

CÔNG TY CỔ PHẦN
SXKD XNK DV & ĐT TÂN BÌNH
TAN BINH IMPORT - EXPORT
JOINT STOCK CORPORATION
(TANIMEX)

CỘNG HOÀ XÃ HỘI CHỦ NGHĨA VIỆT NAM
Độc lập - Tự do - Hạnh phúc
THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Số: 39 /CV-ĐT&DA
No.: 39 /CV-DT&DA

TP.HCM, ngày 20 tháng 01 năm 2025
HCMC, January 20 2025

CÔNG BỐ THÔNG TIN ĐỊNH KỲ PERIODIC INFORMATION DISCLOSURE

Kính gửi/To: - Ủy ban Chứng khoán Nhà nước/*State Securities Commission*
- Sở Giao dịch chứng khoán TP.HCM/*Ho Chi Minh City Stock Exchange*

- Tên tổ chức/*Name of organization*: Công ty Cổ phần Sản xuất Kinh doanh Xuất Nhập khẩu Dịch vụ và Đầu tư Tân Bình/*Tan Binh Import - Export Joint Stock Corporation* (viết tắt/ *abbreviation*: TANIMEX).
 - Mã chứng khoán/*Securities code*: TIX
 - Địa chỉ trụ sở chính/*Address*: 325 Lý Thường Kiệt, Phường 9, Quận Tân Bình, TP.HCM/*325 Ly Thuong Kiet, Ward 9, District Tân Bình, HCM City*
 - Điện thoại liên hệ/*telephone*: (84-028)3868.6378 Fax: (84-8)38642060
 - Email: tanimex@tanimex.com.vn
- Nội dung thông tin công bố/*Contents of disclosure*:
 - Thông báo thay đổi điều lệ lần thứ 15 và quy chế nội bộ về quản trị công ty lần thứ 6 theo Nghị quyết 01/NQ-ĐHĐCĐ 2024 ngày 08/01/2025 / *Announcement on the 15th Amendment of the Charter and the 6th Amendment of the Internal Corporate on Governance Regulations in Accordance with Resolution No. 01/NQ-DHDCD dated January 8, 2025*
- Thông tin này đã được công bố trên trang thông tin điện tử của công ty vào ngày 20/01/2025 tại đường dẫn: <https://www.tanimex.com.vn/> ⇒ Quan hệ cổ đông/*This*

information was published on the company's website on 20/01/2025 (date), as in the link <https://www.tanimex.com.vn/> ⇒ Shareholder Information.

Chúng tôi xin cam kết các thông tin công bố trên đây là đúng sự thật và hoàn toàn chịu trách nhiệm trước pháp luật về nội dung các thông tin đã công bố/We hereby certify that the information provided is true and correct and we bear the full responsibility to the law.

**Đại diện tổ chức/Organization
representative**

Người đại diện theo pháp luật/Legal representative

TỔNG GIÁM ĐỐC/CEO



TRẦN QUANG TRƯỜNG

Tài liệu đính kèm/Attached:

-Điều lệ và quy chế nội bộ về quản trị công ty/ Company charter and internal regulation on corporate governance

Nơi nhận/Recipient:

- Như trên/As above
- Lưu VT, DT&DA-NV.03/Save VT, DT&DA-NV.02



Tan Binh, January 17, 2025

DECISION OF THE BOARD OF DIRECTORS

Regarding the promulgation of the 15th amended Charter of Organization and Operation and the 6th amended Internal Regulations on Corporate Governance

TAN BINH IMPORT - EXPORT JOINT STOCK CORPORATION BOD

- Pursuant to Business Registration Certificate No. 0301464904 issued by the Department of Planning and Investment of Hochiminh City for the first time on July 18, 2006, adjusted for the 17th time on January 25, 2019;
- Pursuant to the company charter amended for the 14th time on January 11, 2022;
- Pursuant to the resolution of the 2024 annual general meeting of shareholders No. 01/NQ-DHDCD dated January 8, 2025;

DECIDE



ARTICLE I : Issuing the 15th amended Charter of Organization and Operation and the 6th amended Internal Regulations on corporate governance of Tan Binh Import - Export Joint Stock Corporation (Tanimex) with the adjusted and supplemented contents approved by the General Meeting of Shareholders in the General Meeting of Shareholders' resolution No. 01/NQ-DHDCD dated January 8, 2025.

ARTICLE II : The 15th amended Charter of Organization and Operation and the 6th amended Internal Regulations on Corporate Governance take effect from the date of signing this decision.

ARTICLE III: Member of the Board of Directors, Board of General Directors; Human Resources Management Department; Department of Finance and Economics, Department of Investment and Project and other relevant departments and individuals are responsible for implementing this decision.

ON BEHALF OF THE BOARD OF DIRECTORS

Chairman of the Board

Place received by:

- As specified in Article III
- Archived : HC-HDQT



Nguyen Minh Tam

COMPANY CHARTER
TAN BINH IMPORT - EXPORT JOINT STOCK CORPORATION
(Tanimex)

(15th Amendment according to Resolution No. 01/NQ-DHDCCD of the General Meeting of Shareholders dated January 8 , 2025)

CHAPTER I: DEFINITION OF TERMS IN THE CHARTER

Article 1. Interpretation of terms

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

- a. The charter capital of a joint stock company is the total par value of all types of shares sold. The charter capital of a joint stock company when registering to establish a business is the total par value of all types of shares registered to buy and recorded in the company's charter;
 - b. "Enterprise Law" is Law on Enterprise No. 59/2020/QH14 effective from January 1, 2021 (abbreviated as Enterprise Law)
 - c. "Securities Law" Law on Securities No. 54/2019/QH14 effective January 1, 2021
 - d. "Date of establishment" is the date on which the Company is first granted the Certificate of Business Registration (Certificate of Business Registration and equivalent documents);
 - e. "Business managers" at the company include the Chairman of the Board of Directors, members of the Board of Directors, General Director, Deputy General Director and Chief Accountant.
 - f. "Business executives" at the company include General Director, Deputy General Director, Chief Accountant;
 - g. "Related person" is an individual or organization that has a direct or indirect relationship with an enterprise as prescribed in Clause 23, Article 4 of the Enterprise Law and Clause 46, Article 4 of the Securities Law;
 - h. "Major shareholder" is a shareholder owning 5% or more of the voting shares of an issuing organization;
 - i. "Duration of Operation" refers to the period during which the Company operates as specified in Article 2 of this Charter, including any extensions (if applicable) approved by the Company's General Shareholders' Meeting through a resolution.
 - j. "Vietnam" means the Socialist Republic of Vietnam;
2. In this Charter, references to one or more other provisions or documents include

amendments or replacements.

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

CHAPTER II: NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, DURATION OF OPERATION AND LEGAL REPRESENTATIVE OF THE COMPANY

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

1. Company Name

Vietnamese name : **Công ty Cổ Phần Sản Xuất Kinh Doanh Xuất Nhập Khẩu Dịch Vụ Và Đầu Tư Tân Bình**

English name : **Tan Binh Import-Export Joint Stock Corporation**

Trading name : **Tanimex**

Abbreviation : **TANIMEX**

Stock code : **TIX**

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

- b. The Company's registered office is:

Address : 325 Ly Thuong Kiet, Ward 9, Tan Binh District, Ho Chi Minh City

Phone : 028. 3 8641 885 – 028. 3 8686 377

Fax : 028. 3 864 2060

E-mail : tanimex@tanimex.com.vn

Website : www.tanimex.com.vn

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

- d. Unless terminated early as stipulated in Clause 2, Article 52, or extended as per Article 53 of this Charter, the Company's duration of operation begins from the date of establishment and is indefinite.

Article 3. Legal representative of the Company

1. The legal representative of the company is: General Director

2. Rights and obligations of legal representative:

The legal representative of the enterprise has the following responsibilities:

- Exercise assigned rights and obligations honestly, carefully and to the best of our ability to ensure the legitimate interests of the enterprise;
- Be loyal to the interests of the enterprise; do not abuse position, title and use information, know-how, business opportunities, other assets of the enterprise for personal gain or to serve the interests of other organizations or individuals;
- Timely, fully and accurately notify the enterprise about the enterprise in which he or his related person owns or has shares or capital contributions according to the provisions of law. Enterprise Law 2020 .
- The legal representative of the enterprise is personally responsible for damages to the enterprise caused by violating the above responsibilities.

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

Article 4. Company's operational objectives

1. The Company's business lines are:

- Investment in industrial park infrastructure business
- Investment in construction and business of warehouses, offices
- Real estate investment, construction and business
- Financial investment
- And other business lines are registered in the Business Registration Certificate issued by the Department of Planning and Investment of Ho Chi Minh City.

2. The Company's operating objectives are:

- Building a sustainable company; providing customers with the best quality products and services;
- Ensure rights and profits for shareholders;
- Take care of human resources and ensure workers' lives;
- Ensure public and transparent production and business activities and compliance with legal regulations.

Article 5. Scope of business and operations of the Company

1. The Company is permitted to plan and conduct all business activities according to the Company's business lines as announced on the National Business Registration Portal and this Charter, in accordance with the provisions of current laws and take appropriate measures to achieve the Company's objectives.
2. The Company may conduct business activities in other industries and professions permitted by law and approved by the General Meeting of Shareholders.
3. Business lines according to the business registration certificate at the Department of Planning and Investment of Ho Chi Minh City are attached to this charter.

CHAPTER IV: CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 6. Charter capital, shares, founding shareholders

1. The Company's charter capital is **300,000,000,000 VND** (In words: Three hundred billion VND)
 - The total charter capital of the Company is divided into: **30,000,000 shares**
 - Par value: 10,000 VND/share

In there:

- Common shares: 30,000,000 shares (in words: three million shares)

Equivalent Value: **300,000,000,000 VND** (In words: Three hundred billion VND)

2. The company may change its charter capital when approved by the General Meeting of Shareholders and in accordance with the provisions of law.
3. The Company's shares on the date of approval of this Charter include common shares and preferred shares (if any). The rights and obligations of shareholders holding each type of shares are stipulated in Article 12 and Article 13 of this Charter.
4. The Company may issue other types of preferred shares after approval by the General Meeting of Shareholders and in accordance with the provisions of law;
5. Common shares must be offered to existing shareholders in proportion to their ownership of common shares in the Company, unless otherwise decided by the General Meeting of Shareholders. The number of shares that shareholders do not register to buy in full will be decided by the Board of Directors of the Company. The Board of Directors may allocate such shares to individuals or entities under conditions and methods deemed appropriate by the Board of Directors. However, the shares may not be sold under terms more favorable than those offered to existing shareholders, except in cases where the shares are sold through the Stock Exchange

via an auction process..

6. The Company may purchase shares issued by the Company itself in the manners prescribed in this Charter and current laws. Shares repurchased by the Company are treasury shares and the Board of Directors may offer them for sale in ways consistent with the Securities Law, relevant guiding documents and the provisions of this Charter.
7. The Company may issue other types of securities when approved by the General Meeting of Shareholders and in accordance with the provisions of law.

Article 7. Stock certificates

1. Shareholders of the Company are issued stock certificates corresponding to the number of shares and type of shares owned.
2. A share is a certificate issued by a company, a book entry or electronic data confirming ownership of one or more shares of that company. A share must have all the contents as prescribed in Clause 1, Article 121 of the Enterprises Law.
3. Within 15 days from the date of submission of a complete application for transfer of share ownership as prescribed by the Company or within 30 days (or another period as prescribed by the issuance terms) from the date of full payment for the purchase of shares as prescribed in the Company's share issuance plan, the share owner shall be issued a share certificate. The share owner shall not have to pay the Company the cost of printing the share certificate.
4. In case a share certificate is lost, destroyed or damaged, the owner of such shares may request to be issued a new share certificate provided that he/she provides evidence of ownership of the shares and pays all related expenses to the Company.

