



SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

CHARTER ON ORGANIZATION AND OPERATION

PHU MY WATER SUPPLY JOINT STOCK COMPANY



Ba Ria – Vung Tau, March 14, 2025

TABLE OF CONTENTS

I. DEFINITIONS	4
Article 1. Definitions	4
II. NAME, FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, OPERATING TERM, AND LEGAL REPRESENTATIVE OF THE COMPANY	4
Article 2. Name, type of business, headquarters, branches, representative offices, business locations, operating period of the Company	5
Article 3. Legal representatives of the Company	5
III. TARGETS, SCOPE OF BUSINESS AND OPERATION OF THE COMPANY	5
Article 4. Targets of the Company	6
Article 5. Scope of business and operation of the Company	6
IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS	6
Article 6. Charter capital, shares, founding shareholders	6
Article 7. Share certificates	7
Article 8. Other securities certificates	7
Article 9. Transfer of shares.....	7
Article 10. Withdrawal of shares (For business establishment registration cases)	8
V. ORGANIZATIONAL, MANAGERIAL AND SUPERVISORY STRUCTURE	8
Article 11. Organizational, Managerial and Supervisory Structure	8
VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS	8
Article 12. Rights of shareholders	8
Article 13. Obligations of Shareholders.....	10
Article 14. General Meeting of Shareholders (GMS).....	11
Article 15. Rights and Obligations of the General Meeting of Shareholders	12
Article 16. Authorizing participation in General Meeting of Shareholders.....	14
Article 17. Convening, agenda and invitations to the GMS	15
Article 18. Conditions for opening the GMS	16
Article 19. Procedures for carrying out and voting at the GMS.....	16
Article 20. Approval of resolutions of the General Meeting of Shareholders	18
Article 21. Authority and procedures for collection of written opinions in order to pass a resolution of the General Meeting of Shareholders	19
Article 22. Resolutions and minutes of meetings of the GMS.....	20
Article 23. Article 24. Requesting cancellation of a resolution of the GMS	21
VII. THE BOARD OF DIRECTORS	21
Article 24. Nomination and self-nomination of members of the Board of Directors.....	22
Article 25. Term of office and composition of the Board of Directors	23
Article 26. Rights and obligations of the Board of Directors	23

Article 27.	Remunerations, bonuses and other benefits of members of the Board of Directors	24
Article 28.	Chairman of the Board of Directors	25
Article 29.	Meetings of the Board of Directors.....	26
Article 30.	Person in charge of Corporate Governance	28
VIII. DIRECTOR AND OTHER EXECUTIVES.....		29
Article 31.	Organization of the management apparatus	29
Article 32.	The Company's executives.....	29
Article 33.	Designation, dismissal, rights and obligations of the Director	30
Article 34.	Company Secretary	30
IX. THE BOARD OF SUPERVISORS		31
Article 35.	Nomination and self-nomination of members of the Board of Supervisors.....	31
Article 36.	Composition of the Board of Supervisors	31
Article 37.	Head of Board of Supervisors.....	32
Article 38.	Rights and obligations of the Board of Supervisors.....	32
Article 39.	Meetings of the Board of Supervisors.....	33
X. DUTIES OF MEMBERS OF THE BOARD OF DIRECTORS, THE BOARD OF SUPERVISORS, DIRECTOR AND OTHER EXECUTIVES.....		33
Article 40.	Duty of Care.....	33
Article 41.	Responsibility to be honest and avoid conflicts of interest	33
Article 42.	Responsibility for loss and compensation	35
XI. RIGHT TO INVESTIGATE BOOKS AND RECORDS OF THE COMPANY		35
Article 43.	Right to investigate books and records.....	35
XII. EMPLOYEES AND TRADE UNION		36
Article 44.	Employees and Trade Union.....	36
XIII. PROFIT DISTRIBUTION.....		36
Article 45.	Profit distribution	36
XIV. BANK ACCOUNTS, RESERVE FUNDS, FISCAL YEAR, AND ACCOUNTING SYSTEM.....		37
Article 46.	Bank accounts	37
Article 47.	Fiscal year.....	37
Article 48.	Accounting.....	37
XV. ANNUAL REPORT, FINANCIAL STATEMENTS, AND INFORMATION DISCLOSURE RESPONSIBILITIES.....		37
Article 49.	Annual, Semi-Annual, and Quarterly Financial Statements.....	37
Article 50.	Annual reports.....	38
XVI. COMPANY AUDIT		38
Article 51.	Auditing	38
XVII. SEAL		38

Article 52. Seal	38
XVIII. DISSOLUTION OF THE COMPANY	38
Article 53. Dissolution of the Company	38
Article 54. Extension of Operations	39
Article 55. Liquidation.....	39
XIX. INTERNAL DISPUTE RESOLUTION	39
Article 56. Internal dispute resolution	40
XX. CHARTER SUPPLEMENT AND AMENDMENT	40
Article 57. Bổ sung và sửa đổi Điều lệ	40
XXI. EFFECTIVE DATE	40
Article 58. Effective date	40

INTRODUCTION

This Charter of Phu My Water Supply Joint Stock Company serves as the legal basis for the Company's operations.

