding company.
 - 1.1.5 “**Major Shareholder**” means a shareholder as stipulated in Clause 18, Article 4 of the Law on Securities.
 - 1.1.6 “**Business Day**” means any day other than Saturday, Sunday or other day on which commercial banks in Vietnam are authorized or required by law to remain closed.
 - 1.1.7 “**Business location**” means the territory of Vietnam and foreign countries.
 - 1.1.8 “**Charter Capital**” means the total par value of shares sold or registered for purchase upon the establishment of the Company and in accordance with Article 6 of this Charter.
 - 1.1.9 “**Voting Capital**” is the share capital whereby the owner has the right to vote on matters which fall within the decision-making power of the General Meeting of Shareholders.
 - 1.1.10 “**Enterprise Law**” means Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 and Law No. 03/2022/QH15 approved by the National Assembly of the Socialist Republic of Vietnam on January 11, 2022, amending and supplementing a number of articles of the Law on Public Investment, the Law on Investment in the form of Public Partnership Law on

Investment, Law on Housing, Law on Bidding, Law on Electricity, Law on Enterprises, Law on Special Consumption Tax and Law on Civil Judgment Execution.

1.1.11 **“Law on Securities”** means Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019.

1.1.12 **“Effective Date”** means ... /... /...

1.1.13 **“Establishment Date”** means the date which the Company is granted the first Business Registration Certificate.

1.1.14 **“Executive”** means the General Director, Financial Director, Chief Accountant and other executives in the Company approved by the Board of Directors.

1.1.15 **“Manager”** means a manager of the Company, including Chairman of the Board of Directors, members of the Board of Directors, General Director and other individuals holding other managerial positions approved by the General Meeting of Shareholders

1.1.16 **“Non-Executive Directors”** means a member of the Board of Directors who is not the General Director, Deputy General Director, Chief Accountant or any other Executives approved by the Board of Directors.

1.1.17 **“Related Person”** means an individual or organization defined in Clause 46, Article 4 of the Law on Securities.

1.1.18 **“Term of Operation”** means the term of the Company as stipulated in Article 2 of this Charter and extended period (if any) approved by the General Meeting of Shareholders by resolution.

1.1.19 **“Stock Exchange”** means the Vietnam Exchange and its subsidiaries.

1.1.20 **“Vietnam”** means the Socialist Republic of Vietnam.

1.2 In this Charter, references to one or more regulations or other documents will include amendments, supplements or replacements.

1.3 The headings (chapters, articles of this Charter) are used for the convenience purposes of content understanding only and do not affect the content of this Charter.

1.4 Words or terms defined in the Law on Enterprises (if they do not conflict with the subject or context) have the same meanings in this Charter.

CHAPTER III: NAME, FORM, HEADQUARTERS, BRANCH, REPRESENTATIVE OFFICE, BUSINESS LOCATION, DURATION OF OPERATION, AND LEGAL REPRESENTATIVE OF THE COMPANY

Article 2. Name, Form, Headquarters, Branch, Representative Office, Business Location, Duration of Operation of the Company

2.1 Company name:

- a) The legal name of the Company in Vietnamese: CÔNG TY CỔ PHẦN VINAFCO
- b) The legal name of the Company in English: VINAFCO JOINT STOCK CORPORATION
- c) Abbreviation name: VINAFCO

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

2.3 Registered office of the Company: Tu Khoat Hamlet, Ngu Hiep Commune, Thanh Tri District, Hanoi City, Vietnam.

2.4 The Company may establish branches and representative offices at the Business Location to accomplish the Company's operational objectives in accordance with the decisions of the Board of Directors and to the extent permitted by law.

2.5 Unless terminated before the term specified in Article 53, the term of the Company shall start from the date of establishment and is indefinite.

Article 3. Legal representative of the Company

The company has one (01) legal representative. The General Director is the legal representative of the Company. Rights and obligations of the legal representative are specified in this Charter and relevant laws.

CHAPTER IV: OBJECTIVES, SCOPE OF BUSINESS AND ACTIVITIES OF THE COMPANY

Article 4. Operational objectives of the Company

4.1 The business line of the Company:

No.	Business lines	Code
1.	Warehousing and storage <i>Details: Warehouse business, container yard and goods collection; Preservation of all kinds of goods; Preservation of goods and food.</i>	5210 (main)
2.	Wholesale of solid, liquid and gaseous fuels and related products <i>Detail: Exercising the right to wholesale distribution of goods in accordance with the law (CPC 622)</i>	4661
3.	Trading of own or rented property and land use rights <i>Details: Office leasing and office leasing services</i>	6810
4.	Mining and quarrying not elsewhere classified <i>Details: Mining of minerals</i>	0899
5.	Manufacture of other non-metallic mineral products not elsewhere classified <i>Details: Mineral processing</i>	2399
6.	Wholesale of electronic and telecommunications equipment and parts <i>Details: Trading in postal and telecommunications machines and equipment (telephones, mobile phones, switchboards)</i>	4652
7.	Installation of industrial machinery and equipment <i>Details: Installation and warranty of post and telecommunications equipment (telephones, mobile phones switchboards)</i>	3320
8.	Wholesale of other machinery and equipment <i>Details: Trading in materials, machinery, equipment and consumer goods</i>	4659
9.	Wholesale of agricultural and forestry raw materials (except wood, bamboo) and live animals <i>Details: Wholesale of feed and feed ingredients for aquaculture, animal feed, cattle and poultry; Food supply business (corn, cassava, animal feed)</i>	4620
10.	Manufacture of clay building materials <i>Details: Producing construction materials</i>	2392

11.	Wholesale of other construction materials and installation supplies <i>Details: Trading in building materials; trading in materials and services: sand, slag, perite, limestone, gypsum, wood;</i>	4663
12.	Manufacture of iron, steel and cast iron <i>Details: Producing construction steel</i>	2410
13.	Manufacture of structural metal products <i>Details: Construction iron and steel processing</i>	2511
14.	Wholesale of metals and metal ores <i>Details: Trading in construction iron and steel; trading supplies and services: Apatite, ores of all kinds</i>	4662
15.	Other specialized wholesale not elsewhere classified <i>Details: Trading in fertilizers, liquefied ammonia gas, klinker; trading in materials and services for salt and coal products.</i>	4669
16.	Other remaining business support service activities not elsewhere classified <i>Details: Receive import entrustment, carry out import and export procedures for goods owners; trading in importing means of transport and equipment; receiving entrustment of forwarding agents, receiving entrustment of air transport.</i>	8299
17.	Repair of machinery and equipment <i>Details: Repair services for transportation equipment and ships for shipping lines.</i>	3312
18.	Cargo handling <i>Details: Trading in loading and unloading all kinds of goods</i>	5224
19.	Sea and coastal freight water transport <i>Details: International transport services, including transportation of goods in transit; Transportation of goods by sea at home and abroad.</i>	5012
20.	Freight transport by road <i>Details: Transport business; Transportation of goods by car at home and abroad</i>	4933
21.	Inland freight water transport	5022

	<i>Details: Transport of goods by river at home and abroad</i>	
22.	Other transportation support activities <i>Details: Customs clearance service; Container warehousing services; Container handling services, excluding services provided at airports; Warehousing services (CPC 742); Freight agency services (CPC 748), including freight forwarding services; Other services (including bill of lading inspection; freight brokerage services; cargo inspection, sampling and weighing services; cargo inspection; receipt and acceptance services; services) preparation of transport documents).</i>	5229
23.	Renting and leasing of motor vehicles	7710
24.	Renting and leasing of recreational and sports goods	7721
25.	Renting and leasing of non-financial intangible assets	7740
26.	Postal activities <i>Details: This class includes: Postal activities according to universal and uniform regulations. Postal operations use common infrastructure to perform the receiving, sorting, packing and delivery of letters, postcards, newspapers, magazines, brochures, parcels, parcels, goods or documents by lines and regions. This class also includes: Other services directly supporting this activity, such as: - Receiving, sorting, transporting and distributing (domestic or international) letters, parcels, parcels and parcels by translation Postal service through the postal network is regulated by uniform service agreements. This activity may use one or more modes of transport, may use means of transport owned by the post office or public transport; - Receiving letters or parcels, parcels from public mailboxes or post offices; - Distribution and distribution of letters, parcels, parcels.</i>	5310
27.	Packaging activities	8292
28.	Courier activities <i>Details: This class includes: - Receiving, sorting, transporting and distributing (domestic or international) letters, parcels and parcels of businesses not operating under a general service agreement. This</i>	5320

	<i>activity can use one or more modes of transport, it can use the means of transport of the enterprise or the means of public transport; - Distribution and distribution of letters, parcels, parcels. This group also includes: Home delivery services (For conditional business lines, enterprises only do business when they fully satisfy the conditions prescribed by law)</i>	
29.	Service activities that directly support water transport	5222
30.	Retail sale of motor fuel in specialized stores	4730
31.	Road passenger transport other	4932
32.	Management consulting activities	7020
33.	Market research and public opinion polls Detail: Market research	7320
34.	Commission agents, brokers and auction agents <i>Details:</i> - <i>Activities of commission agents involved in the sale of goods</i> - <i>Activities of brokers involved in buying and selling goods</i>	4610
35.	Leasing of other machines, equipment and tangible equipment without operator <i>Details:</i> - <i>Leasing of agricultural and forestry machinery and equipment without operator;</i> - <i>Leasing of construction and civil-engineering machinery and equipment without operator</i> - <i>Leasing of office machinery and equipment (including computers) without operator.</i>	7730

4.2 The objective of the Company is to continuously develop production, trade and service activities in the business fields of the Company and other fields of business that are not prohibited by law, in order to maximize the profitability for Shareholders, improving working conditions and income for employees, and developing the Company increasingly strong and sustainable.

Article 5. Scope of business and activities of the Company

5.1 The Company is allowed to carry out business activities according to the business lines specified in this Charter that have registered, notified the change of registration information with the business registration agency and announced it on the National business registration portal. In case of conditional business investment, the Company must satisfy all business conditions in accordance with the Law on Investment and relevant specialized laws.