Article 8. Other securities certificates

Bond certificates or other securities certificates issued by the Company shall be signed by the legal representative and sealed by the Company;

Article 9. Transfer of shares

1. Shares are freely transferable, unless otherwise provided by this Charter and the law. Shares listed and registered for trading on the Stock Exchange are transferred in accordance with the provisions of the law on securities and the stock market.
2. Shares that have not been fully paid for cannot be transferred and enjoy associated rights such as the right to receive dividends, the right to receive shares issued to increase share capital from equity, the right to purchase newly offered shares and other rights as prescribed by law.

3. In case of transfer by contract, the transfer documents must be signed by the transferor and the transferee or their authorized representatives.
4. In case a shareholder donates shares, a shareholder is an individual who dies, etc., the procedures shall be carried out in accordance with the provisions of current law.

Article 10. Revocation of shares

1. In case a shareholder fails to pay in full and on time the amount payable to purchase shares, the Board of Directors shall notify and have the right to request that shareholder to pay the remaining amount together with interest on that amount and any costs arising from the failure to pay in full to the Company.
2. The above payment notice must clearly state the new payment period (at least seven (07) days from the date of sending the notice), the payment location and the notice must clearly state that in case of non-payment as required, the unpaid shares will be revoked.
3. The Board of Directors has the right to revoke shares that have not been fully and timely paid in case the requirements in the above notice are not fulfilled.
4. The revoked shares are considered shares that are eligible for offering as prescribed in Clause 3d, Article 113 of the Enterprises Law. The Board of Directors may directly or authorize the sale or redistribution under the conditions and methods deemed appropriate by the Board of Directors.
5. Shareholders holding revoked shares must relinquish their shareholder status with respect to those shares, but must still pay [relevant amounts] and interest accruing at the rate (not exceeding 15% per annum) at the time of revocation as decided by the Board of Directors from the date of revocation until the date of payment. The Board of Directors has the sole discretion to enforce payment of the full value of the shares at the time of revocation.
6. The notice of revocation shall be sent to the holder of the shares to be revoked before the time of revocation. The revocation shall remain effective even if there is an error or negligence in sending the notice.

Article 11: Repurchase of shares at the request of shareholders

1. Shareholders who have voted against the resolution on the reorganization of the company or the change of the rights and obligations of shareholders as stipulated in the company's charter have the right to request the company to buy back their shares. The request must be in writing, stating clearly the name and address of the shareholder, the number of shares of each type, the intended selling price, and the reason for requesting the company to buy back. The

request must be sent to the company within 10 days from the date the General Meeting of Shareholders passes the resolution on the matters stipulated in this clause.

2. The Company must repurchase shares at the request of shareholders as prescribed in Clause 1 of this Article at market price or price calculated according to the principles prescribed in the Company Charter within 90 days from the date of receipt of the request. In case of failure to reach an agreement on the price, the parties may request a valuation organization to determine the price. The Company shall introduce at least 03 valuation organizations for shareholders to choose from and that choice shall be the final decision.

Article 12: Share repurchase according to company's decision

The Company has the right to repurchase no more than 30% of the total number of common shares sold, part or all of the preferred dividend shares sold according to the following provisions:

1. The Board of Directors has the right to decide to repurchase no more than 10% of the total number of shares of each type sold within 12 months. In other cases, the share buyback is decided by the General Meeting of Shareholders;
2. The Board of Directors shall decide on the price of share repurchase. For common shares, the repurchase price shall not be higher than the market price at the time of repurchase, except in the case specified in Clause 3 of this Article. For other types of shares, unless otherwise provided in the Company Charter or otherwise agreed between the Company and the relevant shareholders, the repurchase price shall not be lower than the market price;
3. The company may repurchase shares of each shareholder in proportion to their share ownership ratio in the company according to the following order and procedures:
 - a. The company's decision to repurchase shares must be notified in a manner that ensures it reaches all shareholders within 30 days from the date the decision is passed. The notification must include the name and head office address of the company, the total number of shares and types of shares to be repurchased, the repurchase price or principles for determining the repurchase price, the procedures and payment deadlines, and the procedures and deadlines for shareholders to sell their shares to the company;
 - b. Shareholders agreeing to resell their shares must send a written consent to sell their shares by a method that ensures they reach the company within 30 days from the date of notification. The written consent to sell shares must include the full name, contact address, legal document number of the individual shareholder; name, enterprise code or legal document number of the organization, head office address

for shareholders that are organizations; number of shares owned and number of shares agreed to be sold; payment method; signature of the shareholder or the shareholder's legal representative. The company will only repurchase shares within the above time limit.

Article 13: Terms of payment and handling of repurchased shares

1. The company shall only pay for the repurchased shares to shareholders as prescribed in Articles 11 and 12 of this Charter if, immediately after paying for all the repurchased shares, the company still ensures full payment of all debts and other financial obligations.
2. Shares repurchased in accordance with Articles 11 and 12 of the Charter shall be considered unsold shares in accordance with Clause 4, Article 112 of the Enterprises Law. The company must register a reduction in charter capital corresponding to the total par value of the shares repurchased by the company within 10 days from the date of completion of payment for the repurchase of shares, unless otherwise provided by the Securities Law.
3. The shares certifying the ownership of the repurchased shares must be canceled immediately after the corresponding shares have been fully paid for. The Chairman of the Board of Directors and the General Director shall be jointly liable for damages caused by failure to cancel or delay in canceling the shares.
4. After paying for all the repurchased shares, if the total value of assets recorded in the company's accounting books decreases by more than 10%, the company must notify all creditors within 15 days from the date of paying for all the repurchased shares.

CHAPTER V: ORGANIZATIONAL STRUCTURE, MANAGEMENT AND CONTROL

Article 14. Organizational structure, administration and control

The organizational, governance, and control structure of the Company includes:

1. General meeting of shareholders;
2. Board of Directors;
 - Audit Committee under the Board of Directors;
3. General Director.

CHAPTER VI: SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 15. Shareholders' rights

Shareholders are the owners of the Company, with rights and obligations corresponding to the number of shares and types of shares they own. Shareholders are only responsible for the debts and other financial obligations of the Company within the scope of the capital contributed to the Company.

1. Common shareholders have the following rights:

Common shareholders have the following rights:

- a. Attend and speak at the General Meeting of Shareholders and exercise voting rights directly or through an authorized representative or in other forms as prescribed by the Company Charter or the law. Each common share has one vote;
- b. Receive dividends at the level decided by the General Meeting of Shareholders;
- c. Priority in purchasing new shares corresponding to the ratio of common shares owned by each shareholder in the company;
- d. Freely transfer his/her shares to others, except for the cases specified in Clause 3, Article 120, Clause 1, Article 127 of this Law and other relevant legal provisions;
- e. Review, look up and extract information about names and contact addresses in the list of shareholders with voting rights; request correction of incorrect information;
- f. Review, look up, extract or copy the Company Charter, minutes of the Shareholders' Meeting and resolutions of the Shareholders' Meeting;
- g. When the company is dissolved or bankrupt, receive a portion of the remaining assets corresponding to the percentage of shares owned in the company.

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

- a. Review, look up, and extract the minutes and resolutions and decisions of the Board of Directors, mid-year and annual financial reports, reports of the Audit Committee, contracts and transactions that must be approved by the Board of Directors and other documents, except for documents related to the company's trade secrets and business secrets;
- b. Request to convene a meeting of the General Meeting of Shareholders in the case specified in **Clause 3** of this Article;
- c. Request the Audit Committee to inspect each specific issue related to the management and operation of the company when deemed necessary. The request must be in writing and must include the following contents: full name, contact address, nationality, legal document number of the individual for individual shareholders; name, enterprise code or legal document number of the organization, head office address for institutional shareholders; number of shares and time of

share registration of each shareholder, total number of shares of the entire group of shareholders and ownership ratio in the total number of shares of the company; issues to be inspected, purpose of inspection;

3. A shareholder or group of shareholders specified in **Clause 2** of this Article has the right to request the convening of a General Meeting of Shareholders in the following cases:
 - a. The Board of Directors seriously violates the rights of shareholders, the obligations of managers or makes decisions beyond its assigned authority;
 - b. Other cases as prescribed in the Company Charter.

The request to convene a meeting of the General Meeting of Shareholders by a group of shareholders must be in writing and must include the following contents: full name, contact address, nationality, legal document number of the individual for individual shareholders ; name, enterprise code or legal document number of the organization, head office address for organizational shareholders; number of shares and time of share registration of each shareholder, total number of shares of the group of shareholders and ownership ratio in the total number of shares of the company, basis and reason for requesting to convene a meeting of the General Meeting of Shareholders. Attached to the request to convene a meeting must be documents and evidence of violations by the Board of Directors, the level of violations or about decision beyond authority

4. Shareholders or groups of shareholders owning from **[10]% or more of total common shares** have the right to nominate people to the Board of Directors. The nomination is carried out as follows:
 - a. Common shareholders forming a group to nominate candidates for the Board of Directors must notify the meeting participants of the group formation before the opening of the General Shareholders' Meeting;
 - b. Based on the number of members of the Board of Directors, shareholders or groups of shareholders specified in this clause have the right to nominate one or several people as decided by the General Meeting of Shareholders as candidates for the Board of Directors. In case the number of candidates nominated by shareholders or groups of shareholders is lower than the number of candidates they are entitled to nominate as decided by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors and other shareholders.

Article 16. Obligations of shareholders

1. Pay in full and on time for the number of shares committed to purchase.

2. Capital contributed in the form of common shares shall not be withdrawn from the company in any form, except in cases where the company or another person repurchases the shares. In case a shareholder withdraws part or all of the contributed capital in violation of the provisions of this clause, that shareholder and the person with related interests in the company shall be jointly liable for the debts and other property obligations of the company within the value of the withdrawn shares and any damages incurred.
3. Comply with the Company Charter and internal regulations of the company.
4. Comply with resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
5. Maintain the confidentiality of the information provided by the company according to the provisions of the Company Charter and the law; only use the information provided to exercise and protect one's legitimate rights and interests; strictly prohibit the dissemination or copying or sending of information provided by the company to other organizations or individuals.
6. Attend the General Meeting of Shareholders and exercise voting rights through the following forms:
 - a. Attend and vote directly at the meeting;
 - b. Authorize another person to attend and vote at the meeting;
 - c. Attend and vote via online meetings, electronic voting or other electronic forms;
 - d. Send voting ballots to the meeting via mail, fax, or email.
7. Pay for registered shares purchased according to regulations.
8. Provide correct address when registering to buy shares.
9. Be personally responsible when performing one of the following acts on behalf of the Company in any form:
 - a. Violation of the law;
 - b. Conducting business and other transactions for personal gain or to serve the interests of other organizations or individuals;
 - c. Payment of undue debts in the face of financial risks to the Company. (Other obligations for other types of shares)

Article 17: General Meeting of Shareholders

1. The General Meeting of Shareholders is the highest authority of the Company. The Annual General Meeting of Shareholders is held once a year. The Annual General Meeting of Shareholders must meet within four (04) months from the

end of the fiscal year.