This Charter was approved at the General Meeting of Shareholders on March 14, 2025, replacing the Charter approved on April 14, 2023.

I. DEFINITIONS

Article 1. Definitions

1. For the purpose of this Charter, the terms below are construed as follows:
 - a. *Charter capital* means the total face value of shares that have been sold or subscribed upon establishment of the Company as prescribed in Article 6 of this Charter;
 - b. *The Law on Enterprises* means the Law on Enterprises No. 59/2020/QH14 ratified by National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
 - c. *The Law on Securities* means the Law on Securities No. 54/2019/QH14 ratified by National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
 - d. *Establishment date* means the day on which the Company's first Certificate of Enterprise Registration (Certificate of Business Registration and equivalent documents) is issued;
 - e. *Executives* include the General Director, Deputy General Director, chief accountant designated by Board of Directors.
 - f. *Managers* include the President of the Board of Directors, members of the Board of Directors, General Director designated by GMS or Board of Directors.
 - g. *Related persons* are the organizations and individuals defined in Clause 46 Article 4 of the Law on Securities;
 - h. *Shareholder* means an individual or organization that owns at least one share of the Company
 - i. *Major shareholder* is defined in Clause 18 Article 4 of the Law on Securities;
 - j. *Operating period* is the period specified in Article 2 of this Charter;
 - k. *Treasury shares* are shares issued by the joint stock company and repurchased by the company itself. The Board of Directors may offer them for sale in accordance with the provisions of this Charter, the Securities Law, and relevant guiding documents.
2. The headings (chapters, articles of this Charter) are used for convenience in understanding the content and do not affect the substance of this Charter.

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

Article 2. Name, type of business, headquarters, branches, representative offices, business locations, operating period of the Company

1. Name of the Company

- Vietnamese name: **CÔNG TY CỔ PHẦN CẤP NƯỚC PHÚ MỸ**
- English name: **PHU MY WATER SUPPLY JOINT STOCK COMPANY**
- Trading name: **CÔNG TY CỔ PHẦN CẤP NƯỚC PHÚ MỸ**
- Abbreviated name: **PHU MY WASUCO**

2. The Company is a joint stock company, which is a juridical person and is conformable with applicable regulations of law of Vietnam.

3. Headquarters:

- Address: No. 02 Doc Lap Street, Tan Ngoc Quarter, Phu My Ward, Phu My City, Ba Ria - Vung Tau Province.
- Phone number : 1900636656
- Website: www.pmw.vn

4. The Company may establish branches and representative offices to pursue its targets in accordance with decisions of the Board of Directors and the law.

5. Unless terminated prior to the expiration date under Clause 2, Article 53, or extended under Article 54 of this Charter, the Company's operating term begins from the date of establishment and is indefinite.

Article 3. Legal representatives of the Company

1. The Company has two (02) legal representatives: the Chairman of the Board of Directors and the Director.

2. The legal representative of the Company is the person that, on behalf of the company, exercises and performs the rights and obligations derived from the company's transactions, acts as the plaintiff, defendant or person with relevant interests and duties before in court, arbitration. Responsibilities of the legal representative are based on Article 13 of the Law on Enterprises, and other rights and obligations prescribed by law.

3. An enterprise shall have at least one legal representative residing in Vietnam. Whenever this representative leaves Vietnam, he has to authorize another Vietnamese resident, in writing, to act as the legal representative, in which case the authorizing person is still responsible for the authorized person's performance.

4. In case the authorizing person has not returned to Vietnam when the letter of authorization expires and does not have any further actions, the authorized person shall continue acting as the company's legal representative until the authorizing person returns or until the Board of Directors designates another legal representative.