5.2 The Company may conduct business in other fields as permitted by law and approved by the Board of Directors.

CHAPTER V: CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 6. Charter Capital, Shares, Founding Shareholders

6.1 Details of the Company's Charter Capital as of the Effective Date are as follows:

- a) Registered charter capital with the competent authority is **VND 340,000,000,000** (In words: Three hundred and forty billion VND); and
- b) Contributed charter capital is VND 340,000,000,000, including treasury shares held by the Company (if any).

6.2 The total number of authorized shares of the Company, including outstanding and issued shares and unissued shares is 34,000,000 shares with par value of VND 10,000.

6.3 The Company may change the Charter capital upon approval of the General Meeting of Shareholders and in accordance with the provisions of law.

6.4 The shares of the Company on the date of adoption of this Charter are ordinary shares. The rights and obligations of the shareholders holding ordinary shares are specified in Article 12, Article 13 of this Charter.

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

6.6 Ordinary shares, including treasury shares, must be offered first to the existing shareholders in proportion to their proportion of ordinary shares in the Company unless otherwise specifically specified by the General Meeting of Shareholders.

6.7 The Company must send a written notice ("**Issuance Notice**") regarding any expected issuance in accordance with Article 6.6 to each Shareholder within eight (8) Working Days after any BOD's or GMS's meeting where the issuance is approved. The Issuance Notice will contain material terms and conditions of the issuance, including:

6.7.1 the amount of securities expected to be issued and the ratio between the newly issued securities and the already issued and outstanding shares of the Company on a fully diluted basis.

6.7.2 the expected issuance date, provided that such date shall fall within 40 Working Days from the date of the Issuance Notice;

6.7.3 the expected price of each share; and

6.7.4 other contents in accordance with the Law on Enterprises.

6.8 Each Shareholder, within the period of 28 (twenty eight) Working Days after receiving the Issuance Notice (the “**Right Implementation Period**”), is entitled to the right to irrevocably choose to register to and to purchase, with the purchase price provided in the Issuance Notice, a number of new shares up to the multiple of (x) all newly issued shares of the Company at the issuance date and (y) a fraction determined by dividing (A) the number of shares owned by each Shareholder right before the issuance by (B) all of shares already issued and currently circulated at the date right before the issuance by sending written notice to the Company. The choice of such Shareholder with respect to the purchase of newly issued shares is binding and irrevocable.

6.9 The shares that the Shareholders have not registered to purchase or have not purchased will be decided by the Board of Directors of the Company. The Board of Directors may distribute such shares for other subjects, including any existing Shareholder wishing to purchase, and purchase more shares, on top of its distributed shares in accordance with Article 5.8 under the conditions and procedure that the Board of Directors deem appropriate, *provided that* the Board of Directors shall not sell such shares:

6.9.1 with more favourable conditions as compared to the conditions applicable to shares offered to the existing Shareholders; and

6.9.2 later than 46 Working Days after the last day of the Right Implementation Period, except that if the law provides for a shorter timeline, such shorter timeline shall apply.

6.10 Article 6.6 to 6.9 shall be applied similarly if the Company issues any securities which is transferable or exchangeable to ordinary shares of the Company, unless otherwise regulated by the General Meeting of Shareholders.

6.11 The Company may purchase shares that are issued by itself (including redeemable preference shares) in the ways specified in this Charter and applicable law. Ordinary shares redeemed by the Company are treasury shares and handled in the manner consistent with the provisions of this Charter, the Securities Law and related instructional documents.

6.8 The Company may issue other types of securities in accordance with the law.

Article 7. Stock certificate

7.1 Each Shareholder of the Company is granted one or more stock certificates corresponding to the number of shares and types of shares they own, except for the case specified in Article 7.5 or as otherwise provided in accordance with the law on stock.

7.2 Stock certificate, when issued, must be sealed by the Company and signed by the legal representative of the Company in accordance with the provisions of the Law on Enterprises. Stock certificate must clearly state the number and type of shares held by Shareholders, the full name of Shareholder and other information in accordance with the Law on Enterprises.

7.3 Shareholders do not have to pay the cost of printing the Stock certificate.

7.4 In case the Stock certificate is lost, damaged or destroyed, a Shareholder is entitled to request the Company to issue a new Stock certificate. A Shareholder's proposal must include the following contents:

- a) Information about shares has been lost, damaged or destroyed;
- b) Commitment to be responsible for any disputes arising from the re-issuance of the new one.

7.5 The Company may issue shares without issuing the stock certificate. The Board of Directors may issue policies on certificates and share transfer in accordance with the Law on Enterprises, the law on securities and stock market and this Charter.

Article 8. Other securities certificates

Bond certificates or other securities certificates of the Company are issued with the signature of the legal representative and the seal of the Company, unless the terms and conditions of the issue require otherwise.

Article 9. Transfer of shares

9.1 All shares can be freely transferred unless otherwise provided by this Charter and the law. Shares that are listed and registered for trading on the Stock Exchange will be transferred in accordance with the law on securities and the stock market.

9.2. Notwithstanding Article 9.1, Shareholders of the Company can freely agree with each other on the procedure and method [with respect to transfer of shares], including the pre-emptive right, tag-along or drag-along rights by the two parties that a shareholder can transfer their shares to another shareholder or a third party. The Shareholders who have agreed with each other on the transfer procedure or method to transfer of shares as provided in this Article 9.2 may notify the Company about such agreement for the Company's tracking and supervision within the extend permitted by the law.

9.3 Shares that have not been paid for in full are not transferred and enjoy related rights such as the right to receive dividends, the right to receive issued shares to increase share capital from equity, right to buy new shares offered for sale and other benefits as prescribed by law.

Article 10. Recovery of shares

If a Shareholder fails to pay for shares or new securities issued by the Company that Shareholder has registered to purchase under the terms of the issue, notwithstanding any right to request remedy that the Company has in respect of such Shareholder by law or otherwise, the Board of Directors may sell or distribute such new shares or securities to another Shareholder or to a third party in a manner permitted by this Charter.

CHAPTER VI: ORGANIZATIONAL STRUCTURE, GOVERNANCE AND CONTROL

Article 11. Organizational structure, governance and control

Organizational structure, governance and control of the Company includes:

11.1 General Meeting of Shareholders;

11.2 Board of Directors, Supervisory Board;

11.3 General Directors.

CHAPTER VII: SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of Shareholders

12.1 Ordinary shareholders have the following rights:

a) Attend, speak at the General Meeting of Shareholders and implement the right to vote directly or through an authorized representative or by another form prescribed by the company's charter or law. Each ordinary share has one vote;

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

c) Be given priority in buying new shares corresponding to the proportion of ordinary shares owned by each shareholder in the Company;

d) Freely transfer their shares to others, except for the case in Clause 3 Article 120, Clause 1 Article 127 of the Law on Enterprises and other relevant laws;

dd) Check, search and extract information about names and contacts in the list of shareholders with voting rights; request to correct his inaccurate information;

- e) Review, look up, extract or copy the company's charter, minutes of the General Meeting of Shareholders and Resolutions of the General Meeting of Shareholders;
- g) When the Company is dissolved or goes bankrupt, receive a part of the remaining assets corresponding to the proportion of shares in the Company;
- h) Request the Company to repurchase shares in the cases specified in Article 132 of the Law on Enterprises;
- i) Be treated equally. Each share of the same type gives the owner the same rights, obligations and interests. In case the Company has types of preference shares, the rights and obligations associated with those types of preference shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;
- k) Have full access to periodic and unusual information published by the Company in accordance with the law;
- l) Have their legitimate rights and interests protected; propose suspension or cancellation of resolutions and decisions of the General Meeting of Shareholders, the Board of Directors in accordance with the Law on Enterprises;
- m) Other rights in accordance with the law and this Charter.

12.2 A shareholder or group of shareholders owning from 05% of the total number of ordinary shares or more has the following rights:

- a) Request the Board of Directors to convene the General Meeting of Shareholders in accordance with the provisions of Clause 3, Article 115 and Article 140 of the Law on Enterprises;
- b) Review, lookup, extract the number of minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts, transactions must be passed the Board of Directors and other documents, except documents related to trade secrets, business secrets of the Company;
- c) Request the Supervisory Board to check each specific issue related to the management and operation of the Company when deeming it necessary. The request must be in writing and must include the following contents: full name, contact address, nationality, number of legal papers of the individual for an individual shareholder; name, business number or number of legal papers of

the organization, address of the head office if the shareholder is an organization; number of shares and time of registration of shares of each shareholder, total number of shares of the group of shareholders and the percentage of ownership in the total number of shares of the Company; matters and purpose to check;

d) Propose the issue to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company at least 07 (seven) working days before the opening date. The proposal must clearly state the name of the shareholder, the number of shares of each type of shareholder, and the issue recommended for inclusion in the agenda;

dd) Other rights in accordance with the law and this Charter.

12.3 Shareholder or groups of shareholders owning 10% or more of the total number of ordinary shares or more have the right to nominate candidate(s) to the Board of Directors, the Supervisory Board. Nomination of candidate(s) to the Board of Directors and the Supervisory Board is as follows:

a) Ordinary shareholders form a group to nominate candidate(s) to the Board of Directors and the Supervisory Board must notify the meeting shareholders before the opening of the General Meeting of Shareholders;

b) Based on the number of members of the Board of Directors and the Supervisory Board, a shareholder or a group of shareholders specified in this Clause is entitled to nominate one or more candidate(s) according to the decision of the General Meeting of Shareholders as the candidate(s) for the Board of Directors and the Supervisory Board. In case the number of candidates nominated by a shareholder or group of shareholders is lower than the number of candidates they are entitled to nominate under a decision of the General Meeting of Shareholders, the remaining number of candidates shall be determined by the Board of Directors, Supervisory Board and other shareholders;

c) Other rights in accordance with the law and this Charter.