2. The annual general meeting of shareholders may be held online in the event of natural disasters or epidemics that affect the organization of the meeting in person.
3. The annual general meeting of shareholders discusses and approves the following issues:
 - The company's annual business plan ;
 - a. Annual financial statement;
 - b. Report of the Board of Directors on the management and performance of the Board of Directors and each member of the Board of Directors;
 - c. Report of the Audit Committee on the company's business results, performance of the Board of Directors or General Director (if any);
 - d. Dividend level for each share of each type;
 - e. Other matters within the authority.
4. The Board of Directors must convene an extraordinary meeting of the General Meeting of Shareholders in the following cases:
 - a. The Board of Directors deems it necessary for the benefit of the Company;
 - b. Audited quarterly, six (06) month or annual financial statements reflect that equity has lost half (1/2) compared to the beginning of the period;
 - c. The number of members of the Board of Directors and independent members of the Board of Directors is less than the number of members prescribed by law or the number of members of the Board of Directors is reduced by more than one-third (1/3) compared to the number of members prescribed in this Charter;
 - d. A shareholder or group of shareholders specified in Clause 3, Article 15 of this Charter requests to convene a General Meeting of Shareholders. The request to convene a General Meeting of Shareholders must be made in writing, clearly stating the reason and purpose of the meeting, with sufficient signatures of the relevant shareholders, or the request must be made in multiple copies and must include sufficient signatures of the relevant shareholders;
 - e. The Audit Committee may request a meeting if it has reason to believe that members of the Board of Directors or other executives have materially breached their duties or that the Board of Directors has acted or intends to act beyond its authority;
 - f. Other cases as prescribed by law and this Charter.
5. Convening an extraordinary meeting of shareholders

- a. The Board of Directors must convene a meeting of the General Meeting of Shareholders within thirty [30] days from the date the number of remaining members of the Board of Directors and independent members of the Board of Directors is as prescribed in Point c, Clause 4 of this Article or from the date of receipt of the request prescribed in Point d and Point e, Clause 4 of this Article;
- b. In case the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in Point a, Clause 5 of this Article, the Audit Committee must replace the Board of Directors in convening the General Meeting of Shareholders as prescribed in Clause 3, Article 140 of the Enterprises Law;
- c. In case the Audit Committee fails to convene the General Meeting of Shareholders as prescribed in Point b, Clause 5 of this Article, the shareholder or group of shareholders with the request as prescribed in Point d, Clause 4 of this Article shall have the right to replace the Board of Directors in convening the General Meeting of Shareholders as prescribed in Clause 4, Article 140 of the Enterprises Law.

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

Article 18. Rights and obligations of the General Meeting of Shareholders

1. Rights and obligations of the General Meeting of Shareholders

The General Meeting of Shareholders, comprising all shareholders with voting rights, is the highest decision-making body of a joint stock company.

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

- a. Approving the company's development orientation;
- b. Decide on the types of shares and the total number of shares of each type that are allowed to be offered for sale; decide on the annual dividend rate for each type of shares;
- c. Elect, dismiss, remove members of the Board of Directors and Supervisors;
- d. Decision to invest or sell assets with a value of 35% or more of the total asset value recorded in the company's most recent financial report, except in cases where the company's charter stipulates a different ratio or value;

- e. Decision to amend and supplement the Company Charter;
- f. Approval of annual financial reports;
- g. Decision to buy back more than 10% of total sold shares of each type;
- h. Review and handle violations by members of the Board of Directors that cause damage to the company and its shareholders;
- i. Decision to reorganize and dissolve the company;
- j. Decide on the budget or total remuneration, bonuses and other benefits for the Board of Directors and the Board of Supervisors;
- k. Approve internal governance regulations; operating regulations of the Board of Directors;
- l. Approve the list of independent auditing companies; decide on the independent auditing company to conduct an inspection of the company's operations, and dismiss the independent auditor when deemed necessary (if any);
- m. The General Meeting of Shareholders approves the following contracts and transactions:
 - Contracts and transactions between the company and related persons as prescribed in Clause 1, Article 167 of the Enterprise Law are valid. from [35%] of the total value of assets recorded in the most recent financial statement.
 - Contracts, transactions of borrowing, lending, selling assets with a value greater than [10%] of the total value of the company's assets recorded in the most recent financial report between the company and shareholders owning 51% or more of the total number of voting shares or related persons of such shareholders.

3. Shareholders are not allowed to vote in the following cases:

- Approve contracts specified in Clause 2 of this Article when that shareholder or a person related to that shareholder is a party to the contract;
- The repurchase of shares by that shareholder or by a person related to that shareholder, except in cases where the repurchase of shares is made in proportion to the ownership ratio of all shareholders or the repurchase is made through order matching transactions on the Stock Exchange or public offering in accordance with the provisions of law.
- All resolutions and issues included in the meeting agenda must be discussed and voted on at the General Meeting of Shareholders.

Article 19. Authorization to attend the General Meeting of Shareholders

1. Shareholders who have the right to attend the General Meeting of Shareholders as prescribed by law may authorize a number of individuals or organizations to attend on their behalf. In case there is more than one authorized representative, the number of shares and votes authorized for each representative must be specifically determined.
2. The authorization for a representative to attend the General Meeting of Shareholders must be made in writing according to the Company's form and must be signed according to the following provisions:
 - a. In case an individual shareholder is the principal, the authorization letter must be signed by that shareholder and the individual or legal representative of the organization authorized to attend the meeting;
 - b. In case the institutional shareholder is the principal, the authorization letter must be signed by the authorized representative, the legal representative of the institutional shareholder and the individual, the legal representative of the organization authorized to attend the meeting;
 - c. In other cases, the authorization letter must be signed by the legal representative of the shareholder and the person authorized to attend the meeting.

The person authorized to attend the General Meeting of Shareholders must submit the authorization document when registering to attend the meeting before entering the meeting room.
3. In case a lawyer signs a representative appointment paper on behalf of the principal, the representative appointment in this case shall only be considered effective if the representative appointment paper is presented together with the power of attorney for the lawyer (if not previously registered with the Company).
4. Except for the case specified in Clause 3 of this Article, the voting ballot of the person authorized to attend the meeting within the scope of authorization remains valid when one of the following cases occurs:
 - a. The authorized person has died, has limited civil act capacity or has lost civil act capacity;
 - b. The principal has revoked the appointment of the proxy;
 - c. The principal has revoked the authority of the agent.

This provision shall not apply in the event that the Company receives notice of one of the above events before the opening of the General Meeting of Shareholders or before the meeting is convened.

Article 20. Change of rights

1. The change or cancellation of special rights attached to a type of preferred shares shall be effective when approved by shareholders holding at least 65% of the common shares attending the meeting and at the same time approved by shareholders holding at least 65% of the voting rights of the above type of preferred shares. The organization of a meeting of shareholders holding a type of preferred shares to approve the above change of rights shall only be valid when there are at least two (02) shareholders (or their authorized representatives) and holding at least one-third (1/3) of the par value of the issued shares of that type. In case there is not enough quorum as stated above, the meeting shall be re-organized within thirty (30) days thereafter and the holders of shares of that type (regardless of the number of people and shares) present in person or through authorized representatives shall be considered to have sufficient quorum. At meetings of the shareholders holding the above-mentioned preference shares, the holders of shares of that class present in person or by proxy may request a secret ballot. Each share of the same class shall have equal voting rights at the above meetings.
2. The procedures for conducting such separate meetings are similar to the provisions in Articles 19 and 21 of this Charter.
3. Unless otherwise provided in the terms of issue of shares, the special rights attached to the classes of shares with preferential rights in respect of some or all matters relating to the distribution of the Company's profits or assets shall not be changed when the Company issues additional shares of the same class.

Article 21. Convening, meeting agenda and notice of General Meeting of Shareholders

1. The Board of Directors convenes annual and extraordinary meetings of shareholders.
2. The person convening the General Meeting of Shareholders must perform the following tasks:
 - a. Prepare a list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no later than ten [10] days before the date of sending the notice of invitation to the General Meeting of Shareholders;
 - b. Providing information and resolving complaints related to shareholder lists
 - c. Develop program and content of congress;
 - d. Prepare documents for the congress;

- e. Draft resolution of the General Meeting of Shareholders according to the expected content of the meeting; list and detailed information of candidates in case of election of members of the Board of Directors;
 - f. Determine the time and place of the meeting;
 - g. send notices and send notices of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;
 - h. Other work serving the congress.
3. Notice of the General Meeting of Shareholders shall be sent to all shareholders by registered mail and shall be published on the Company's website, the State Securities Commission and the Stock Exchange. The person convening the General Meeting of Shareholders shall **send a notice of invitation** to all shareholders on the List of Shareholders entitled to attend the meeting **at least twenty-one (21) days** before the opening date of the General Meeting of Shareholders (from the date on which the notice is duly sent or transferred, postage is paid or mailed). The agenda of the General Meeting of Shareholders and documents relating to the issues to be voted on at the meeting shall be sent to shareholders and/or posted on the Company's website. In the event that the documents are not enclosed with the notice of the General Meeting of Shareholders, the notice of invitation to the meeting shall clearly state the link to all meeting documents for shareholders to access, including:
- a. Meeting agenda, documents used in the meeting;
 - b. List and details of candidates in case of election of members of the Board of Directors;
 - c. Voting card;
 - d. Form of appointment of authorized representative to attend meeting;
 - e. Draft resolutions for each issue on the agenda.
4. Shareholders or groups of shareholders as prescribed in Clause 3, Article 15 of this Charter have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and must be sent to the Company at least three (03) working days before the opening date of the General Meeting of Shareholders. The proposal must include the shareholder's full name, permanent address, nationality, Citizen Identification Card number, Identity Card, Passport or other legal personal identification for individual shareholders; name, enterprise code or establishment decision number, head office address for organizational shareholders; the number and type of shares held by that shareholder, and the proposed content to be included in the meeting agenda.
5. The convener of the General Meeting of Shareholders has the right to reject the

proposal specified in Clause 4 of this Article if it falls into one of the following cases:

- a. The proposals was sent late or was incomplete or incorrect in content;
- b. At the time of the proposal, the shareholder or group of shareholders does not hold [5]% or more of common shares as prescribed in Clause 3, Article 15 of this Charter;
- c. The proposed issue is not within the scope of decision-making authority of the General Meeting of Shareholders;
- d. Other cases as prescribed by law and this Charter.

Article 22. Conditions for holding a General Meeting of Shareholders

1. The General Meeting of Shareholders is held when the number of shareholders attending the meeting represents more than **[50%]** total number of voting shares.
2. In case there is not enough number of delegates required within thirty (30) minutes from the time of determining the opening of the meeting, the convener shall cancel the meeting. The General Meeting of Shareholders must be reconvened within thirty (30)] days from the date of the first General Meeting of Shareholders. The second General Meeting of Shareholders shall only be held when the number of shareholders attending the meeting represents **at least 33%** of the total number of shares with voting rights.
3. In case the second meeting cannot be held due to the lack of sufficient delegates within thirty (30) minutes from the scheduled opening time of the meeting, the third General Meeting of Shareholders may be convened within twenty (20) days from the scheduled date of the second meeting. In this case, the meeting shall be held regardless of the total number of votes of the attending shareholders, shall be considered valid and shall have the right to decide all matters expected to be approved at the first General Meeting of Shareholders.

Article 23. Procedures for conducting meetings and voting at the General Meeting of Shareholders

1. Before opening the meeting, the company must carry out shareholder registration procedures and must continue to register until all shareholders entitled to attend the meeting have registered;
2. When registering shareholders, the Company shall issue to each shareholder or authorized representative with voting rights a voting card, on which is stated the registration number, full name of the shareholder, full name of the authorized representative and the number of votes of that shareholder.