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

III. TARGETS, SCOPE OF BUSINESS AND OPERATION OF THE COMPANY

Article 4. Targets of the Company

1. The Company's fields of operation are:

Industry codes and business lines	Names of industries and business lines
4669	Other specialized wholesale not elsewhere classified Details: Trading in materials and equipment for the water industry;
3600 (Main)	Water extraction, treatment, and supply
4299	Construction of other civil engineering works Details: Construction of water supply and drainage pipeline works;

2. Company's Operational Objectives: The Company aims to build and maintain its brand; produce and supply clean water, ensure safe water supply, and increasingly meet customer demands. Additionally, the Company seeks to expand and develop other business fields in which it has competitive advantages, creating a foundation for stable, long-term, and sustainable growth, maximizing profits, ensuring the legitimate rights of shareholders, and fulfilling its obligations to the State.

Article 5. Scope of business and operation of the Company

1. The Company is permitted to plan and conduct all business activities in its registered business lines as published on the National Business Registration Portal and in this Charter, in compliance with applicable laws, and to take appropriate measures to achieve its objectives.
2. The Company may conduct business activities in the industries and business lines specified in this Charter that have been registered, notified of changes to the business registration authority, and published on the National Business Registration Portal. In cases where the Company engages in conditional business investment sectors, it must meet the business conditions as prescribed by the Investment Law and relevant specialized laws.

IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 6. Charter capital, shares, founding shareholders

1. The charter capital of the Company at the time of adoption of this Charter is **VND 499,998,320,000 (Four hundred ninety-nine billion nine hundred ninety-eight million three hundred twenty thousand dong)**.
The total charter capital of the Company is divided into **49,999,832 shares (Forty-nine million nine hundred ninety-nine thousand eight hundred thirty-two shares)** with a par value of **VND 10,000 per share**.
2. The Company may change its charter capital upon approval by the General Meeting of Shareholders and in compliance with legal regulations.

3. The Company's shares on the ratification date of this Charter include ordinary shares and preference shares (if any). The rights and obligations of shareholders holding each type of these shares are specified in Article 12 and Article 13 of this Charter.
4. The Company may issue other preference shares after it is approved by the GMS and it is conformable with regulations of law.
5. The Company has no founding shareholders.
6. Ordinary shares must be given priority for offering to existing shareholders in proportion to their ownership of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. The shares not fully subscribed by shareholders shall be decided by the Board of Directors. The Board of Directors may distribute these shares to other entities under conditions and methods it deems appropriate, but shall not sell these shares under more favorable conditions than those offered to existing shareholders unless otherwise approved by the General Meeting of Shareholders or as stipulated by securities laws.
7. The Company may repurchase its own shares following the methods specified in this Charter and applicable laws.
8. The Company may issues other types of shares as prescribed by law.

Article 7. Share certificates

1. Shareholders of the Company shall be issued with share certificates which specify their holdings and types of shares being held.
2. The share certificate is a type of securities that certify the holder's lawful rights and interests to part of the share capital of the issuer. A share certificate shall contain all information specified in Clause 1 Article 121 of the Law on Enterprises.
3. Within thirty (30) days from the date of submitting a complete application for the transfer of share ownership as prescribed by the Company, or within two (02) months (or another period as specified in the issuance terms) from the date of full payment for shares as stipulated in the Company's share issuance plan, the shareholder shall be issued a share certificate. Shareholders shall not be required to pay the Company for the printing cost of the share certificate.
4. In case the share certificate is lost or damaged, the shareholder shall be reissued with another share certificate by the Company on request. Such a request shall specify:
 - a. Information about the lost or damaged share certificate;
 - b. Declaration to take responsibility for any dispute that arises from the reissuance of the share certificate.

Article 8. Other securities certificates

Bond certificates and other securities certificates issued by the Company shall bear the signatures of the legal representatives and seal of the Company.

Article 9. Transfer of shares

1. All shares may be transferred freely unless otherwise prescribed by this Charter and the Law. All share certificates listed or registered on the Stock Exchanges may be

transferred in accordance with the regulations of law on securities and the securities market.

2. Shares that are not fully paid for must not be transferred and shall not receive relevant rights such as right to dividends, right to receive shares additionally issued to increase share capital from equity, right to buy new shares and other benefits prescribed by law.