Article 13. Obligations of Shareholders

13.1 A Ordinary Shareholder has the following obligations:

13.1.1 Pay fully and on time for the number of shares registered to buy as prescribed;

13.1.2 Provide the correct address when registering to buy shares and notify the Company of any change of address;

13.1.3 Do not withdraw the capital contributed by ordinary shares from the Company in any form, unless the shares are repurchased by the Company or by someone else. In case a shareholder withdraws part or all of the contributed share capital contrary to the provisions of this clause, the shareholder and the person with related interests in the Company must be jointly liable for the debts and other liabilities of the Company to the extent that the value of the shares has been withdrawn and any damages occurred;

13.1.4 Comply with the Company Charter and the internal management regulations of the Company;

13.1.5 Abide by the resolutions and decisions of the General Meeting of Shareholders, the Board of Directors;

13.1.6 Keep the information provided by the Company confidential in accordance with the company's charter and law; only use the information provided to implement and protect its legitimate rights and interests; It is strictly forbidden to distribute or copy or send information provided by the Company to other organizations or individuals.

13.1.7 Attend the meeting of the General Meeting of Shareholders and implement voting rights through the following forms:

- a) Attend and vote directly at the meeting;
- b) Authorize other individuals and organizations to attend and vote at the meeting;
- c) Attend and vote through online conferences, electronic voting or other electronic forms;
- d) Send votes to the meeting by mail, fax, or email;

13.1.8 Take personal responsibility when performing one of the following acts in any form in the name of the Company:

- a) Law violation;
- b) Conducting business and other transactions for self-interest or for the benefit of other organizations or individuals; and

13.2 Fulfill other obligations in accordance with current law.

Article 14. General Meeting of Shareholders

14.1 The General Meeting of Shareholders includes all shareholders with voting rights, is the highest decision-making body of the Company. The General Meeting of Shareholders is held once a year and for a period of four (04) months from the end of the fiscal year. The Board of Directors decides to extend the annual General Meeting of Shareholders if necessary, but not more than 06 months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold an extraordinary meeting. The venue of the

meeting of the General Meeting of Shareholders is determined to be the place where the chair attends the meeting and must be in the territory of Vietnam. Depending on the actual situation, the Board of Directors decides to hold the General Meeting of Shareholders in the form of face-to-face or online or a combination of face-to-face and online meetings.

14.2 The Board of Directors convenes the Annual General Meeting of Shareholders and selects the appropriate meeting venue. The Annual General Meeting of Shareholders decides on matters in accordance with the provisions of law and this Charter, especially through the annual audited financial statements. In case the Company's annual financial statements audit report contains important exceptions terms, opposing opinions or refuses, the Company must invite representatives of the approved auditing organizations to audit the Company's financial statements to attend the Annual General Meeting of Shareholders and the representative of the approved auditing organization above are responsible for attending the Annual General Meeting of Shareholders of the Company.

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

- a) The Board of Directors considers it necessary for the benefit of the Company;
- b) When the annual accounting balance, quarter report, half-year report or audited report of the financial year reflect the decrease of the Charter Capital by half;
- c) At request of at least 02 members of the Board of Directors;
- d) The Supervisory Board requests to convene a meeting if the Supervisory Board has reason to believe that members of the Board of Directors or other executives seriously violate their obligations under Article 165 of the Law on Enterprises or the Board of Directors performs or intends to perform beyond their vested power;
- e) When the number of members of the Board of Directors, the Board of Supervisors is less than the minimum number of members as provided in this Charter;
- f) Shareholder of a group of Shareholders in Article 115.2 of the Law on Enterprises requests for convening GMS by a written document. The written document requesting for convening GMS must specify the reason and purpose of the meeting, include the signatures of the relevant Shareholders (the document can be made in multiple copies for collecting sufficient signatures of all of the relevant Shareholders);
- g) Other cases as provided by law and this Charter;

14.4 Convene an extraordinary General Meeting of Shareholders:

- a) The Board of Directors must convene a meeting of the General Meeting of Shareholders within 30 (thirty) days from the date of the remaining number of members of the Board of Directors or the remaining members of the Supervisory Board as specified at Point b Clause 14.3

of this Article or on receipt of the request specified at Point c, Point d, Clause 14.3 of this Article.

b) If the Board of Directors does not convene a meeting of the General Meeting of Shareholders as prescribed at Point a, Clause 14.4 of this Article, the Supervisory Board must replace the Board of Directors to convene a meeting of the General Meeting of Shareholders in accordance with Clause 3 Article 140 of the Law on Enterprises within the next 30 days.

c) In case the Supervisory Board fails to convene the General Meeting of Shareholders as prescribed at Point b, Clause 14.4 of this Article, a shareholder or group of shareholders as stipulated in point c, clause 14.3 of this Article has the right to request the company's representative to convene a meeting of the General Meeting of Shareholders in accordance with the Law on Enterprises.

In this case, the Shareholder or group of Shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the order and procedures for convening, conducting the meeting and making decisions of the General Meeting of Shareholders.

d) All expenses for convening and conducting a meeting of the General Meeting of Shareholders will be reimbursed by the Company. These expenses do not include expenses spent by Shareholders when attending the General Meeting of Shareholders, including expenses for accommodation and travel.

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

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

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

- a) Pass the Company's development orientation;
- b) Decide the type of shares and the total number of shares of each class to be offered; decide the annual dividend rate of each type of shares;
- c) Election, dismissal and removal of members of the Board of Directors, members of the Supervisory Board;
- d) Decide to invest or sell assets with a value of 50% or more of the total value of assets recorded in the latest financial statements of the Company;
- e) Decide to amend and supplement the Company's Charter;
- f) Pass annual financial statements;
- g) Decide to repurchase over 10% of total sold shares of each type;
- h) Review and handle violations of members of the Board of Directors, members of the Supervisory Board causing damage to the Company and shareholders of the Company;

- i) Decide to reorganize, dissolve the Company;
- j) Decide the budget or total remuneration, bonus and other benefits for the Board of Directors, Supervisory Board;
- k) Approve the list of approved auditing companies; decide that the auditing company is approved to inspect the Company's operations, dismiss the approved auditor when deeming it necessary;
- l) Approve the Internal Management Regulations; Operation regulation of the Board of Directors, Supervisory Board;
- m) Other rights and obligations in accordance with the law.

15.2 Annual General Meeting of Shareholders discusses and approves the following issues:

- a) The company's annual business plan;
- b) Annual financial statements;
- c) Reports of the Board of Directors on the governance and results of operations of the Board of Directors and each member of the Board of Directors;
- d) Report of the Supervisory Board on the business results of the company, the performance of the Board of Directors, Director or General Director;
- e) Report on self-assessment of the performance of the Supervisory Board and Supervisors;
- f) Dividend rate for each share of each type;
- g) Other issues under their authority.

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

Article 16. Authorization to attend the General Meeting of Shareholders

16.1 Shareholders, authorized representatives of Shareholders who are organizations can directly attend the meeting or authorize one or several other individuals or organizations to attend the meeting or to attend the meeting through one of the methods specified in Clause 3, Article 144 of the Law on Enterprises.

16.2 The authorization for a representative individual or organization to attend the General Meeting of Shareholders in accordance with Clause 1 of this Article must be made in writing. The authorization document is made in accordance with the civil law and must clearly state the name of the authorizing shareholder, the name of the individual, the authorized organization, the number of authorized shares, the content of authorization, the scope of authorization, term of authorization, signatures of the Mandator and the Authorized Party.

The authorized person to attend the General Meeting of Shareholders must submit a written authorization when registering to attend the meeting. In case of re-authorization, the attendee must present the original authorization document of Shareholders, authorized representatives of Shareholders who are organizations (if they have not been registered with the Company before).

Article 17. Convene meeting, agenda, and notice of invitation to meeting of the General Meeting of Shareholders

17.1 The Board of Directors convenes the annual and extraordinary General Meeting of Shareholders. The Board of Directors convenes an extraordinary General Meeting of Shareholders according to the cases specified in Clause 14.3, Article 14 of this Charter.

17.2 The person who convenes the General Meeting of Shareholders must perform the following tasks:

- a) Prepare a list of Shareholders eligible to participate and vote at the General Meeting of Shareholders. The list of Shareholders entitled to attend the General Meeting of Shareholders shall be made no later than 10 days before the date of sending the notice of invitation to the General Meeting of Shareholders. The Company must disclose information on the listing of Shareholders entitled to attend the General Meeting of Shareholders at least 20 days prior to the final registration date;
- b) Prepare the agenda and content of the GMS;
- c) Prepare documents for the congress;
- d) Draft resolution of the General Meeting of Shareholders according to the expected content of the meeting;
- e) Determine the time and venue for the meeting;
- f) Inform and send the notice of the General Meeting of Shareholders to all Shareholders entitled to attend the meeting;
- g) Other jobs for the congress.

17.3 The notice of invitation to the meeting of the General Meeting of Shareholders is sent to all shareholders by a means to ensure that the contact address of the shareholder is reached, and at the same time, publish on the website of the Company and the State Securities Commission, the Stock Exchange where the Company's shares are listed or registered for trading. The convenor of the meeting of the General Meeting of Shareholders must send the meeting invitation to all shareholders in the list of shareholders entitled to attend the meeting at least 21 days before the opening date of the meeting (from the date the notice is validly sent or

delivered). Agenda of the General Meeting of Shareholders, documents related to issues to be voted at the meeting are posted on the website of the Company. The invitation to the meeting must clearly state the link to the entire meeting document for shareholders to access, including:

- a) Meeting agenda, documents used in the meeting;
- b) Votes;
- c) Draft resolution for each issue in the agenda.

17.4 A shareholder or group of Shareholders mentioned at Point d, Clause 12.2, Article 12 of this Charter has the right to propose the issue(s) to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and must be sent to the Company at least 07 (seven) working days before the opening of the meeting. The proposal issue(s) must clearly state the name of the shareholder, the number of shares of each type of Shareholder, and the proposed issues to be included in the meeting agenda.