3. The General Meeting of Shareholders discusses and votes on each issue in the agenda. Voting is conducted by voting for, against and abstention. The vote counting results are announced by the chairman immediately before the closing of the meeting, unless otherwise provided in the Company Charter;
4. Shareholders or authorized representatives who arrive after the meeting has opened have the right to register immediately and then have the right to participate and vote at the meeting immediately after registration. The Chairman is not responsible for stopping the meeting to allow late shareholders to register and the validity of the contents voted on before will not change.
5. The Chairman of the Board of Directors shall chair meetings convened by the Board of Directors. In case the Chairman is absent or temporarily unable to work, the remaining members of the Board of Directors shall elect one of them to chair the meeting by majority rule.
 - In other cases, the person who signs the summons for the General Meeting of Shareholders shall conduct the meeting. The General Meeting of Shareholders shall elect a chairman of the meeting and the person with the highest number of votes shall be appointed as chairman of the meeting.
6. The agenda and content of the meeting must be approved by the General Meeting of Shareholders in the opening session. The agenda must clearly and specifically specify the time for each issue in the agenda.
7. The Chairman of the meeting may conduct necessary activities to conduct the General Meeting of Shareholders in a valid, orderly manner, according to the approved agenda and reflecting the wishes of the majority of the attending delegates.
8. The person convening or chairing the meeting of the General Meeting of Shareholders has the following rights:
 - a. Require all meeting attendees to submit to inspection or other reasonable, legal security measures;
 - b. Request competent authorities to maintain order at the meeting; expel those who do not comply with the chairman's authority, intentionally disrupt order, prevent the normal progress of the meeting or do not comply with security check requirements from the General Meeting of Shareholders;
9. The Chairman has the right to postpone a General Meeting of Shareholders with a sufficient number of registered attendees for no more than 03 working days from the date of the scheduled opening of the meeting and may only postpone the meeting or change the meeting location in the following cases:

- a. The meeting location does not have enough convenient seating for all attendees;
 - b. The media at the meeting location does not ensure that shareholders attending the meeting can participate, discuss and vote;
 - c. There are attendees who obstruct or disrupt the meeting, causing the meeting to not be conducted fairly and legally;
10. The convener of the General Meeting of Shareholders, after careful consideration, may take appropriate measures to:
- a. Seating arrangement at the venue of the General Meeting of Shareholders;
 - b. Ensure the safety of everyone present at meeting locations;
 - c. Facilitate shareholders to attend (or continue to attend) the meeting. The convener of the General Meeting of Shareholders has the full right to change the above measures and apply all necessary measures. The measures applied may be to issue admission tickets or use other forms of selection.
11. 11. In case the General Meeting of Shareholders applies the above measures, the person convening the General Meeting of Shareholders, when determining the meeting location, may:
- a. Notice of the meeting being held at the location stated in the notice and the chairman of the meeting being present there (“Principal Place of Meeting”);
 - b. Arrange and organize so that shareholders or authorized representatives who cannot attend the meeting according to this Article or those who wish to attend at a location other than the main location of the meeting can simultaneously attend the meeting;
- The notice of the holding of the meeting need not detail the organizational measures under this Article.
12. In this Charter (unless the circumstances otherwise require), every shareholder is deemed to have attended the meeting at the principal place of the meeting.
13. Every year, the Company organizes a General Meeting of Shareholders at least once (01). The annual General Meeting of Shareholders shall not be organized in the form of collecting shareholders' opinions in writing.
14. The Annual General Meeting of Shareholders/Extraordinary General Meeting of Shareholders will be held in the following forms: in-person meeting; online meeting or a combination of both in-person and in-person forms. Depending on the actual situation each year, the specific form of organization will be decided by the Board of Directors.

Article 24. Approval of Resolutions of the General Meeting of Shareholders

1. Resolutions on the following contents shall be passed if approved by

shareholders representing **65%** or more of the total votes of all shareholders attending the meeting, except for the cases specified in Clauses 2 and 3 of this Article, specifically including:

- a. Type of shares and total number of shares of each type;
 - b. Change of industry, profession and business field;
 - c. Change the company's management structure;
 - d. Investment projects or sale of assets with a value of 35% or more of the total asset value recorded in the company's most recent financial report, except in cases where the company's charter stipulates a different ratio or value;
 - e. Reorganization and dissolution of the company;
2. Except for the cases specified in Clause 1 and Clause 3 of this Article, decisions of the General Meeting of Shareholders on the following issues shall be adopted when **there are more than [50%]** of the total votes of shareholders with voting rights present in person or through authorized representatives present at the General Meeting of Shareholders:
- a. Through annual financial statements;
 - b. Short and long term development plans of the Company;
 - c. Dismiss, remove and replace members of the Board of Directors and report on the Board of Directors' appointment of the General Director.
- 3.3. Election of members of the Board of Directors: except for the case of electing additional members of the Board of Directors (arising in the middle of the term when the number of members is deficient due to the dismissal/removal of members of the Board of Directors), the voting to elect members of the Board of Directors must be carried out by the method of cumulative voting, according to which each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of elected members of the Board of Directors and shareholders have the right to concentrate all or part of their total votes on one or several candidates.
- The elected members of the Board of Directors are determined by the number of votes from high to low, starting from the candidate with the highest number of votes until the number of members specified in the Company Charter is sufficient. In case there are 02 or more candidates with the same number of votes for the final member of the Board of Directors, a re-election will be conducted among the candidates with the same number of votes or selection will be made according to the criteria of the election regulations.
4. Resolutions of the General Meeting of Shareholders passed by 100% of the total

number of voting shares are legal and effective even if the order and procedures for passing such resolution are not carried out correctly as prescribed.

Article 25. Authority and procedures for obtaining shareholders' written opinions to pass Resolutions of the General Meeting of Shareholders

The authority and procedures for obtaining written opinions of shareholders to approve decisions of the General Meeting of Shareholders shall be implemented according to the following provisions:

1. The Board of Directors has the right to obtain written opinions from shareholders to approve decisions of the General Meeting of Shareholders on matters within the authority of the General Meeting of Shareholders as prescribed in Clauses 1 and 2, Article 18 of the Charter, including the following matters if deemed necessary to promptly serve the company's production and business activities:
 - a. Amend and supplement the contents of the Company Charter;
 - b. Company development orientation;
 - c. Type of shares and total number of shares of each type;
 - d. Elect (including additional election) , dismiss, remove members of the Board of Directors;
 - e. Decision to invest or sell assets with a value equal to or greater than 35% of the total asset value recorded in the company's most recent Financial Statement, or another smaller ratio or value as prescribed by the company's Charter;
 - f. Approval of the annual financial report;
 - g. Reorganization and dissolution of the company.
2. The Board of Directors must prepare the voting ballot, draft resolution of the General Meeting of Shareholders and documents explaining the draft resolution. The Board of Directors must ensure that the documents are sent and announced to shareholders within a reasonable time for consideration and voting and **must be sent at least ten (10) days before** the deadline for receiving voting ballots. The requirements and method of sending voting ballots and accompanying documents shall be implemented in accordance with the provisions of Clause 3, Article 18 of this Charter.
3. The opinion form must have the following main contents:
 - a. Name, head office address, business registration number;
 - b. Purpose of consultation;
 - c. Full name, permanent address, nationality, Citizen Identification Card number,

- Identity Card, Passport or other legal personal identification of the individual shareholder; name, enterprise code or establishment decision number, head office address of the organizational shareholder or full name, permanent address, nationality, Citizen Identification Card number, Identity Card, Passport or other legal personal identification of the authorized representative of the organizational shareholder; number of shares of each type and number of votes of the shareholder;
- d. Issues requiring consultation to pass decisions;
 - e. The opinion form includes the following items: "Approve " ; " Disapprove " and " No opinion " for each issue to be consulted;
 - f. Deadline for returning completed opinion forms to the Company;
 - g. Full name and signature of the Chairman of the Board of Directors and the legal representative of the Company.
4. The completed ballot must be signed by the individual shareholder, or the legal representative of the organization shareholder or the individual, or the authorized legal representative of the organization.
 5. The opinion form can be sent to the Company in the following forms:
 - a. Mailing: Voting forms sent to the Company must be contained in a sealed envelope and no one is allowed to open it before counting the votes;
 - b. Fax or email: Voting forms sent to the Company via fax or email must be kept confidential until the time of vote counting.

Voting ballots received by the Company after the deadline specified in the voting ballot or opened in the case of mailing or announced before the vote counting time in the case of faxing or emailing are invalid. Voting ballots that are not returned are considered as non-voting ballots.
 6. The Board of Directors shall count the votes and prepare a vote counting record under the witness of the Internal Audit Board or a shareholder who is not an executive of the enterprise. The vote counting record must contain the following main contents:
 - a. Name, head office address, business registration number;
 - b. Purpose and issues to be consulted to pass the resolution;
 - c. Number of shareholders with total number of votes participated in voting, in which distinguishing between valid and invalid votes and method of sending votes, with appendix of list of shareholders participating in voting;
 - d. Total number of votes for, against and abstentions on each issue;
 - e. The issues have been resolved;

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

Members of the Board of Directors, ballot counters, and ballot supervisors shall be jointly responsible for the honesty and accuracy of the ballot counting minutes; they are also jointly liable for any damages arising from decisions passed based on dishonest or inaccurate ballot counting.

7. The minutes of the vote counting must be sent to shareholders within fifteen (15) days from the date of completion of the vote counting. In case the Company has an electronic information page, the sending of the minutes of the vote counting can be replaced by posting on the Company's electronic information page within twenty-four (24) hours from the time of completion of the vote counting.

8. The completed ballots, vote counting minutes, adopted resolutions and related documents attached to the ballots must all be kept at the Company's head office.

9. A resolution is passed by way of obtaining written opinions from shareholders if approved by shareholders owning **more than [50%]** of the total number of votes of all shareholders with voting rights ; The resolution has the same value as a resolution passed at the General Meeting of Shareholders.

Article 26. Minutes of the General Meeting of Shareholders

1. Minutes of the General Meeting of Shareholders must be recorded and may be audio-recorded or recorded and stored in other electronic forms. Minutes must be prepared in Vietnamese, and may also be prepared in English, and contain the following main contents:
 - a. Name, head office address, business registration number;
 - b. Time and place of the General Meeting of Shareholders;
 - c. Meeting agenda and content;
 - d. Full name of the chairman and secretary;
 - e. Summarize the meeting proceedings and opinions expressed at the General Meeting of Shareholders on each issue in the meeting agenda;
 - f. Number of shareholders and total number of votes of shareholders attending the meeting, appendix of list of shareholders registered, shareholder representatives attending the meeting with corresponding number of shares and votes;
 - g. Total number of votes for each voting issue, clearly stating the voting method, total number of valid, invalid, approving, disapproving and abstaining votes; corresponding ratio to the total number of votes of shareholders attending the meeting;

- h. Issues passed and corresponding percentage of votes passed;
- i. Signature of the chairman and secretary.

Minutes made in Vietnamese and English have the same legal effect. In case of any difference in the content of the minutes in Vietnamese and English, the content in the minutes in Vietnamese shall prevail.

2. Minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The chairman and secretary of the meeting must be jointly responsible for the truthfulness and accuracy of the content of the minutes.
3. Minutes of the General Meeting of Shareholders must be published on the Company's website within twenty-four (24) hours or sent to all shareholders within fifteen (15) days from the end of the meeting.
4. Minutes of the General Meeting of Shareholders are considered authentic evidence of the work conducted at the General Meeting of Shareholders unless there are objections to the content of the minutes submitted in accordance with prescribed procedures within ten (10) days from the date of sending the minutes.
5. Minutes of the General Meeting of Shareholders, appendix of list of shareholders registered to attend the meeting with shareholders' signatures, authorization letter to attend the meeting and related documents must be kept at the Company's head office.

Article 27. Request to cancel Resolution of the General Meeting of Shareholders

Within ninety (90) days from the date of receipt of the minutes of the General Meeting of Shareholders or the minutes of the results of the vote counting to collect shareholders' opinions in writing, members of the Board of Directors, Supervisors, General Director, shareholders or groups of shareholders specified in Clause 3, Article 12 of this Charter have the right to request the Court or Arbitration to review and cancel the decision of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening meetings or obtaining written opinions of shareholders and making decisions of the General Meeting of Shareholders are not implemented in accordance with the provisions of the Enterprises Law and this Charter, except for the case specified in Clause 4, Article 21 of this Charter.
2. The content of the resolution violates the law or this Charter.