Article 10. Withdrawal of shares (For business establishment registration cases)

1. In case a shareholder fails to fully and punctually pay for the shares, the Board of Directors shall send a notice and is entitled to request the shareholder to pay the remaining amount and take liability in proportion to the total face value of the subscribed shares to the Company for the damage caused by the failure to fully pay for the shares.
2. The notice shall specify the new deadline (at least seven (07) days from the noticing date), payment location and that the unpaid shares will be withdrawn if they are not paid for as requested.
3. The Board of Directors is entitled to withdraw the shares that are not fully and punctually paid for if such a request is not fulfilled.
4. Withdrawn shares shall be considered authorized shares as prescribed in Clause 3 Article 112 of the Law on Enterprises. The Board of Directors may, directly or through a third party, sell or redistribute these shares under the conditions and methods considered appropriate by the Board of Directors.
5. The shareholder holding the withdrawn shares will no longer be shareholder of these shares but still has the liability in proportion to the total nominal value of the subscribed shares upon withdrawal under the decision of the Board of Directors for the period from the date of withdrawal to the date of payment. The Board of Directors has the full authority to enforce payment for the entire value of the share certificate at the time of withdrawal.
6. The withdrawal notice shall be sent to the holder of withdrawn shares before the withdrawal time. The withdrawal shall be still carried out if the notice is erroneous or the notice is not successfully sent.

V. ORGANIZATIONAL, MANAGERIAL AND SUPERVISORY STRUCTURE

Article 11. Organizational, Managerial and Supervisory Structure

The organizational, managerial and supervisory structure of the Company comprises:

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

VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of shareholders

1. Ordinary shareholders have the following rights:

- a. Attend and speak at the General Meeting of Shareholders and exercise voting rights directly, through an authorized representative, or by remote voting. Each ordinary share carries one voting right.
 - b. To receive dividends at the rate decided by the General Meeting of Shareholders;
 - c. To have pre-emptive rights to purchase newly issued shares in proportion to each shareholder's holding of ordinary shares;
 - d. To freely transfer shares to others, except in the cases specified in Clause 3 Article 120, Clause 1 Article 127 of the Law on Enterprises and relevant laws;
 - e. To access, examine and extract information about the names and contact addresses in the list of voting shareholders; request the modification of shareholder's incorrect information;
 - f. To access, examine and extract or copy the Company's Charter, minutes of General Meeting of Shareholders and resolutions of General Meeting of Shareholders;
 - g. When the Company is dissolved or goes bankrupt, receive part of the remaining assets in proportion to their holdings in the Company;
 - h. To request the Company to repurchase shares in the cases specified in Article 132 of the Law on Enterprises;
 - i. To receive equal treatment, with each share of the same type conferring equal rights, obligations, and interests. If the Company has preference shares, the rights and obligations associated with these shares must be approved by the GMS and fully disclosed to shareholders;
 - j. To have full access to periodic and extraordinary information disclosed by the Company as prescribed by law;
 - k. To have their legitimate rights and interests protected; propose suspension or cancellation of resolutions and decisions of the General Meeting of Shareholders, the Board of Directors in accordance with the Law on Enterprises;
 - l. Other rights prescribed by law and this Charter.
2. The shareholder or group of shareholders holding at least 5% of the total ordinary shares shall have the following rights:
- a. To request the Board of Directors to convene the GMS in accordance with Clause 3 Article 115 and Article 140 of the Law on Enterprises;
 - b. To access, examine and extract the minutes, resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, contracts and transactions subject to approval by the Board of Directors, except documents relevant to the Company's trade secrets, Company's business secrets. The provision of information in accordance with the procedures is detailed in the Internal Regulations on Corporate Governance;
 - c. Request the Board of Supervisors to inspect specific issues relevant to the management and operation of the Company when necessary. Such request must be made in writing, included full name, contact address, nationality, legal documents of individual if the shareholder is individual; name, enterprise/organizational identification number or legal documents of

- organization, head quarter address if the shareholder is organization; quantity of shares and share subscription time of each shareholder, total shares of the group of shareholders and their holdings; the issues that need inspecting and purposes of inspection;
- d. Propose inclusion of the issues in the agenda of the General Meeting of Shareholders. The proposal must be made in writing and sent to the Company at least there (03) working days before the opening date. The proposal shall specify the shareholder's name, quantity of each type of shares being held by the shareholder and the proposed issues;
 - e. Other rights prescribed by law and this Charter.
3. The shareholder or group of shareholders holding at least 5% of the total ordinary shares is entitled to nominate candidates to the Board of Directors, the Board of Supervisors. Candidates shall be nominated as follows:
- a. The group of Shareholders that nominate candidates to the Board of Directors and the Board of Supervisors must inform the participating shareholders before the opening of the General Meeting of the Shareholders;
 - b. Based on the number of members of the Board of Directors and the Supervisory Board, shareholders or groups of shareholders specified in this clause have the right to nominate one or more candidates, as decided by the General Meeting of Shareholders, for the Board of Directors and the Supervisory Board. If the number of candidates nominated by the shareholder or group of shareholders is lower than the number of candidates they are entitled to nominate according to the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board, and other shareholders.