17.5 The convenor of the General Meeting of Shareholders has the right to reject the proposal specified in Clause 17.4 of this Article if it falls into one of the following cases:

- a) The proposal was sent in contravention of the provisions of Clause 17.4 of this Article;
- b) At the time of the proposal, a Shareholder or group of Shareholders does not hold 5% or more of the ordinary shares or more as prescribed at Point d, Clause 12.2, Article 12 of this Charter;
- c) The proposed issue is not within the jurisdiction of the General Meeting of Shareholders to discuss and approve;
- d) Other cases as prescribed by law and this Charter.

17.6 The convenor of the General Meeting of Shareholders must accept and include the proposed issue(s) specified in Clause 17.4 of this Article into the proposed agenda and content of the meeting, except for the case specified in Clause 17.5 of this Article; the proposed issue is officially added to the agenda and content of the meeting if it is approved by the General Meeting of Shareholders.

Article 18. Conditions for conducting meetings of the General Meeting of Shareholders

18.1 The General Meeting of Shareholders is held when the number of Shareholders attending the meeting represents more than 65% of the total number of votes.

18.2 If the first meeting is not eligible to be conducted as prescribed in Clause 18.1 of this Article, the invitation to the second meeting shall be sent within 30 days from the intended date of the first meeting. The second General Meeting of Shareholders is held when the number of attending shareholders represents 51% of the total number of votes or more.

18.3 If the second meeting is not eligible to conduct as prescribed in Clause 18.2 of this Article, the invitation to the third meeting must be sent within 20 days from the intended date of the second meeting. The third General Meeting of Shareholders is held regardless of the total number of votes of the attending shareholders.

Article 19. Procedures for conducting and voting at the General Meeting of Shareholders

19.1 Before the opening of the meeting, the Company must carry out the shareholder registration procedure and must do the registration until all Shareholders who have the right to attend the meeting have registered in the following order:

a) When registering for the Shareholders, the Company will issue to each Shareholder or authorized representative with a voting right card, on which the Shareholder code and number of votes of such Shareholder are recorded. The General Meeting of Shareholders discusses and votes on each issue in the meeting agenda. Voting is conducted by way of voting for, against and without opinion. The voting results shall be announced by the Chairman just before the meeting is closed. The GMS elects the people responsible for counting votes or supervising the counting of votes at the proposal of the Chairman. The number of members of the vote counting committee is decided by the General Meeting of Shareholders based on the proposal of the Chairman of the meeting;

b) Shareholders, authorized representatives of Shareholders who are organizations or authorized persons that arrive after the meeting has opened have the right to immediately register and then have the right to participate and vote at the meeting immediately after registering. The chairman is not responsible for stopping the meeting to allow late shareholders to register and the validity of the previously voted contents does not change.

19.2 The election of the chairperson, secretary and the vote-counting committee is stipulated as follows:

a) The Chairman of the Board of Directors shall act as the chairperson or authorize another member of the Board of Directors to chair the General Meeting of Shareholders convened by the Board of Directors. In case the Chairman is absent or temporarily incapable of working, the remaining members of the Board of Directors shall elect one of them to chair the meeting according to on the principle of majority. In case the chairperson cannot be elected, the Head of the Supervisory Board shall operate so that the General Meeting of Shareholders elects the chairman of the meeting from among the attendees and the person with the highest votes shall act as the chairman of the meeting;

b) Except for the case specified at Point a of this Clause, the person who signs to convene the General Meeting of Shareholders shall manage so that the General Meeting of Shareholders

elects the chairman of the meeting and the person with the highest number of votes will be the chairperson of the meeting;

c) The Chairman appoints one or several people to be secretary of the meeting;

d) The General Meeting of Shareholders elects one or several people to the vote counting committee according to the proposal of the meeting chairperson.

19.3 The agenda and content of the meeting must be approved by the General Meeting of Shareholders in the opening session. The agenda must clearly specify and detail the timing for each issue in the agenda.

19.4 The Chairman of the meeting has the right to take the necessary and reasonable measures to run the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda and reflects the wishes of the majority of meeting participants, including but not limited to the following actions:

a) Require all meeting participants to be subject to inspection or other legal, reasonable security measures;

b) Request the competent authority to maintain the order of the meeting; expel those who do not comply with the executive powers of the chair, intentionally disrupt order, prevent the normal progress of the meeting or fail to comply with the requirements of security checks from the General Meeting of Shareholders.

19.5 The chairperson has the right to postpone the meeting with the sufficient number of registered participants for no more than 03 working days from the date the meeting is intended to open and the meeting may be postponed or changed only in the following cases:

a) The meeting place does not have enough seats for all meeting participants;

b) The media at the meeting place are not guaranteed for Shareholders attending the meeting to participate, discuss and vote;

c) Having attendees obstruct, disturb order, create the risk of not being conducted in a fair and legal manner.

19.6 If the chairman postpones or suspends the General Meeting of Shareholders contrary to the provisions of Clause 19.8 of this Article, the General Meeting of Shareholders elects another person from the participants to replace the chairman to run the meeting until end; All resolutions passed at that meeting are effective for implementation.

19.7 In case the Company applies modern technology to organize the General Meeting of Shareholders through an online meeting, the Company is responsible for ensuring Shareholders

attend, vote by means of electronic voting or other electronic forms as prescribed by law and the Internal governance regulation of the Company.

Article 20. Conditions for Resolutions of the General Meeting of Shareholders to be passed

20.1 The General Meeting of Shareholders has the right to pass any resolution under its authority by voting at the meeting or collecting written opinions. All matters falling under the authority of the General Meeting of Shareholders can be decided by collecting written opinions in accordance with Article 21.

20.2 Except as provided in Articles 20.3 and 20.4, all matters falling under the authority of the General Meeting of Shareholders will be approved at the meeting when there are at least sixty five (65) percent or more of all shareholders who are attending and voting for at the meeting (in person or through an authorized representative).

20.3 Decisions of the General Meeting of Shareholders regarding the amendment and supplement of the Charter; the types of shares and the total number of shares of each types; changing business lines and business fields; change the organizational and management structure of the Company; reorganization and dissolution of the Company; merger; the decision on investment project or asset sale of the Company or branch with a value of fifty percent (50%) or more of the total value of assets of the Company or branch recorded in the most recent financial statements of the Company will be approved only when there are seventy-five percent (75%) or more of all shareholders who are attending and voting for at the meeting (in person or through an authorized representative).

20.4 Voting to elect members of the Board of Directors and the Supervisory Board must be conducted by the cumulative voting method, whereby each Shareholder has a total number of votes corresponding to the number of owned shares multiplied by the number of elected members of the Board of Directors or the Supervisory Board and each Shareholder has the right to accumulate all of his votes for one or more candidates. The elected member of the Board of Directors or the Supervisory Board is determined by the number of votes from high to low, starting from the candidate with the highest number of votes until the number of members specified in the Charter is met. In case there are 02 or more candidates achieving the same number of votes for the last member of the Board of Directors or the Supervisory Board, they will be re-elected among these candidates or selected according to the criteria specified in the election regulations or the Charter.

Article 21. Authority and method of collecting shareholders' written opinions to pass Resolutions of the General Meeting of Shareholders

Authority and method of collecting shareholders' opinions in writing to pass Resolutions of the General Meeting of Shareholders are implemented in accordance with the following provisions:

21.1 The Board of Directors has the right to collect shareholders' written opinions on all issues under the authority of the General Meeting of Shareholders when it deems it necessary for the benefit of the Company.

21.2 The Board of Directors must prepare an opinion form, draft resolutions of the General Meeting of Shareholders, documents explaining the draft resolutions and send them to all shareholders with voting rights at least 10 days before the deadline to resend the opinion form. Requirements and method of sending opinion form and attached documents are specified in Clause 17.3, Article 17 of this Charter.

21.3 The opinion form must contain the following main contents:

- a) Name, head office address, business code;
- b) Purpose to get opinions;
- c) Full name, contact address, nationality, number of legal papers of the individual for individual shareholder; Name, business number or legal document number of the organization, address of the head office for shareholders being the organization or full name, contact address, nationality, number of legal papers of the individual with representatives of shareholders being organizations; the number of shares of each type and number of votes of the shareholder;
- d) Issues need to get opinions to pass decisions;
- e) Voting options include agree, disagree and no opinion on each matter;
- f) Deadline to send to the Company the answered opinion form;
- g) Full name and signature of the Chairman of the Board of Directors.

21.4 Shareholders can send the answered opinion form to the Company by mail, fax or email according to the following regulations:

- a) In case of mailing, answered opinion form must be signed by individual shareholder, authorized representative or legal representative of organizational shareholder. The opinion form sent to the Company must be contained in a sealed envelope and no one is allowed to open it before counting votes;
- b) In case of sending fax or email, opinion form sent to the Company must be kept confidential until the time of counting votes;

c) The opinion forms sent to the Company after the time specified in the content of the opinion form or opened in case of mailing and disclosed in case of fax, email are invalid. The opinion form that is not returned is considered a vote that does not take part in voting.

21.5 The Board of Directors counts votes and makes minutes of counting votes in the presence of the Supervisory Board or shareholders who do not hold a managerial position in the Company. The minutes of counting of votes must contain the following main details:

- a) Name, head office address, business code;
- b) Purpose and issues that need to be consulted to pass the resolution;
- c) Number of shareholders with the total number of votes that participated in the vote, in which the number of valid votes and invalid votes and the method of sending votes must be distinguished, and attached an appendix list of shareholders participating in the vote;
- d) Total number of votes for, against and abstentions on each issue;
- e) The issue was passed and the corresponding rate of adoption;
- f) Full name and signature of the Chairman of the Board of Directors, vote counters and vote counting supervisors.

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

21.6 Minutes of counting of votes and resolutions are posted on the website of the Company within 24 hours from the end of vote counting.

21.7 The answered opinion form, minutes of counting votes, passed resolutions and related documents attached to the opinion form must be kept at the head office of the Company.