In case the decision of the General Meeting of Shareholders is annulled by a decision of the Court or Arbitration, the person convening the annulled General

Meeting of Shareholders may consider reorganizing the General Meeting of Shareholders within the next [45] days in accordance with the procedures prescribed in the Enterprises Law and this Charter.

CHAPTER VII: BOARD OF DIRECTORS

Article 28: Organizational structure, standards and conditions for membership in the Board of Directors

1. Members of the Board of Directors must have the following standards and conditions:
 - a. Not subject to the provisions of Clause 2, Article 17 of the Enterprises Law;
 - b. Have professional qualifications and experience in business administration or in the company's business fields, industries and professions and do not necessarily have to be a shareholder of the company, unless otherwise provided in the Company Charter;
 - c. A member of the Board of Directors of a company may concurrently be a member of the Board of Directors of another company;
2. Except where otherwise provided by the law on securities, independent members of the Board of Directors as prescribed in Point b, Clause 1, Article 137 of the Enterprises Law must meet the following standards and conditions:
 - a. Not being a person currently working for the company, parent company or subsidiary of the company; not being a person who has worked for the company, parent company or subsidiary of the company for at least the previous 3 consecutive years;
 - b. Not being a person receiving salary or remuneration from the company, except for allowances that members of the Board of Directors are entitled to according to regulations;
 - c. Not being a person whose wife or husband, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological brother, biological sister, or biological sibling is a major shareholder of the company; is a manager of the company or a subsidiary of the company;
 - d. Not being a person who directly or indirectly owns at least 01% of the total number of voting shares of the company;
 - e. Not a person who has been a member of the Board of Directors or Supervisory Board of the company for at least the previous 5 consecutive years, except in the case of being appointed for 2 consecutive terms.
- 3.3. An independent member of the Board of Directors must notify the Board of

Directors of the fact that he/she no longer meets the standards and conditions specified in Clause 2 of this Article and is automatically no longer an independent member of the Board of Directors from the date of non-fulfillment of the standards and conditions. The Board of Directors must notify the case where an independent member of the Board of Directors no longer meets the standards and conditions at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect additional or replace an independent member of the Board of Directors within 06 months from the date of receipt of the notice from the relevant independent member of the Board of Directors.

Article 29. Candidacy and nomination of members of the Board of Directors

1. In case the candidates have been identified in advance, information related to the Board of Directors candidates shall be included in the documents of the General Meeting of Shareholders and announced at least ten (10) days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. The Board of Directors candidates must have a written commitment to the truthfulness, accuracy and reasonableness of the personal information disclosed and must commit to performing their duties honestly if elected as a member of the Board of Directors. Information related to the Board of Directors candidates to be announced shall include at least the following contents:
 - a. Full name, date of birth;
 - b. Education level;
 - c. Professional qualifications;
 - d. Work process;
 - e. Companies in which the candidate holds the position of Board member and other management positions;
 - f. Assessment report on the candidate's contribution to the Company, in case the candidate is currently a member of the Company's Board of Directors;
 - g. Benefits related to the Company (if any);
 - h. Full name of the shareholder or group of shareholders nominating that candidate (if any);
 - i. Other information (if any).
2. Shareholders holding common shares from **[10]% of the total number of shares** specified in Clause 5, Article 15 of this Charter have the right to aggregate the number of voting rights to nominate candidates for the Board of Directors,

specifically as follows:

- Shareholders or groups of shareholders holding from 10% to less than 20% of total voting shares: may nominate one (01) candidate;
- Shareholders or groups of shareholders holding from 20% to less than 40% of total voting shares: may nominate a maximum of two (02) candidates;
- Shareholders or groups of shareholders holding 40% or more of total voting shares: may nominate up to three (03) candidates.

3. In case the number of candidates for the Board of Directors through nomination and candidacy is still not enough, the incumbent Board of Directors may nominate additional candidates or organize nominations according to the mechanism prescribed by the Company in the Internal Regulations on Corporate Governance. The procedure for the incumbent Board of Directors to introduce candidates for the Board of Directors must be clearly announced and must be approved by the General Meeting of Shareholders before the nomination is conducted according to the provisions of law.

Article 30. Composition and term of office of members of the Board of Directors

1. The number of members of the Board of Directors is **06 (six) people**. The term of office of a member of the Board of Directors is five (05) years and he/she may be re-elected for an unlimited number of terms.
2. The composition of the Board of Directors is as follows:
 - The total number of independent members of the Board of Directors must account for at least one-third (1/3) of the total number of members of the Board of Directors.
3. A member of the Board of Directors shall no longer be a member of the Board of Directors in the following cases:
 - a. Not qualified to be a member of the Board of Directors according to the provisions of the Enterprises Law or prohibited by law from being a member of the Board of Directors;
 - b. Have a resignation letter;
 - c. Has a mental disorder and another member of the Board of Directors has expert evidence that he or she is no longer legally competent;
 - d. Not attending meetings of the Board of Directors for six (06) consecutive months, except in cases of force majeure;
 - e. According to the decision of the General Meeting of Shareholders;

- f. Providing false personal information when submitting to the Company as a candidate for the Board of Directors;
 - g. Other cases as prescribed by law and this Charter.
4. The appointment of members of the Board of Directors must be disclosed in accordance with the provisions of the law on securities and the stock market.
5. A member of the Board of Directors may not be a shareholder of the Company.

Article 31. Powers and obligations of the Board of Directors

1. The business activities and affairs of the Company shall be subject to the supervision and direction of the Board of Directors. The Board of Directors is the body with full authority to exercise the rights and obligations of the Company which are not under the authority of the General Meeting of Shareholders.
2. The Board of Directors has the following powers and obligations:
- a. Decide on the company's strategy, medium-term development plan and annual business plan;
 - b. Propose the type of shares and the total number of shares that can be offered for sale of each type;
 - c. Decide to sell unsold shares within the number of shares that can be offered for sale of each type; decide to raise additional capital in other forms;
 - d. Decide on the selling price of shares and bonds of the company;
 - e. Decide to repurchase shares according to the provisions of Clause 1 and Clause 2, Article 133 of the Enterprises Law;
 - f. Decide on investment plans and investment projects within the authority and limits prescribed by law;
 - g. Decide on solutions for market development, marketing and technology;
 - h. Approve purchase, sale, loan, lending contracts and other contracts and transactions with a value of **35% or more of the total asset value**, recorded in the company's most recent financial report, except in cases where the company's charter stipulates a different ratio or value and the contract or transaction is under the decision-making authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138, Clauses 1 and 3, Article 167 of the Enterprises Law;
 - i. Elect, dismiss, remove the Chairman of the Board of Directors; appoint, dismiss, sign contracts, terminate contracts with the General Director and other important managers including the Deputy General Director, Chief Accountant, Chairman of the Audit Committee; decide on salaries, remuneration, bonuses and other benefits

of those managers; appoint authorized representatives to participate in the Board of Members or General Meeting of Shareholders at other companies, decide on remuneration and other benefits of those people;

- j. Supervise and direct the General Director and other managers in the daily business operations of the company;
 - k. Decide on the organizational structure and internal management regulations of the company, decide on the establishment of subsidiaries, branches, representative offices and on capital contribution and purchase of shares of other enterprises;
 - l. Approve the agenda and contents of documents for the General Meeting of Shareholders, convene the General Meeting of Shareholders or collect opinions for the General Meeting of Shareholders to pass resolutions;
 - m. Submit annual financial reports to the General Meeting of Shareholders;
 - n. Propose the level of dividends to be paid; decide on the time limit and procedures for paying dividends or handling losses arising during the business process;
 - o. Proposing the reorganization and dissolution of the company; requesting the bankruptcy of the company;
 - p. Other rights and obligations as prescribed by the Law and the Company Charter.
3. The following matters must be approved by the Board of Directors:
- a. Establish branches or representative offices of the Company;
 - b. Establish subsidiaries of the Company;
 - c. Within the scope of provisions in Clause 2, except for the cases specified in Clause 1, Article 133 and Clauses 2 and 3, Article 167 of the Enterprises Law which must be approved by the General Meeting of Shareholders, the Board of Directors decides on the implementation, amendment and cancellation of the Company's contracts;
 - d. Appoint and remove persons authorized by the Company as commercial representatives and Lawyers of the Company;
 - e. Borrowing and performance of mortgages, warranties, guarantees and indemnities of the Company;
 - f. Investments not included in the business plan and other investments exceeding 10% of the annual business plan and budget value;
 - g. Purchase or sale of shares or capital contributions in other companies established in Vietnam or abroad;
 - h. Valuation of assets contributed to the Company that are not in cash during the

- issuance of shares or bonds of the Company, including gold, land use rights, intellectual property rights, technology and technological know-how;
- i. The repurchase or withdrawal of no more than 10% of the total number of shares of each type offered for sale within twelve (12) months;
 - j. Decide on the price to buy back or withdraw the Company's shares;
 - k. Business matters or transactions which the Board determines require approval within the scope of its powers and responsibilities.
4. The Board of Directors must report to the General Meeting of Shareholders on its activities, specifically the Board of Directors' supervision of the General Director and other executives during the fiscal year. In case the Board of Directors fails to submit a report to the General Meeting of Shareholders, the Company's annual financial statements shall be deemed invalid and have not been approved by the Board of Directors.
5. Unless otherwise provided by law and the Charter, the Board of Directors may authorize subordinate employees and other executives to represent and handle work on behalf of the Company.

Article 32. Remuneration, bonuses and other benefits of members of the Board of Directors

1. Members of the Board of Directors (excluding authorized representatives) receive remuneration for their work as members of the Board of Directors. The total remuneration for the Board of Directors is decided by the General Meeting of Shareholders. This remuneration is divided among the members of the Board of Directors according to the agreement in the Board of Directors or divided equally in case of no agreement.
2. The total amount paid to each member of the Board of Directors, including remuneration, expenses, commissions, stock purchase rights and other benefits received from the Company, its subsidiaries, affiliated companies and other companies in which the Board of Directors represents the capital contribution, must be disclosed in detail in the Company's Annual Report. The remuneration of Board of Directors members must be shown as a separate item in the Company's Annual Financial Report.
3. A member of the Board of Directors holding an executive position or a member of the Board of Directors serving on a subcommittee of the Board of Directors or performing other duties which, in the opinion of the Board of Directors, are outside the scope of the normal duties of a member of the Board of Directors, may be paid additional remuneration in the form of a lump sum, salary, commission, percentage of profits or in other forms as determined by the Board of Directors.

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

Article 33. Chairman of the Board of Directors

1. The Chairman of the Board of Directors is elected, dismissed, or removed from office by the Board of Directors from among the members of the Board of Directors.
2. The Chairman of the Board of Directors of a public company and a joint stock company as prescribed in Point b, Clause 1, Article 88 of the Enterprises Law may not concurrently hold the position of General Director.
3. The Chairman of the Board of Directors has the following rights and obligations:
 - a. Develop programs and plans for the Board of Directors' activities;
 - b. Prepare agenda, content, and documents for meetings; convene, chair and preside over meetings of the Board of Directors;
 - c. Organize the adoption of resolutions and decisions of the Board of Directors;
 - d. Monitor the implementation of resolutions and decisions of the Board of Directors;
 - e. Chair the General Meeting of Shareholders;
 - f. Other rights and obligations as prescribed by this Law and the Company Charter.
4. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize in writing another member to exercise the rights and obligations of the Chairman of the Board of Directors in accordance with the principles prescribed in the Company Charter. In case there is no authorized person or the Chairman of the Board of Directors dies, goes missing, is detained, is serving a prison sentence, is serving an administrative penalty at a compulsory drug rehabilitation facility, a compulsory education facility, has fled from his/her place of residence, has limited or lost civil capacity, has difficulty in cognition, controlling his/her behavior, is prohibited by the Court from holding a position, practicing a profession or doing certain work, the remaining members shall elect one of the members to hold the position of Chairman of the Board of Directors according to the principle of majority approval of the remaining members until a new decision of the Board of Directors is made.
- 5.5. When deemed necessary, the Board of Directors shall decide to appoint a corporate secretary. The corporate secretary shall have the following rights and obligations:

- a. Support the organization in convening meetings of the General Meeting of Shareholders and the Board of Directors; record meeting minutes;
- b. Support Board members in performing assigned rights and obligations;
- c. Support the Board of Directors in applying and implementing corporate governance principles;
- d. Support the company in building shareholder relations and protecting the legitimate rights and interests of shareholders; compliance with the obligation to provide information, publicize information and administrative procedures;
- e. Other rights and obligations as prescribed in the Company Charter.

Article 34. Meeting of the Board of Directors

1. In case the Board of Directors elects a Chairman, the Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors' term within seven (07) working days from the date of completion of the Board of Directors' election for that term. This meeting shall be convened by the member with the highest number of votes or the highest percentage of votes. In case there is more than one (01) member with the highest number of votes or the highest percentage of votes, the members shall vote by majority to select one (01) of them to convene a meeting of the Board of Directors.
2. The Chairman of the Board of Directors must convene regular and extraordinary meetings of the Board of Directors, set the agenda, time and place of the meeting at least five (05) working days before the meeting date. The Chairman may convene a meeting when deemed necessary, but there must be at least one (01) meeting per quarter.
3. The Chairman of the Board of Directors must convene a meeting of the Board of Directors, without delay without justifiable reason, when one of the following subjects requests in writing, stating the purpose of the meeting and the issues to be discussed:
 - a. Audit Committee;
 - b. General Director or at least five (05) other executives;
 - c. Independent Member of the Board of Directors;
 - d. At least two (02) members of the Board of Directors;
 - e. Other cases (if any).
4. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within seven (07) working days from the date of receipt of the request specified in Clause 3 of this Article. In case the meeting is not convened as

requested, the Chairman of the Board of Directors shall be responsible for any damage caused to the Company; the persons requesting the meeting specified in Clause 3 of Article 30 have the right to convene a meeting of the Board of Directors.

5. In case of request from an independent auditing company to audit the Company's financial statements, the Chairman of the Board of Directors must convene a meeting of the Board of Directors to discuss the audit report and the Company's situation.
6. The Board of Directors' meeting shall be held at the Company's head office or at another location in Vietnam or abroad as decided by the Chairman of the Board of Directors and agreed upon by the Board of Directors.
7. Notice of the Board of Directors meeting must be sent to the members of the Board of Directors and members of the Internal Audit Committee at least [five (05)] working days before the meeting date. A member of the Board of Directors may refuse the meeting notice in writing, and such refusal may be changed or revoked in writing by that member of the Board of Directors. Notice of the Board of Directors meeting must be in Vietnamese and must fully notify the time, location of the meeting, agenda, content of the issues discussed, accompanied by necessary documents on the issues discussed and voted at the meeting and the members' voting ballots.

The meeting notice shall be sent by mail, fax, email or other means, but must be ensured to reach the contact address of each member of the Board of Directors and members of the Internal Audit Board registered at the Company.

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

In case the number of members attending the meeting is not sufficient as prescribed, the meeting must be convened for the second time within seven (07) days from the date of the first scheduled meeting. The second meeting will be held if more than half (1/2) of the Board of Directors members attend the meeting.

9. A meeting of the Board of Directors may be held by video conference between members of the Board of Directors when all or some of the members are in different locations provided that each member attending the meeting is able to:
 - a. Hear each other Board member speak at the meeting;
 - b. Address all other members present simultaneously. Discussion among members may be conducted directly by telephone or other means of communication or a

combination of these methods. A member of the Board of Directors participating in such a meeting shall be considered "present" at that meeting. The place of a meeting held under this provision shall be the place where the majority of the members of the Board of Directors are present, or the place where the Chairman of the meeting is present.

Decisions passed in telephone meetings are properly organized and conducted, effective immediately upon the end of the meeting but must be confirmed by the signatures in the minutes of all members of the Board of Directors attending this meeting.

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

11. Vote

a. Except for the provisions at Point b, Clause 11, Article 34, each member of the Board of Directors or authorized person as prescribed in Clause 8 of this Article who is present in person as an individual at the meeting of the Board of Directors has one (01) vote;

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

c. Pursuant to Point md, Clause 11, Article 34, when an issue arises at a meeting related to the interests or voting rights of a member of the Board of Directors and that member does not voluntarily give up his/her voting rights, the decision of the chairperson is the final decision, except in cases where the nature or scope of the interests of the relevant member of the Board of Directors has not been fully disclosed;

d. Board member benefits from a stipulated contract at Clause 1 and Clause 2, Article 43 of this Charter is considered to have a material interest in that contract;

e. Audit Committee members have the right to attend Board of Directors meetings, have the right to discuss but not to vote.

12. A member of the Board of Directors who directly or indirectly benefits from a contract or transaction that has been signed or is expected to be signed with the

Company and knows that he or she has an interest in it shall be responsible for disclosing this interest at the first meeting of the Board discussing the signing of this contract or transaction. In case a member of the Board of Directors does not know that he or she or a related person has an interest at the time the contract or transaction is signed with the Company, this member of the Board of Directors must disclose the related interests at the first meeting of the Board of Directors held after this member knows that he or she has an interest or will have an interest in the above transaction or contract.

13. The Board of Directors shall pass decisions and resolutions based on the approval of the majority of the Board members attending the meeting. In case the number of votes for and against are equal, the vote of the Chairman of the Board of Directors shall be the deciding vote.
14. Resolutions adopted by written vote are approved by the majority of the members of the Board of Directors with voting rights. This resolution has the same effect and validity as a resolution adopted at a meeting.
15. The Chairman of the Board of Directors is responsible for sending the minutes of the Board of Directors' meetings to the members and the minutes are valid evidence of the work conducted during the meeting unless there is an objection to the content of the minutes within ten (10) days from the date of sending. The minutes of the Board of Directors' meetings are prepared in Vietnamese and may be prepared in English. The minutes must be signed by the chairman and the person taking the minutes.

Article 35. Dismissal, removal, replacement and addition of members of the Board of Directors

1. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:
 - a. Not meeting the standards and conditions prescribed in Article 155 of this Law;
 - b. Have a resignation letter and it is accepted;
 - c. Other cases specified in the Company Charter.
2. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:
 - a. Not participating in the activities of the Board of Directors for 06 consecutive months, except in cases of force majeure;
 - b. Other cases specified in the Company Charter.
3. When deemed necessary, the General Meeting of Shareholders shall decide to replace members of the Board of Directors; dismiss or remove members of the

Board of Directors, except in the cases specified in Clause 1 and Clause 2 of this Article.

4. The Board of Directors must convene a meeting of the General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:
 - a. The number of members of the Board of Directors is reduced by more than one-third compared to the number prescribed in the Company Charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within 60 days from the date the number of members is reduced by more than one-third;
 - b. The number of independent members of the Board of Directors is reduced, not ensuring the ratio as prescribed in Point b, Clause 1, Article 137 of the Enterprises Law;
 - c. Except for the cases specified in Point a and Point b of this Clause, the General Meeting of Shareholders shall elect new members to replace members of the Board of Directors who have been dismissed or removed at the most recent meeting.

Article 36. Subcommittees of the Board of Directors

1. The Board of Directors may establish a subcommittee to be responsible for development policies, personnel, remuneration, and internal audit. The number of members of the subcommittee shall be decided by the Board of Directors, but there should be at least three (03) people including members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members of the Board of Directors should make up the majority of the subcommittee and one of these members shall be appointed as Head of the subcommittee according to the decision of the Board of Directors. The activities of the subcommittee must comply with the regulations of the Board of Directors. The resolution of the subcommittee shall only be effective when the majority of members attending and voting at the subcommittee meeting are members of the Board of Directors.
2. The implementation of decisions of the Board of Directors, or of subcommittees under the Board of Directors, or of persons with the status of members of subcommittees of the Board of Directors must comply with current legal provisions and the provisions of the Company Charter.

Article 37. Audit Committee under the Board of Directors

1. The Audit Committee is a professional body under the Board of Directors. The Audit Committee has 02 or more members. The Chairman of the Audit

Committee must be an independent member of the Board of Directors. Other members of the Audit Committee must be non-executive members of the Board of Directors.

2. The Audit Committee shall pass decisions by voting at meetings, by collecting written opinions or by other means as prescribed by the Company Charter or the Audit Committee's operating regulations. Each member of the Audit Committee shall have one vote. Unless the Company Charter or the Audit Committee's operating regulations provide for a higher percentage, the Audit Committee's decision shall be passed if approved by the majority of the members attending the meeting; in the event of a tie, the final decision shall be made by the side with the opinion of the Chairman of the Audit Committee.
3. The Audit Committee has the following rights and obligations:
 - a. Have the right to access documents related to the Company's operations, discuss with other members of the Board of Directors, the Director (General Director), Chief Accountant and other managers to collect information for the Audit Committee's operations;
 - b. Has the right to request representatives of approved auditing organizations to attend and answer questions related to audited financial reports at meetings of the Audit Committee;
 - c. Use legal, accounting or other external consulting services when necessary;
 - d. Develop and submit to the Board of Directors policies on risk detection and management, propose to the Board of Directors solutions to handle risks arising in the Company's operations;
 - e. Prepare a written report to the Board of Directors when discovering that a member of the Board of Directors, the Director (General Director) and other managers do not fully perform their responsibilities as prescribed in the Enterprises Law and the Company Charter;
 - f. Develop the Audit Committee's operating regulations and submit them to the Board of Directors for approval.
 - g. Monitor the integrity of the company's financial statements and official announcements relating to the company's financial results;
 - h. Review of internal control and risk management systems;
 - i. Review transactions with related parties within the approval authority of the Board of Directors or the General Meeting of Shareholders and make recommendations on transactions requiring approval by the Board of Directors or the General Meeting of Shareholders;

- j. Supervise the company's internal audit department;
 - k. Propose an independent auditing company, remuneration level and related terms in the contract with the auditing company for the Board of Directors to approve before submitting to the Annual General Meeting of Shareholders for approval;
 - l. Monitor and evaluate the independence and objectivity of the auditing firm and the effectiveness of the auditing process, especially in cases where the company uses non-audit services of the auditor;
 - m. Supervision to ensure the company complies with legal regulations, requirements of regulatory agencies and other internal regulations of the company.
4. Report on the activities of the independent members of the Board of Directors in the Audit Committee at the annual General Meeting of Shareholders:
- 4.1. The independent Board member in the Audit Committee is responsible for reporting on its activities at the annual General Meeting of Shareholders.
 - 4.2. The performance report of the independent member of the Board of Directors in the Audit Committee at the annual General Meeting of Shareholders must ensure the following contents:
 - a. Remuneration, operating expenses and other benefits of the Audit Committee and each member of the Audit Committee;
 - b. Summary of meetings of the Audit Committee and conclusions and recommendations of the Audit Committee;
 - c. Results of monitoring of financial reports, operations and financial situation of the Company;
 - d. Assessment report on transactions between the Company, subsidiaries, other companies in which the Company controls 50% or more of the charter capital with members of the Board of Directors, General Directors, other executives and related persons of such entities; transactions between the Company and companies in which members of the Board of Directors, General Directors, other executives of the enterprise are founding members or enterprise managers within the last 3 years prior to the time of the transaction;
 - e. Assessment results of the Company's internal control and risk management system;
 - f. Results of supervision of the Board of Directors, General Director and other executives of the enterprise;
 - g. Results of the assessment of the coordination of activities between the Audit Committee, the Board of Directors, the General Director and shareholders;

Article 38. Person in charge of corporate governance

1. The Board of Directors shall appoint at least one (01) person as the Corporate Governance Officer to support the effective conduct of corporate governance activities. The term of office of the Corporate Governance Officer shall be decided by the Board of Directors, with a maximum of five (05) years.
2. The person in charge of corporate governance must meet the following criteria:
 - a. Have knowledge of the law;
 - b. Not to concurrently work for an independent auditing company that is auditing the Company's financial statements;
 - c. Other standards as prescribed by law, this Charter and decisions of the Board of Directors.
3. The Board of Directors may remove the Corporate Governance Officer when necessary, but not in contravention of current labor laws. The Board of Directors may appoint an Assistant to the Corporate Governance Officer from time to time.
4. The person in charge of corporate governance has the following rights and obligations:
 - a. Advise the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and related work between the Company and shareholders;
 - b. Prepare Board of Directors meetings and General Meetings of Shareholders as required by the Board of Directors;
 - c. Advice on meeting procedures;
 - d. Attend meetings;
 - e. Consulting on procedures for preparing resolutions of the Board of Directors in accordance with legal regulations;
 - f. Provide financial information, copies of Board of Directors meeting minutes and other information to members of the Board of Directors and the Audit Committee ;
 - g. Monitor and report to the Board of Directors on the company's information disclosure activities.
 - h. Keep information confidential according to the provisions of law and the Company Charter;
 - i. Other rights and obligations as prescribed by law and the Company Charter.