21.8 In case a resolution of the GMS is passed by way of collecting written opinions of shareholders, such resolution will be adopted when obtaining the approval of sixty five percent (65%) or more of concurring voting shares of all Shareholders with voting rights (applicable to the matters in Article 20.2 of this Charter) or when obtaining the approval of seventy five percent (75%) or more of concurring votings shares of all Shareholders with voting rights (applicable to the matters in Article 20.3 of this Charter).

21.9 The resolution is passed by way of collecting written opinions of shareholders has the same validity as the resolution passed at the General Meeting of Shareholders.

Article 22. Resolutions and Minutes of General Meeting of Shareholders

22.1 The General Meeting of Shareholders must be made in minutes and may be recorded in audio recordings or recorded and stored in other electronic forms. The minutes must be made in Vietnamese and English and must be signed for certification by the Chairman of the meeting and the Secretary in accordance with the Law on Enterprises. The minutes are made in Vietnamese and the minutes in English will have the same legal validity. In case of any discrepancy between the Vietnamese version and the English version, the Vietnamese version shall prevail. The minutes of the General Meeting of Shareholders must contain the following main contents:

- a) Name, head office address, business code;
- b) Time and venue of the General Meeting of Shareholders;
- c) Meeting agenda and meeting content;
- d) Full name of the chairman and secretary;
- dd) Summary of the meeting progress and opinions expressed at the General Meeting of Shareholders on each issue in the agenda;
- e) Number of shareholders and the total number of votes of attending shareholders, appendix of list of shareholder registration, shareholder representatives attending the meeting with the number of shares and the corresponding number of votes;
- g) Total number of votes for each voting issue, which clearly state the voting method, total number of valid, invalid, for, against and abstention votes; corresponding rate on the total number of votes of the attending shareholders;
- h) The issues were passed and the respective rate of approval votes;
- i) Full name and signature of the chairperson and secretary. If the chair or secretary refuses to sign the meeting minutes, this minutes shall be effective if signed by all other members of the Board of Directors attending the meeting and fully contain the contents as prescribed in this Clause. Minutes of the meeting clearly state that the chairman and secretary refused to sign the minutes of the meeting.

22.2 Minutes of the General Meeting of Shareholders must be completed and approved before the meeting ends. The chairperson and secretary of the meeting or another person who signs the minutes of the meeting must be jointly responsible for the truthfulness and accuracy of the content of the minutes.

22.3 Resolutions, Minutes of the General Meeting of Shareholders, appendix of the list of shareholders registering to attend the meeting with the signature of the Shareholder, written

authorization to attend the meeting, all documents attached to the Minutes (if any) and relevant documents attached to the meeting invitation must be kept at the Company's head office

Article 23. Request to cancel resolutions of the General Meeting of Shareholders

Within ninety (90) days from the date of receipt of the resolution or minutes of the General Meeting of Shareholders or minutes of the vote counting results to consult the General Meeting of Shareholders, the shareholder or group of shareholders specified in Clause 2, Article 115 of the Law on Enterprises has the right to request the Court or an arbitrator to consider and cancel a resolution or a part of the resolution of the General Meeting of Shareholders in the following cases:

23.1 The order and procedures for convening and making decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the Charter of the Company, unless the Resolution of the General Meeting of Shareholders is passed by 100% of the total number of shares with voting rights.

23.2 The content of the resolution violates the law or this Charter.

CHAPTER VIII: BOARD OF DIRECTORS

Article 24. Composition and office term of members of the Board of Directors

24.1 Number of members of the Board of Directors is five (5) to seven (7) persons.

24.2 The office term of a member of the Board of Directors is five (05) years and may be re-elected for an unlimited number of terms. An individual can only be elected as an independent member of the Board of Directors for no more than 2 consecutive terms. Where all members of the Board of Directors terminate at the same term, such members will continue to be members of the Board of Directors until a new member is elected to replace and take over the work.

24.3 Membership structure of the Board of Directors is as follows:

The company's structure of the Board of Directors must ensure at least 1/3 of total number of members of the Board of Directors are non-executive members. The Company limits the maximum number of members of the Board of Directors who concurrently hold the executive positions of the Company to ensure the independence of the Board of Directors.

Total number of independent members of the Board of Directors must ensure that there is at least 01 independent member.

24.4 A member of the Board of Directors is no longer a member of the Board of Directors in case he/she is dismissed, removed or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.

24.5 The appointment of members of the Board of Directors must be disclosed in accordance with the provision of the law on information disclosure on the stock market.

24.6 A member of the Board of Directors is not required to be a Shareholder of the Company.

24.7 A member of the Board of Directors must:

- a) Have full civil act capacity, not being a subject prohibited from managing enterprises under the Law on Enterprises; and
- b) Must be nominated in accordance with this Article 24.8 except for the case of an Independent Member of the Board of Directors.

24.8 Nomination of members of the Board of Directors

- a) A Shareholder or group of Shareholders holding from ten (10) percent to less than thirty (30) percent of the shares with voting rights is entitled to nominate two candidates;
- b) A Shareholder or group of Shareholders holding from thirty (30) percent to less than fifty (50) percent of the shares with voting rights is entitled to nominate three candidates;
- c) A Shareholder or group of Shareholders holding fifty (50) percent to sixty five (65) percent of the voting shares is entitled to nominate four candidates; and
- d) A Shareholder or group of Shareholders holding from sixty five (65) percent ore more of the shares with voting rights is entitled to nominate six candidates;

24.9 A Shareholder or a group of Shareholders must send to the Company a list of candidates nominated by the Shareholders within 14 (fourteen) days from the date the Company sends to Shareholders the Notification on nomination, candidacy to the Board of Directors, Supervisory Board.

24.10 A member of the Board of Directors will no longer be a member of the Board of Directors in case he is dismissed, removed or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.

Article 25. Rights and obligations of the Board of Directors

25.1 The Board of Directors is the Company's governing body, has full authority to act on behalf of the Company to decide and perform the company's rights and obligations, except for the rights and obligations under the authority of the General Meeting of Shareholders.

25.2 Rights and obligations of the Board of Directors are stipulated by the law, the company's charter and the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:

- a) To make the decision on the company's medium-term development strategy, plan and annual business plan;

- b) To propose types of shares and total number of shares to be offered for each class;
- c) To decide to sell unsold shares within number of authorized shares of each class; decide to raise more capital in other forms;
- d) To decide the selling price of the Company's shares and bonds;
- dd) To decide to redeem shares according to the provisions of Clauses 1 and 2, Article 133 of the Law on Enterprises;
- e) To decide on investment plans and investment projects within the authority and limitations prescribed by the law;
- g) To decide on market development, marketing and technology solutions;
- h) To decide to invest or sell assets with a value of 50% or less of total value of assets or less recorded in the latest financial statements of the Company.
- i) To elect, dismiss and remove from office of the Chairman of the Board of Directors; appoint, dismiss, sign contract, terminate the contract for the General Director and other important managers as stipulated by the Charter; to decide the salaries, remuneration, bonuses and other benefits of those managers; to appoint an authorized representative to participate in the Members' Board or the General Meeting of Shareholders in another company, and decide on the remuneration and other benefits of such persons;
- k) To supervise and direct the General Director and other managers in operating the Company's daily business;
- l) To decide on the Company's organizational structure, internal management regulations, to decide on the establishment of subsidiaries, branches, representative offices and capital contribution and share purchase of other enterprises;
- m) To approve the agenda, content of documents serving the General Meeting of Shareholders, to convene the General Meeting of Shareholders or collect written opinions for the General Meeting of Shareholders to approve;
- n) To submit annual audited financial statements to the General Meeting of Shareholders;

- o) To propose dividend rates to be paid; to decide the deadline and procedures for paying dividends or dealing with losses incurred during the business process;
- p) To propose the Company's reorganization and dissolution; to request for the company's bankruptcy;
- q) To decide on business or transaction issues that the Board of Directors decides to require for approval within the scope of its powers and responsibilities; and
- r) Other rights and obligations in accordance with the Law on Enterprises, Law on Securities, other provisions of the law and the company's Charter.

25.3 The Board of Directors must report the General Meeting of Shareholders the operating results of the Board of Directors in accordance with the law.

Article 26. Remuneration, bonuses and other benefits of members of the Board of Directors

26.1 The Company has the right to pay remuneration and bonuses to members of the Board of Directors according to business results and efficiency.

26.2 Members of the Board of Directors are entitled to job remuneration and bonuses. Job remuneration is calculated according to number of working days necessary to complete the duties of the members of the Board of Directors and the rate of remuneration per day. The Board of Directors estimates the remuneration for each member on the principle of agreement. Total remuneration and bonus of the Board of Directors is decided by the General Meeting of Shareholders at the annual meeting.

26.3 The remuneration of each member of the Board of Directors is included in the Company's business expenses in accordance with the law on corporate income tax, which is presented in a separate section in the Company's annual financial statements and must report to the General Meeting of Shareholders at the annual meeting.

26.4 A member of the Board of Directors holding an executive position or performing other work outside of the normal duty scope of a member of the Board of Directors may be paid an additional remuneration in the form of a lump sum payment each time, salary, commission, profit percentage or otherwise as decided by the Board of Directors.

26.5 Members of the Board of Directors have the right to be reimbursed for all travel, accommodation and other reasonable expenses that they must pay while fulfilling responsibilities

of their Board of Directors member, including costs incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors.

26.6 Members of the Board of Directors may be covered with liability insurance by the Company after obtaining approval from the General Meeting of Shareholders. This insurance does not include the liability insurance of the members of the Board of Directors related to the violation of the law and the Company's Charter.

Article 27. Chairman, Vice Chairman of the Board of Directors

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

27.2 Chairman of the Board of Directors may not concurrently hold the position of General Director.

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

- a) To make the operating schedules, plans of the Board of Directors;
- b) To prepare agenda, content, documents for the meeting; to convene, preside over and chair the meeting of the Board of Directors;
- c) To organize the approval of resolutions and decisions of the Board of Directors;
- d) To supervise the implementation of the resolutions and decisions of the Board of Directors;
- e) To chair the General Meeting of Shareholders;
- f) Other rights and obligations are in accordance with the Law on Enterprises and the Charter.

27.4 The Vice Chairman has the same rights and obligations as the Chairman in the case of the Chairman's authorization but only in the case where the Chairman has notified the Board of Directors that he/she is absent or must be absent due to force majeure reasons or inability to perform his/her duties. In the above case where the Chairman does not appoint the Vice Chairman to act like this, the other members of the Board of Directors will appoint the Vice Chairman. Where both the Chairman and the Vice Chairman are temporarily unable to fulfill their duties for any reason, the Board of Directors may appoint another members among them to carry out the Chairman's duties on the basis of simple majority.

27.5 The Chairman of the Board of Directors is responsible for ensuring that the Board of Directors sends the annual financial statements, the Company's income statements, auditor's reports and Board of Directors' inspection reports to Shareholders at the General Meeting of Shareholders;

27.6 In case the Chairman of the Board of Directors is absent or unable to fulfill his/her duties, he/she must authorize in writing another member to perform the rights and obligations of the Chairman of the Board of Directors as prescribed in the Charter. Where no person is authorized or the Chairman of the Board of Directors died, is missing, is seized, is serving a prison sentence, is fulfilling administrative handling measures at a compulsory detoxification establishment or establishment compulsory education, escaping from residence, restricted or incapable of civil acts, having difficulty in understanding, controlling his/her own acts, banned by court from holding positions, banned from practicing or taking certain jobs, the other members elect one of the members to hold the position of Chairman of the Board of Directors on the rule that the majority of the other members agree until there is a new decision of the Board of Directors.

Article 28. Meeting of the Board of Directors

28.1 The Chairman of the Board of Directors is elected in the first meeting of the Board of Directors within 07 working days from the end of the election of the Board of Directors. This meeting is convened and chaired by the member with the highest number of votes or the highest percentage of votes. Where there are more than one member with the highest and equal number of votes or vote rate, members shall elect on the principle of majority to select 01 of them to convene the meeting of the Board of Directors.

28.2 The Board of Directors must hold meetings at least once a quarter and may hold an extraordinary meeting.

28.3 The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:

- a) At the request of the Supervisory Board or independent member of the Board of Directors;
- b) At the request of the General Director or at least 05 other managers;
- c) With a request of at least 02 members of the Board of Directors;

28.4 The request specified in Clause 28.3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed and decisions under the authority of the Board of Directors.

28.5 The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 7 working days from the date of receipt of the request specified in Clause 28.3 of this Article. If a meeting of the Board of Directors at the request is convened, the Chairman of the

Board of Directors must be responsible for any damage to the Company; The requesting person has the right to replace the Chairman of the Board of Directors to convene a meeting of the Board of Directors.

28.6 The Chairman of the Board of Directors or the person who convenes the meeting of the Board of Directors must send the meeting invitation notice at least 10 Business Days before the meeting date. The meeting invitation notice must specify the time and location of the meeting, agenda, issues to be discussed and decided. The meeting invitation notice must be accompanied by documents used at the meeting.

Meeting invitation notice of the Board of Directors and documents used at the meeting are sent to the email address of each member of the Board of Directors registered at the Company.

28.7 The Chairman of the Board of Directors or the convener shall send meeting invitation notice and accompanying documents to members of the Supervisory Board in the same manner as to members of the Board of Directors.

Members of the Supervisory Board have the right to attend meetings of the Board of Directors; have the right to discuss but not to vote.

28.8 A meeting of the Board of Directors is conducted when there are 3/4 or more members attending the meeting. If the meeting convened as prescribed in this Clause does not have enough members attending the meeting as prescribed, the meeting shall be convened for a second time within 03 days from the intended date of the first meeting. In this case, the meeting may be conducted if more than half of the members of the Board of Directors attend the meeting.

28.9 The members of the Board of Directors are deemed to attend and vote at the meeting in the following cases:

- a) Attending and voting in person at the meeting;
- b) Authorizing another person to attend the meeting and vote in accordance with Clause 28.11 of this Article;
- c) Attending and voting through online conferences, electronic voting or other electronic forms;
- d) Sending votes to the meeting by mail, fax, or email.

28.10 If votes are sent to the meeting via mail, votes must be contained in a sealed envelope and sent to the Chairman of the Board of Directors at least 01 hour before the opening. Votes can only be opened in the presence of all meeting attendees.

28.11 Members must attend all meetings of the Board of Directors. A member may authorize another person to attend the meeting and vote if it is approved by a majority of the members of the Board of Directors.

28.12 Voting:

a) Except for the provisions in point b of this clause, each member of the Board of Directors or his/her authorized person present as an individual at the meeting of the Board of Directors will have one vote;

b) A member of the Board of Directors is not allowed to vote on contracts, transactions or proposals in accordance with Article 167 of the Law on Enterprises in which such member or related person has benefits and interests which conflict or may conflict with the Company's interests. A member of the Board of Directors will not be counted in the quorum present to be able to hold a Board meeting on decisions that the member does not have the right to vote;

c) Resolutions and decisions of the Board of Directors shall be approved if they are approved by a majority of the attending members; In case of equal votes, the final decision shall be made in favour of the vote of the Chairman of the Board of Directors.

28.13 Resolution in writing:

Any action or issue necessary or permitted to be carried out or approved at a meeting that may be conducted or approved by the Board of Directors without holding a meeting if all members of the Board of Directors agree in writing or by transmitting information electronically, and text or information transmitted electronically is kept with the meeting minutes of the Board of Directors. This type of resolution is as effective and valid as a resolution approved by the members of the Board of Directors at a meeting convened and organized as usual. Written resolutions can be approved by using multiple copies of the same document if each copy contains at least one signature of the member.

28.14 Minutes of the Board of Directors meeting:

The Chairman of the Board of Directors is responsible for passing the Minutes of the Board of Directors meeting to the members and such minutes will be deemed to be evidence of the work carried out during such meetings unless objection opinions to the content of the minutes within

ten (10) days as of such minutes are forwarded. Minutes of the Board of Directors meeting are made in Vietnamese and English, and must be signed by all members of the Board of Directors attending the meeting. The meeting minutes are made in Vietnamese and English with the same legal validity.

Article 29. Sub-committees under the Board of Directors

29.1 The Board of Directors may establish a sub-committee to be in charge of development policy, human resources, salary and bonus, internal audit, and risk management. Number of members of the subcommittee is decided by the Board of Directors to have at least 03 persons including members of the Board of Directors and outside members. The activities of the subcommittee must comply with the regulations of the Board of Directors. The resolution of the subcommittee is only effective when the majority of members attend and vote for approval at the meeting of the subcommittee.

29.2 The implementation of the decisions of the Board of Directors, or of the sub-committees under the Board of Directors must comply with the current law provisions, provisions of this Charter, the Internal Corporate Management Regulation.

Article 30. Person in charge of corporate management

30.1 The Company's Board of Directors must appoint at least 01 person in charge of corporate management to support the corporate management. The person in charge of corporate management may also hold the position of Company Secretary by a decision of the Board of Directors and in accordance with Article 156.5 of the Law on Enterprises.

30.2 The person in charge of corporate management may not concurrently work for an approved audit organization that is auditing the Company's financial statements.

30.3 The person in charge of corporate management has the following rights and obligations:

- a) Advising the Board of Directors in organizing the General Meeting of Shareholders in accordance with the regulations and the related work between the Company and shareholders;
- b) Preparing the meetings of the Board of Directors, the Supervisory Board and General Meeting of Shareholders at the request of the Board of Directors or the Supervisory Board;
- c) Advising about the procedures of the meetings;
- d) Attending the meetings;
- e) Advising on procedures for preparing the resolutions of the Board of Directors in accordance with the law;

- f) Providing financial information, copies of meeting minutes of the Board of Directors and other information to members of the Board of Directors and members of the Supervisory Board;
- g) Supervising and reporting the Board of Directors on the Company's information disclosure;
- h) Acting as a liaison point with related parties with interests;
- i) Confidential information according to the provisions of the law and this Charter;
- k) Other rights and obligations as provided for by the law.

CHAPTER IX: GENERAL DIRECTOR AND OTHER MANAGERS

Article 31. Organization of the management

The Company will issue a management system whereby the management apparatus will be accountable and under the leadership of the Board of Directors. The Company has a General Director, a Chief Financial Officer and a Chief Accountant appointed by the Board of Directors. The General Director can concurrently be a member of the Board of Directors and appointed or dismissed by the Board of Directors by a properly approved resolution. The appointment, dismissal and removal of the above positions must be approved by resolutions and decisions of the Board of Directors.

Article 32. Executive officer

32.1 At the request of the General Director and approved by the Board of Directors, the Company may engage number and type of necessary executive officers or in accordance with the Company's structure and management practices proposed by the Board of Directors from time to time. The executive officer must have the necessary diligence for the Company's operations and organization to achieve its set forth objectives.

32.2 Salary, remuneration, benefits and other terms in the labor contract with the General Director will be decided by the Board of Directors and the contract with other Executive officer will be decided by the Board of Directors after consulting with the General Director.

32.3 The salary of the executive officer is charged into the Company's business expenses in accordance with the provisions of the law on corporate income tax, which is presented as a separate item in the Company's annual financial statements and must be reported to the Company's General Meeting of Shareholders at the annual meeting.

Article 33. Appointment, dismissal of duties and powers of the General Director

33.1 Appointment:

The Board of Directors will appoint a member of the Board of Directors or another person to act as the General Director and will sign a contract specifying salary, remuneration, benefits and other terms related to the job. The General Director must meet the standards and conditions specified in the Law on Enterprises and the Law on Securities. The General Director is the person who runs the Company's day-to-day business; subject to the supervision of the Board of Directors; take responsibility to the Board of Directors and law for the implementation of assigned rights and obligations.

33.2 Office term:

The office term of the General Director is 05 (five) years and can be re-appointed for an unlimited number of terms.