CHAPTER VIII: GENERAL DIRECTOR AND OTHER EXECUTIVE OFFICERS

Article 39. Organization of management apparatus

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

Article 40. Company Executives

1. The Company's executives include: General Director, Deputy General Director, Chief Accountant.
2. At the request of the General Director and with the approval of the Board of Directors, the Company may recruit other managers with the number and standards in accordance with the Company's management structure and regulations as prescribed by the Board of Directors.
3. The General Director is paid salary and bonus. The General Director's salary and bonus are decided by the Board of Directors.
4. The salary of the executive is included in the Company's business expenses according to the provisions of the law on corporate income tax, shown as a separate item in the Company's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.

Article 41. Standards and conditions of General Director

The General Director must meet the following standards and conditions:

- a. Not subject to the provisions of Clause 2, Article 17 of the Enterprises Law;
- b. Must not be a family member of the enterprise manager, the company's Controller and parent company; the representative of state capital, the representative of enterprise capital at the company and parent company;
- c. Have professional qualifications and experience in business administration of the company.

Article 42. Appointment, dismissal, duties and powers of the General Director

1. The Board of Directors shall appoint one (01) member of the Board of Directors or another person as the General Director; sign a contract specifying remuneration, salary and other benefits. The remuneration, salary and other benefits of the General Director must be reported at the Annual General Meeting of Shareholders, shown as a separate item in the Annual Financial Report and stated in the Company's Annual Report.

2. The term of office of the General Director shall not exceed five (05) years and may be reappointed. The appointment may expire based on the provisions of the employment contract. The General Director shall not be a person prohibited by law from holding this position and shall meet the standards and conditions prescribed by law and the Company Charter.
3. The General Director has the following rights and obligations:
 - a. Decide on matters related to the company's daily business operations that are not under the authority of the Board of Directors;
 - b. Organize the implementation of resolutions and decisions of the Board of Directors;
 - c. Organize the implementation of the company's business plan and investment plan;
 - d. Proposing organizational structure plan and internal management regulations of the company;
 - e. Appoint, dismiss, and remove management positions in the company, except for positions under the authority of the Board of Directors;
 - f. Decide on salaries and other benefits for employees in the company, including managers under the appointment authority of the Director or General Director;
 - g. Labor recruitment;
 - h. Proposing plans to pay dividends or handle business losses ;
 - i. Other rights and obligations as prescribed by law, the Company Charter and resolutions and decisions of the Board of Directors.
 - j. On September 30 of each year, submit to the Board of Directors for approval a detailed business plan for the following fiscal year on the basis of meeting the requirements of the appropriate budget as well as the five (05) year financial plan;
 - k. Prepare the Company's long-term, annual and quarterly budgets (hereinafter referred to as the budget) to serve the Company's long-term, annual and quarterly management activities according to the business plan. The annual budget (including the balance sheet, income statement and expected cash flow statement) for each fiscal year must be submitted to the Board of Directors for approval and must include the information specified in the Company's regulations;
 - l. Other rights and obligations as prescribed by law, this Charter, internal regulations of the Company, resolutions of the Board of Directors, and labor contracts signed with the Company.
4. The General Director is responsible to the Board of Directors and the General Meeting of Shareholders for the performance of assigned duties and powers and must report to these levels when requested.

5. The General Director must manage the daily business of the company in accordance with the provisions of law, the Company Charter, the labor contract signed with the company and the resolutions and decisions of the Board of Directors. In case of management contrary to the provisions of this clause causing damage to the company, the Director or General Director must be responsible before the law and must compensate the company for the damage.
6. The Board of Directors may dismiss the General Director when the majority of the Board members with voting rights present at the meeting agree and appoint a new General Director to replace him.

CHAPTER IX: ACCEPTANCE OF TRANSACTION CONTRACT BETWEEN THE COMPANY AND RELATED PERSONS

Article 43. Approval of contracts and transactions between the company and related persons

1. 1. The Board of Directors approves the contracts and transactions between the company and the following related persons:
 - a. Shareholders, authorized representatives of shareholders being organizations owning more than 10% of the total common shares of the company and their related persons;
 - b. Members of the Board of Directors, General Director and their related persons;
 - c. Enterprises whose members of the Board of Directors, General Director and other executives of the company must declare according to the provisions of Clause 2, Article 164 of the Enterprises Law.
2. The Board of Directors shall approve contracts and transactions as prescribed in Clause 1 of this Article and with a value of less than 35% of the total value of the company's assets recorded in the most recent financial report. In this case, the company representative signing the contract or transaction must notify the members of the Board of Directors and the Audit Committee of the entities involved in such contract or transaction and enclose a draft contract or the main content of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within 15 days from the date of receipt of the notification, unless the Company Charter stipulates a different time limit; members of the Board of Directors with interests related to the parties in the contract or transaction shall not have the right to vote.
3. The General Meeting of Shareholders approves the following contracts and transactions:
 - a. Contracts and transactions other than those specified in Clause 2 of this Article;

- b. Contracts, transactions of borrowing, lending, selling assets with a value greater than 10% of the total value of the enterprise's assets recorded in the most recent financial report between the company and shareholders owning 51% or more of the total number of voting shares or related persons of such shareholders.
4. In case of approval of a contract or transaction as prescribed in Clause 3 of this Article, the representative of the company signing the contract or transaction must notify the Board of Directors and the Audit Committee of the parties involved in the contract or transaction and send along a draft contract or a notice of the main content of the transaction. The Board of Directors shall submit a draft contract or transaction or explain the main content of the contract or transaction at the General Meeting of Shareholders or obtain written opinions from shareholders. In this case, shareholders with interests related to the parties to the contract or transaction shall not have the right to vote; the contract or transaction shall be approved as prescribed in Clause 1 and Clause 4, Article 148 of the Enterprises Law, unless otherwise provided in the Company Charter.
5. Contracts and transactions shall be invalidated by a Court decision and handled in accordance with the provisions of law when signed in violation of the provisions of this Article; the person signing the contract or transaction, the shareholder, member of the Board of Directors or the General Director involved must jointly compensate for any damages arising and return to the company the profits gained from the performance of such contract or transaction.
6. The company must publicly disclose relevant contracts and transactions in accordance with relevant laws.

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

Article 44. Responsibilities of members of the Board of Directors, members of the Audit Committee, General Director and company executives

1. Members of the Board of Directors, Members of the Audit Committee, the General Director and other executives have the following responsibilities:
 - a. Exercise assigned rights and obligations in accordance with relevant laws, the Company Charter, and resolutions of the General Meeting of Shareholders;
 - b. Exercise assigned rights and obligations honestly, carefully and to the best of one's ability to ensure the maximum legitimate interests of the company;
 - c. Be loyal to the interests of the company and shareholders; do not abuse position, title and use information, know-how, business opportunities, and other assets of the company for personal gain or to serve the interests of other organizations or

individuals;

- d. Timely, fully and accurately notify the company of the contents specified in Clause 2, Article 43 of the Charter;
- e. Other responsibilities as prescribed by law and the Company Charter.

2. Members of the Board of Directors, members of the Audit Committee, the General Director and other executives who violate the provisions of Clause 1 of this Article shall be personally or jointly responsible for compensating for lost benefits, returning benefits received and fully compensating for damages to the company and third parties.

Article 45. Responsibility to be honest and avoid conflicts of interest

1. Member of the Board of Directors, Member of the Audit Committee, General Director and other executives must disclose benefits as prescribed in Clause 2, Article 43.
2. Members of the Board of Directors, Member of the Audit Committee, General Directors and other executives are obliged to notify the Board of Directors within seven (07) working days from the date of arising of related interests or amendments and supplements to reported interests, all interests that may conflict with the interests of the Company that they may enjoy through economic entities, transactions or other individuals.
3. Unless otherwise decided by the General Meeting of Shareholders, the Company shall not provide loans or guarantees to the members of the Board of Directors, members of the Audit Committee, the General Director and other executives and individuals and organizations related to the above members or legal entities in which these persons have financial interests, except in cases where the public company and the organization related to this member are companies in the same group or companies operating in a group of companies, including parent company - subsidiary, economic group and specialized laws have other provisions.
4. Contracts or transactions between the Company and one or more members of the Board of Directors, members of the Audit Committee, the General Director and executives and individuals, organizations related to them or companies, partners, associations, or organizations of which members of the Board of Directors, members of the Audit Committee, the General Director, other executives or individuals related to them are members, or have related financial interests shall not be invalidated in the following cases:
 - a. For contracts **with a value less than 35%** total asset value recorded in the most recent financial report , important contents of contracts or transactions as well as relationships and interests of Board of Directors members, Audit Committee

members, General Director and other executive has been reported to the Board of Directors. At the same time, the Board of Directors has authorized the implementation of such contract or transaction in good faith by the majority vote of the Board members who have no related interests;

- b. For contracts **with a value of 35% or more** of the total asset value recorded in the most recent financial report, the important contents of this contract or transaction as well as the relationships and interests of the Board of Directors, Audit Committee Members, General Director and other executives have been announced to shareholders with no relevant interests who have the right to vote on that issue, and those shareholders have approved this contract or transaction;
- c. Such contract or transaction is considered by an independent consulting organization to be fair and reasonable in all aspects related to the Company's shareholders at the time the transaction or contract is approved by the Board of Directors or the General Meeting of Shareholders.

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

Article 46. Liability for damage and compensation

1. Member of the Board of Directors, Member of the Audit Committee, General Director and Other executives who violate their obligations, responsibilities of honesty and care, and fail to fulfill their obligations with diligence and professional competence shall be liable for damages caused by their violations.
2. The Company shall indemnify any person who has been, is or may become a party to any claim, lawsuit or prosecution (including civil and administrative cases and not lawsuits initiated by the Company) if such person has been or is a member of the Board of Directors, General Director, other executive officer, employee or authorized representative of the Company or such person has been or is acting at the request of the Company as a member of the Board of Directors, member of the Audit Committee, General Director and another executive , employee or authorized representative of the Company provided that such person has acted honestly, carefully, diligently in the interests of or not in conflict with the interests of the Company, in compliance with the law and there is no evidence to confirm that such person has breached his or her responsibilities.
3. When performing functions, duties or executing work authorized by the Company, Board of Directors members, Audit Committee members, General Director and

other executives, employees or authorized representatives of the Company shall be compensated by the Company when becoming a party involved in complaints, lawsuits, or prosecutions (except for lawsuits initiated by the Company) in the following cases:

- a. Has acted honestly, carefully, diligently for the benefit and not in conflict with the interests of the Company;
 - b. Comply with the law and have no evidence of failure to perform their responsibilities.
4. Compensation costs include expenses incurred (including attorneys' fees), judgment costs, fines, and payments actually or reasonably incurred in resolving these cases within the framework of the law. The Company may purchase insurance for these people to avoid the above compensation liabilities.