33.3 Rights and obligations:

- a) Implementing the resolutions of the Board of Directors and the General Meeting of Shareholders, the Company's business plan and investment plan has been approved by the Board of Directors and the General Meeting of Shareholders;
- b) Deciding all matters under the authority of the Board of Directors according to the Company's internal regulations and rules.
- c) Proposing number and types of Management Officers engaged by the Company so that the Board of Directors can appoint or dismiss when it is necessary to carry out the activities effectively as well as to apply the management structures proposed by the Board of Directors effectively, and provide advices so that the Board can decide on the salary, remuneration, benefits and other terms of the managerial officer's labor contract;
- d) Submitting to the Board of Directors for approval of the annual business plan.
- e) Proposing measures to improve the Company's activities and management;
- f) Other rights and duties are in accordance with the law and the Company's Charter.

33.4 Reporting to the Board of Directors and Shareholders:

The General Director is responsible before the Board of Directors and the General Meeting of Shareholders for fulfillment of assigned duties and powers and must report to these agencies when it is required.

33.5 The Board of Directors can dismiss the General Director when majority of the members of the Board of Directors have voting right to attend the meeting agree and appoint a new General Director to replace.

CHAPTER X: SUPERVISORY BOARD

Article 34. Candidacy and nomination of members of the Supervisory Board (Supervisor)

34.1 The candidacy and nomination of members of the Supervisory Board shall be carried out similarly to the provisions applicable to members of the Board of Directors in Clauses 24.8, 24.9 and 24.10 of this Charter.

34.2 If number of candidates for the Supervisory Board passing nomination and candidacy is not enough, the incumbent Supervisory Board may nominate more candidates or organize the nomination in accordance with the Internal Regulations on Corporate management and Operation Regulations of the Supervisory Board. The incumbent Supervisory Board's introduction of additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect members of the Supervisory Board in accordance with the law.

Article 35. Composition of the Supervisory Board

35.1 Number of members of the Supervisory Board is (03) to five (05) members. The Supervisory Board must have at least one member who is an accountant or auditor. The office term of a member of the Supervisory Board is 05 years and can be re-elected for an unlimited number of terms.

35.2 Members of the Supervisory Board must meet the criteria and conditions specified in Article 169 of the Law on Enterprises and not fall into the following cases:

- a) Working in the Company's accounting and finance department;
- b) Being a member or employee of the independent audit company auditing the Company's financial statements in the previous 03 consecutive years.

35.3 Member of the Supervisory Board is dismissed in the following cases:

- a) No longer qualified and eligible as a member of the Supervisory Board as prescribed in Clause 35.2 of this Article;
- b) Submitting letter of resignation and obtaining approval;

35.4 Member of the Supervisory Board is dismissed in the following cases:

- a) Failure to complete assigned tasks or jobs;
- b) Failure to perform its rights and obligations for 06 consecutive months, except for force majeure events;
- c) Violating many times, seriously violating the obligations of members of the Supervisory Board in accordance with the Law on Enterprises and this Charter.

d) Other cases according to the resolution of the General Meeting of Shareholders.

Article 36. Head of the Supervisory Board

36.1 The Head of the Supervisory Board is elected by the Supervisory Board from among the members of the Supervisory Board; election, dismissal, and removal from office according to the majority principle. The Supervisory Board must have more than half of its members permanently residing in Vietnam. The Head of the Supervisory Board must have a university or higher degree in one of the majors in economics, finance, accounting, auditing, law, business administration or a major related to the enterprise's business activities.

36.2 Rights and obligations of the Head of the Supervisory Board:

- a) Convening a meeting of the Supervisory Board;
- b) Requesting the Board of Directors, General Director and other executive officers to provide relevant information to report the Supervisory Board;
- c) Preparing and signing the reports of the Supervisory Board after consulting with the Board of Directors to submit to the General Meeting of Shareholders.

Article 37. Rights and obligations of the Supervisory Board

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

37.1 Suggesting and proposing the General Meeting of Shareholders to approve the list of the approved auditing organizations to audit the Company's financial statements; making decision on an approved auditing organization to inspect the Company's operations, dismiss the approved auditor when it deems necessary.

37.2 Being responsible before Shareholders for their supervisory activities.

37.3 Supervising the Company's financial situation, compliance with the law in the activities of members of the Board of Directors, General Director, other managers.

37.4 Ensuring operational coordination with the Board of Directors, General Director and shareholders.

37.5 If finding violation act of the law or violation of this Charter by a member of the Board of Directors, the General Director and other executive officers of the Company, the Supervisory Board must notify the Board of Directors in writing and request violators to stop violations and take remedial actions.

37.6 Developing the Operation Regulation of the Supervisory Board and submitting it to the General Meeting of Shareholders for approval.

37.7 Reporting at the General Meeting of Shareholders in accordance with the law.

37.8 Reserving the right to access to the Company's records and documents kept at the headquarters, branches and other locations; Reserving the right to visit the Company's premises at work during business hours.

37.9 Reserving the right to request the Board of Directors, members of the Board of Directors, General Director and other managers to fully, accurately and promptly provide information and documents on the Company's management, administration and operation.

37.10 Other rights and obligations as provided for by the law or approved by the GMS.

Article 38. Meetings of Supervisory Board

38.1 The Supervisory Board must meet at least twice a year, number of members attending the meeting is at least 2/3 of members of the Supervisory Board. The minutes of meeting of the Supervisory Board are detailed and clear. The minutes preparer and members of the Supervisory Board attending the meeting must sign the meeting minutes. The minutes of the Supervisory Board must be kept to determine the responsibilities of each member of the Supervisory Board.

38.2 The Supervisory Board has the right to request members of the Board of Directors, the General Director and the approved representatives of the auditing organization to attend and give answers to the matters to be clarified.

Article 39. Salary, remuneration, bonus and other benefits of members of the Supervisory Board

39.1 Members of the Supervisory Board are paid salary, remuneration, bonuses and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders decides total salary, remuneration, bonus, other benefits and annual operating budget of the Supervisory Board.

39.2 Members of the Supervisory Board are entitled to be reimbursed expenses for meals, accommodation, travel, and the costs of using independent consulting services at a reasonable rate. Total remuneration and expenses must not exceed total annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless the General Meeting of Shareholders has another decision.

39.3 Salary and operating costs of the Supervisory Board are included in the Company's business costs in accordance with the law on corporate income tax, other relevant laws and must be made into a separate section in the Company's annual financial statements.

CHAPTER XI: RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE SUPERVISORY BOARD, GENERAL DIRECTOR AND OTHER EXECUTIVES

Members of the Board of Directors, members of the Supervisory Board, General Director and other Managers are responsible for fulfilling their duties, including duties as members of the sub-committees of the Board of Directors honestly, prudently for the Company's benefits.

Article 40. Honest responsibility and avoidance of interest conflicts

40.1 Members of the Board of Directors, members of the Supervisory Board, General Director and other Managers and Executive officers must disclose related benefits in accordance with the Law on Enterprises and relevant legal documents.

40.2 Members of the Board of Directors, members of the Supervisory Board, General Director, Managers, other Executive officers and related persons of these members are only allowed to use information obtained by virtue of their positions for the Company's benefits.

40.3 Members of the Board of Directors, members of the Supervisory Board, General Director and Managers, and other Executive officers are obliged to inform the Board of Directors and Supervisory Board in writing about the transactions between the Company, Subsidiary companies, other companies with over 50% or more of the charter capital held by a public company with such object or with related persons of that object in accordance with the provisions of the law. For the above transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information on these resolutions in accordance with the securities law on information disclosure.

40.4 A member of the Board of Directors is not allowed to vote on a transaction that brings benefits to that member or his related persons in accordance with the Law on Enterprises and the Company's Charter.

40.5 Members of the Board of Directors, members of the Supervisory Board, General Director, Managers, other executive officers and related persons of these entities may not use or disclose to others internal information to carry out related transactions.

40.6 Transactions between the Company and one or more members of the Board of Directors, members of the Supervisory Board, General Director, Managers, and other Executive officers and individuals, organizations related to these subjects are invalid in the following cases:

a) For transactions with value less than or equal to 20% of total value of assets recorded in the most recent financial statements, the important contents of the contract or transaction as well as the relationships and interests of Members of the Board of Directors, members of the Supervisory Board, General Director, Managers, and other Executive officers have been reported to the Board of Directors and approved by the Board of Directors by agreed vote majority of the members of the Board of Directors have no related interests;

b) For the transaction with value more than 20% of total value of assets recorded in the most recent financial statements, the important contents of this transaction as well as the relationship and interests of members of the Board of Directors, members of the Supervisory Board, General Director, Managers, and other Executive Officers announced to shareholders and approved by the General Meeting of Shareholders by voting of shareholders without related interests.

Article 41. Responsibility for damage and compensation

41.1 Members of the Board of Directors, members of the Supervisory Board, General Director and Managers, and other executive officers violate their obligations, take responsibility honestly and carefully, fail to fulfill their obligations, they are responsible for the damages caused by their violation.

41.2 The Company indemnifies the persons who have been, are or may become a related party in claims, lawsuits or prosecutions (including civil, administrative cases and not cases of which the Company is the petitioner) if that person was or is a member of the Board of Directors, a member of the Supervisory Board, General Director, Manager, other Executive officers, employee or authorized representative of the Company, or is fulfilling duties as authorized by the Company, acting honestly, prudently for the Company's benefits on the basis of compliance with the law and there is no evidence to confirm that such person has violated his/her responsibility.

41.3 Compensation expenses include judgment expenses, fines, actual payable amounts (including attorneys' fees) when resolving these cases within the extent permitted by the law. The Company can buy insurance for these people to avoid the compensation liability mentioned above.

CHAPTER XII: RIGHTS TO LOOK UP COMPANY BOOKS AND RECORDS

Article 42. Rights to look up company books and records

42.1 Ordinary shareholders have the right to review, look up and extract information about names and communication address in the list of shareholders with voting rights; request to

correct their inaccurate information; review, look up, extract or copy the Company's Charter, minutes of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders.

42.2 A Shareholder or group of Shareholders holding from 5% or more of total number of ordinary shares or more has the right to review, look up, extract the book of minutes and resolutions, decisions of the Board of Directors, annual and mid-year financial statements, reports of the Supervisory Board, contracts, transactions must be approved by the Board of Directors and other documents, except documents related to the Company's trade secrets, business secrets.

42.3 If an authorized representative of a shareholder and a group of shareholders request for looking up books and records, should enclose a power of attorney of the shareholder and group of shareholders that person represents or a notarized copy of the power of attorney.

42.4 Members of the Board of Directors, members of the Supervisory Board, General Director and other Manager officers, other Executive officers have the right to look up the Company's register of shareholders, list of shareholders, books and other records of the Company as purposes related to their positions provided that this information is kept confidential.

42.5 The Company shall keep the Charter and amendment and revision to the Charter, Business registration certificate, regulations, documents proving property ownership, minutes of the General Meeting of Shareholders and the Board of Directors, the reports of the Supervisory Board, annual financial statements, accounting books and any other documents required by law at the headquarters of the Company or another place permitted by the law.

42.6 This Charter is published on the Company's website.

CHAPTER XIII: EMPLOYEES AND TRADE UNION

Article 43. Employees and trade union

43.1 The General Director must make a plan for the Board of Directors to approve issues related to recruitment, resignation of employees, salary, social insurance, welfare, reward and discipline for employees and business operators.

43.2 The General Director must make a plan for the Board of Directors to approve the matters relating to the Company relationship with trade unions according to best management standards, practices and policies specified in the Charter, the Company's regulations and applicable law.

CHAPTER XIV: DISTRIBUTION OF PROFITS AND LOSSES

Article 44. Profit distribution

44.1 The General Meeting of Shareholders decides the rate of dividend payment and the form of annual dividend payment from the Company's retained earnings.

44.2 The Company does not pay interest on dividends or payments relating to any type of share.

44.3 The Board of Directors can request the General Meeting of Shareholders to approve the payment of all or a part of the dividend with specific assets (such as shares or bonds that have been fully paid for by another company) and the Board of Directors is the authority to implement this resolution.

44.4 If dividends or other amounts related to a type of shares are paid in cash, the Company must pay in VND. Payment can be made directly or through banks on the basis of bank account details provided by the shareholder. If the Company made a transfer according to the correct banking details provided by the shareholders but that shareholder fails to receive the money, the Company shall not be responsible for the amount transferred by the Company to this shareholder. The payment of dividends for shares listed/traded at the Stock Exchange can be carried out via a securities company or Vietnam Securities Depository and Clearing Corporation.

44.5 Based on the Law on Enterprises, the Law on Securities, the Board of Directors passed a resolution and decided to determine a specific date to close the list of shareholders. Based on that date, those who registered as shareholders or holders of other securities are entitled to receive dividends in cash or shares, to receive notices or other documents.

44.6 Other issues related to the distribution of profits comply with the provisions of the law.

Article 45. Principles of dealing with business losses

The Shareholders will share the Company's losses in a ratio corresponding to the amount of capital contributed to the Company. Shareholders will be liable only for the Company's debts and other liabilities to the extent of the contributed capital of such Shareholder.

CHAPTER XV: BANK ACCOUNT, FISCAL YEAR AND ACCOUNTING REGIME

Article 46. Bank account

46.1 The Company will open accounts at a Vietnamese bank or at foreign banks licensed to operate in Vietnam.

46.2 Upon the prior approval of the competent authority, in case of necessity, the Company can open an overseas bank account in accordance with the provisions of the law.

46.3 The Company shall process all payments and accounting transactions through accounts in Vietnamese dong or foreign currency at the bank where the Company opens the account.

Article 47. Fiscal year

The Company's fiscal year begins on the first day of January yearly and ends on the 31st day of December of the same year. The first fiscal year starts from the date of issuance of the business registration certificate (or business license for conditional business lines) and ends on the 31st day of December immediately after the issuance date of the business registration certificate (business license).

Article 48. Accounting regime

48.1 The accounting system applied by the company is Vietnam Accounting System (VAS) or another accounting system approved by the Ministry of Finance.

48.2 The Company prepares the accounting records in Vietnamese. The Company will keep accounting records according to the type of business activities engaged by the Company. These records must be accurate, updated, systematic and sufficient to prove and explain the Company's transactions.

48.3 The Company uses Vietnamese dong as the currency unit used in accounting.

CHAPTER XVI: FINANCIAL STATEMENTS, ANNUAL REPORTS, INFORMATION DISCLOSURE RESPONSIBILITY

Article 49. Annual, semi-annual and quarterly financial statements

49.1 Company must prepare annual financial statements and annual financial statements must be audited according to the provisions of law. The company publishes its audited annual financial statements in accordance with the law on disclosure of information on the stock market and submits it to the state appropriate agencies.

49.2 Annual financial statements must include all reports, appendices and explanations according to the provisions of the law on corporate accounting. Annual financial statements must truthfully and objectively reflect the Company's operating situation.

49.3 The Company must prepare and publish reviewed semi-annual financial statements and quarterly financial statements in accordance with the law on disclosure of information on the stock market and submit them to the state appropriate authority.

Article 50. Annual report

The Company must prepare and publish the Annual Report in accordance with the law on securities and stock market.

CHAPTER XVII: CORPORATE AUDITOR

Article 51. Auditor

51.1 The General Meeting of Shareholders appoints an independent auditing company or approves a list of independent auditing companies and authorizes the Supervisory Board to decide to choose one of these units to conduct the audit of the Company's financial statements for the next fiscal year based on the terms and conditions agreed with the Supervisory Board.

51.2 The auditor's report is attached to the Company's annual financial statements.

51.3 An independent auditor who audits the Company's financial statements reserves the right to attend the General Meeting of Shareholders and is entitled to receive notices and other information related to the General Meeting of Shareholders and to give his/her opinion at the meeting on matters related to the audit of the Company's financial statements.

CHAPTER XVIII: SEAL

Article 52. Seal

52.1 The Board of Directors will decide to approve the Company's official seal and the seal is engraved in accordance with the law.

52.2 The Board of Directors, General Director use and manage the seal in accordance with the applicable law.

CHAPTER XIX: DISSOLUTION

Article 53. Dissolution

53.1 The company may be dissolved in the following cases:

- a) The termination of operating term stated in the company's Charter without the extension decision;
- b) According to the resolutions and decisions of the General Meeting of Shareholders;
- c) The enterprise registration certificate shall be revoked unless otherwise prescribed by the Law on Tax Administration;
- d) Other cases are provided for by the law.

53.2 The Company's early dissolution (including extended term) is decided by the General Meeting of Shareholders, implemented by the Board of Directors. This dissolution decision must be notified or approved by the competent authority (if required) according to regulations.

Article 54. Liquidation

54.1 At least 06 months before the end of the Company's operation term or after the Company dissolution decision is issued, the Board of Directors must establish a Liquidation Committee consisting of 03 members, of which 02 members are appointed by the General Meeting of Shareholders and 01 member appointed by the Board of Directors from 01 independent auditing company. The Liquidation Committee prepares its own operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All expenses related to the liquidation are paid first by the Company in priority to the Company's other liabilities.

54.2 The Liquidation Committee is responsible for reporting to the Business Registration Authority on the date of establishment and the date of operation commencement. Since then the Liquidation Committee shall act on behalf of the Company in all affairs related to the Company liquidation before the Court and administrative agencies.

54.3 Proceeds from the liquidation are paid in the following order:

- a) Liquidation expenses;
- b) Debts of salary, severance allowances, social insurance and other benefits of the employees under the collective labor agreement and signed labor contracts;
- c) Tax liabilities;
- d) Company's other liabilities;
- dd) After paying all debts from item (a) to (d) above, the balance is distributed to the shareholders. Preferred shares are paid in priority.

CHAPTER XX: INTERNAL DISPUTE SETTLEMENT

Article 55. Internal dispute settlement

55.1 If any dispute or complaint related to the Company's operations, the rights and obligations of shareholders will follow the Law on Enterprises, the company's Charter, other legal regulations or an agreement between:

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

Related parties try to resolve that dispute through negotiation and mediation. Except for disputes related to the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the settlement of disputes and request each party to present information related to the dispute within 30 working days from the date of the dispute arising. If any dispute related to the Board of Directors or the Chairman of the Board of Directors, either party can request the Supervisory Board to appoint an independent expert to act a mediator for the dispute resolution process.

55.2 If a mediation decision is not obtained within 6 weeks from the commencement of the mediation process or if the mediator's decision is not accepted by the parties, either party may refer such dispute to the Arbitration or Court.

55.3 The parties bear the expenses related to the negotiation and mediation proceedings. The payment of the Court's expenses shall comply with the Court's judgment.

CHAPTER XXI: AMENDMENT AND REVISION OF CHARTER

Article 56. Amendment and revision of Charter

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

56.2 If there are provisions of the law relating to the Company's activities which are not mentioned in this Charter or in case there are new provisions of law different from the ones in this Charter, such provisions are automatically applied and governing the Company's operations.

CHAPTER XXII: EFFECTIVE DAY

Article 57. Effective day

57.1 The Charter includes 22 items, 57 Articles, approved by the General Meeting of Shareholders of Vinafco Joint Stock Corporation on May 14, 2021 and approved the validity of the whole text of this Charter.

57.2 The Charter is made into 02 copies with the same validity and must be kept at the Company's headquarters.

57.3 This Charter is sole and official charter of the Company.

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

57.5 If any provision of the Charter is declared invalid or unenforceable, the other provisions of this Charter will remain in full force and effect. If any provision of the Charter is declared null and void or unenforceable on in part or degree, that provision remains in full force and effect to the extent not held invalid or unenforceable.

57.6 If there is any conflict, discrepancy, inconsistency or difference between this Charter and any internal regulations of the Company on any matter, only shall the provisions of this Charter apply to govern such matter.

Signature of the Company's legal representative