CHAPTER XI: RIGHT TO SEARCH COMPANY BOOKS AND RECORDS

Article 47. Right to investigate books and records

1. A shareholder or group of shareholders mentioned in Clause 3, Article 15 of this Charter has the right to directly or through an authorized person submit a written request to inspect the list of shareholders, the minutes of the General Meeting of Shareholders and to photocopy or extract these documents during working hours and at the Company's head office. The request for inspection by the authorized representative of the shareholder must be accompanied by a power of attorney from the shareholder that person represents or a notarized copy of this power of attorney.
2. Members of the Board of Directors, the General Director and other executives have the right to inspect the Company's shareholder register, the list of shareholders and other books and records of the Company for purposes related to their positions, provided that such information is kept confidential.
3. The Company must keep this Charter and amendments to the Charter, the Certificate of Business Registration, regulations, documents proving ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, annual financial statements, accounting books and other documents as prescribed by law at the head office or another place provided that shareholders and the Business Registration Authority are notified of the location where these documents are stored.
4. The company charter must be published on the Company's website.

CHAPTER XII: EMPLOYEES AND TRADE UNIONS

Article 48. Employees and trade unions

1. The General Director must plan for the Board of Directors to approve issues related to recruitment, employee termination, salary, social insurance, benefits, rewards and discipline for employees and business executives.
2. The General Director shall plan for the Board of Directors to approve matters relating to the Company's relations with trade unions in accordance with best management standards, practices and policies, the practices and policies stipulated in this Charter, the Company's regulations and current legal regulations.

CHAPTER XIII: PROFIT DISTRIBUTION

Article 49. Profit distribution

1. The General Meeting of Shareholders decides on the level of dividend payment and the form of annual dividend payment from the Company's retained earnings.
2. The Company does not pay interest on dividends or payments relating to a class of shares.
3. The Board of Directors may propose to the General Meeting of Shareholders to approve the payment of all or part of dividends in shares and the Board of Directors is the body implementing this decision.
4. In case dividends or other amounts related to a type of shares are paid in cash, the Company must pay in Vietnamese Dong. Payments can be made directly or through banks based on the bank account details provided by the shareholder. In case the Company has transferred money according to the bank details provided by the shareholder but the shareholder does not receive the money, the Company is not responsible for the amount the Company has transferred to this shareholder. Payment of dividends for shares listed/registered for trading on the Stock Exchange can be made through a securities company or the Vietnam Securities Depository.
5. Pursuant to the Enterprises Law and the Law on Securities, the Board of Directors shall pass a resolution to determine a specific date to close the list of shareholders. Based on that date, those who register as shareholders or holders of other securities are entitled to receive dividends, interest, profit distribution, shares, notices or other documents.
6. Other issues related to profit distribution are carried out in accordance with the provisions of law.

CHAPTER XIV: BANK ACCOUNTS, FINANCIAL YEAR AND ACCOUNTING REGIME

Article 50. Bank accounts

1. The company opens accounts at Vietnamese banks or at foreign banks licensed to operate in Vietnam.
2. Subject to prior approval of the competent authority, if necessary, the Company may open a bank account abroad in accordance with the provisions of law.
3. The Company conducts all payments and accounting transactions through Vietnamese or foreign currency accounts at banks where the Company opens accounts.

Article 51. Fiscal year

The Company's fiscal year begins on the first day of October each year and ends on the 30th day of September of the following year (12 months).

Article 52. Accounting regime

1. The accounting regime used by the Company is the Vietnamese Accounting System (VAS), the corporate accounting regime or other specific accounting regime issued by a competent authority approved by the Ministry of Finance.
2. The Company shall prepare accounting books in Vietnamese and maintain accounting records in accordance with the provisions of the law on accounting and related laws. These records must be accurate, up-to-date, systematic and sufficient to demonstrate and explain the Company's transactions.
3. The Company uses Vietnamese Dong as its accounting currency. In case the Company has economic transactions arising mainly in a foreign currency, it may freely choose that foreign currency as its accounting currency, be responsible for that choice before the law and notify the direct tax authority.

CHAPTER XV: ANNUAL REPORT, FINANCIAL REPORT AND RESPONSIBILITY FOR INFORMATION DISCLOSURE

Article 53. Annual, six-month and quarterly financial reports

1. The Company must prepare an annual financial report in accordance with the provisions of law as well as the regulations of the State Securities Commission and the report must be audited in accordance with the regulations. Within a maximum period of 90 days from the end of each fiscal year, the Company must submit an annual financial report approved by the General Meeting of Shareholders to the competent tax authority, the State Securities Commission, the Stock Exchange (in case the Company is listed) and the Business Registration Authority.
2. The annual financial report must include a business performance report that honestly and objectively reflects the Company's profit/loss situation during the fiscal year, a financial situation report that honestly and objectively reflects the

Company's operating situation up to the time of the report, a cash flow report and notes to the financial statements.

3. The Company must prepare and publish the reviewed six-month financial statements and quarterly financial statements (for listed companies/large-scale public companies) in accordance with the regulations of the State Securities Commission, the Stock Exchange (for listed companies) and submit them to the relevant tax authorities and the Business Registration Authority in accordance with the provisions of the Enterprise Law.
4. Audited annual financial statements (including auditor's opinions), reviewed six-month financial statements and quarterly financial statements (for listed companies and large-scale public companies) must be published on the Company's website.
5. Interested organizations and individuals have the right to inspect or copy the audited annual financial statements, reviewed six-monthly reports and quarterly financial statements during working hours at the Company's head office and must pay a reasonable fee for copying.

Article 54. Annual report

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

CHAPTER XVI: COMPANY AUDIT

Article 55. Auditing

1. The annual general meeting of shareholders shall appoint an independent auditing company or approve a list of independent auditing companies and authorize the Board of Directors to decide on one of these units to audit the Company's financial statements for the following fiscal year based on the terms and conditions agreed with the Board of Directors. The Company must prepare and submit its annual financial statements to the independent auditing company after the end of the fiscal year.
2. The independent auditing company shall examine, confirm, prepare an audit report and submit that report to the Board of Directors within two (02) months from the end of the fiscal year.
3. A copy of the audit report is attached to the Company's annual financial statements.
4. The independent auditor performing the audit of the Company is allowed to attend the General Meeting of Shareholders and is entitled to receive notices and other information related to the General Meeting of Shareholders that the shareholders are entitled to receive and to express opinions at the meeting on issues related to the

audit of the Company's financial statements.

CHAPTER XVII: THE SEAL

Article 56. Seal

1. The Board of Directors decides to approve the official seal of the Company and the seal is engraved in accordance with the provisions of law and the Company's Charter.
2. The Board of Directors and General Director use and manage the seal in accordance with current laws.

CHAPTER XVIII: DISSOLUTION OF COMPANY

Article 57. Dissolution of the company

1. The company may be dissolved in the following cases:
 - a. End of the Company's term of operation, even after extension;
 - b. Premature Dissolution by decision of the General Meeting of Shareholders;
 - c. Business registration certificate revoked;
 - d. Other cases as prescribed by law.
2. The dissolution of the Company before the deadline (including the extended deadline) is decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified or approved by the competent authority (if required) according to regulations.

Article 58. Extension of operation

1. The Board of Directors shall convene a General Meeting of Shareholders at least seven (07) months before the end of the term of operation so that shareholders can vote on the extension of the Company's operation upon the proposal of the Board of Directors.
2. The term of operation shall be extended when approved by 65% or more of the total votes of shareholders with voting rights present in person or through authorized representatives present at the General Meeting of Shareholders.

Article 59. Liquidation

1. At least six (06) months prior to the expiration of the Company's duration or following a decision to dissolve the Company, the Board of Directors must establish a Liquidation Committee consisting of three (03) members. Two (02) members are appointed by the General Shareholders' Meeting, and one (01) member is appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its operating regulations.

Members of the Liquidation Committee may be selected from the Company's employees or independent experts. All liquidation-related expenses shall be prioritized by the Company for payment ahead of its other debts.

2. The Liquidation Committee is responsible for reporting to the Business Registration Office on the date of establishment and the date of commencement of operations. From that time on, the Liquidation Board represents the Company in all matters related to the Company's liquidation before the Court and administrative agencies.
3. Proceeds from liquidation are paid in the following order:
 - a. Liquidation costs;
 - b. Debts of wages, severance pay, social insurance and other benefits of employees according to collective labor agreements and signed labor contracts;
 - c. Tax debt;
 - d. Other debts of the Company;
 - e. The remainder after all debts from items (a) to (d) above have been paid shall be distributed to the shareholders. Preferred shares have priority in payment.

CHAPTER XIX: RESOLUTION OF INTERNAL DISPUTES

Article 60. Resolution of internal disputes

1. In case of disputes or complaints related to the Company's operations, the rights and obligations of shareholders as prescribed in the Enterprises Law, other legal provisions, the Company Charter, and regulations between:
 - a. Shareholders with the Company;
 - b. Shareholders with the Board of Directors, General Director or manager;

The parties concerned shall attempt to resolve such dispute through negotiation and conciliation. Except in the case of a dispute involving the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the resolution of the dispute and shall request each party to present information relating to the dispute within 30 working days from the date the dispute arises. In the case of a dispute involving the Board of Directors or the Chairman of the Board of Directors, any party may request the General Director to appoint an independent expert to act as a mediator for the dispute resolution process.

2. In case no conciliation decision is reached within six (06) weeks from the start of the conciliation process or if the conciliator's decision is not accepted by the parties, a party may bring the dispute to Economic Arbitration or Economic Court.

3. The parties shall bear their own costs related to the negotiation and conciliation procedures. Payment of court costs shall be made according to the Court's judgment.

CHAPTER XX: SUPPLEMENTS AND AMENDMENTS TO THE CHARTER

Article 61. Company charter

1. Amendments and supplements to this Charter must be considered and decided by the General Meeting of Shareholders.
2. In case there are provisions of law related to the Company's operations that have not been mentioned in this Charter or in case there are new provisions of law that are different from the provisions in this Charter, the provisions of such law shall of course be applied and regulate the Company's operations.

CHAPTER XXI: EFFECTIVE DATE

Article 62. Effective date

1. The Charter (15th amendment) consists of **21 chapters and 62 articles** and takes effect from the date of signing and promulgation.
2. The Charter is made in 10 copies, of equal value, and kept at the Company's head office. This Charter is the only and official copy of the Company.
3. Copies or extracts of the Company Charter are valid when signed by the Chairman of the Board of Directors or at least one-half (1/2) of the total number of members of the Board of Directors.

Ho Chi Minh City, Date. 17 month. 1 year 2025

LEGAL REPRESENTATIVE

CEO

Đã ký

TRAN QUANG TRUONG

SIGNATURES OF BOARD MEMBERS

Chairman of the Board

Vice Chairman of the Board

ĐÃ KÝ

Nguyen Minh Tam

Tran Quang Truong

Board Member

Board Member

ĐÃ KÝ

ĐÃ KÝ

Tran Thi Thanh Nhan

La Ngoc Thong

Board Member

Board Member

ĐÃ KÝ

ĐÃ KÝ

Nguyen Thi Thu Giang

Phan Ngoc Liem