Article 13. Obligations of Shareholders

Ordinary shareholders have the following obligations:

1. Comply with the Company's Charter and internal regulations; adhere to the decisions of the General Meeting of Shareholders and the Board of Directors.
2. Not withdraw the capital that has been contributed in the form of ordinary shares in any shape or form, unless these shares are repurchased by the Company or other persons. Otherwise, the shareholder and persons with related interests in the Company shall be jointly responsible for the debts and other liabilities of the Company within the value of withdrawn shares and the damage caused.
3. To protect the confidential of information provided by the Company in accordance with the Company's Charter and the law; only use the provided information for exercising and protecting their lawful rights and interests; do not copy, send the information provided by the Company to any other organizations and individuals.
4. To participate in the General Meeting of Shareholders and exercise the right to vote/elect in the following manners:
 - a. Participating and voting/electing in person at the meeting;

- b. Authorizing other organizations and individuals to participate and vote/elect at the meeting;
 - c. Participating and voting/electing through online meetings, electronic voting or other electronic forms;
 - d. Sending votes to the meetings via mail, fax or email;
5. Pay for the subscribed shares as prescribed.
 6. Provide an accurate address when registering to purchase shares.
 7. Fulfill other obligations as prescribed by applicable laws.
 8. To bear personal responsibility when committing any of the following acts in any form in the name of the Company:
 - a. Violations of law;
 - b. Business operations and other transactions for personal gain or serving the interests of other organizations and individuals;
 - c. Paying undue debts while the Company is facing financial risks.

Article 14. General Meeting of Shareholders (GMS)

1. The General Meeting of Shareholders consists of all voting shareholders and is the highest decision-making competent authority of the Company. The Annual General Meeting of Shareholders shall be organized once every year and must be held within four (04) months from the end of a fiscal year. The Board of Directors may delay the date of conducting the Annual General Meeting of Shareholders, but not exceeding six (06) months from the end of the fiscal year. The extraordinary General Meeting of Shareholders may be conducted in addition to the annual General Meeting of Shareholders. The location of the General Meeting of Shareholders is where the chairman participates in the meeting and must be within Vietnam's territory.
2. The Board of Directors shall convene the Annual General Meeting of Shareholders and choose a suitable location. The Annual General Meeting of Shareholders shall make decisions on issues prescribed by the Law and this Charter. In case the audit report of the annual financial statement contains unqualified opinions, adverse opinions or disclaimers of opinions, the Company shall invite representatives of the accredited audit organization that audited the financial statements of the Company to participate in the Annual General Meeting of Shareholders. The invited representative of the audit organization has the responsibility to participate in the Annual General Meeting of Shareholders.
3. The Board of Directors must convene an Extraordinary General Meeting of Shareholders in the following cases:
 - a. The Board of Directors considers that it is necessary to do for the Company's interests;
 - b. The number of members of the Board of Directors or Supervisors is lower than the number required by law, or the number of Board of Directors members is reduced by more than one-third (1/3) of the number specified in this Charter;

- c. A shareholder or group of shareholders as specified in Clause 2, Article 12 of this Charter requests the convening of a General Meeting of Shareholders. The request for convening the General Meeting of Shareholders must be made in writing, clearly stating the reason and purpose of the meeting, bearing the signatures of the relevant shareholders, or prepared in multiple copies with the collective signatures of the relevant shareholders.
 - d. It is requested by the Board of Supervisors;
 - e. Other cases prescribed by law and this Charter.
4. Convening the Extraordinary General Meeting of Shareholders

- a. The Board of Directors must determine the opening of the General Meeting of the Shareholders within 60 days from the day on which the number of members of the Board of Directors, the Board of Supervisors falls below the minimum number mentioned in Point c Clause 3 of this Article, or from the date of request mentioned in Point d and Point e Clause 3 of this Article;
- b. In case the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in Point a Clause 4 of this Article, the Board of Supervisors shall convene the General Meeting of Shareholders instead of the Board of Directors within the next 30 days as prescribed in Clause 3 Article 140 of the Law on Enterprises;
- c. In case the Board of Supervisors fails to convene the General Meeting of Shareholders as prescribed in Point b Clause 4 of this Article, the shareholder or group of shareholders mentioned in Point c Clause 3 of this Article is entitled to request the Company's representatives to convene the General Meeting of Shareholders in accordance with the Law on Enterprises.

In this case, the requesting shareholder or group of shareholders may request the business registration authority to supervise the process of convening, conducting and decision-making of the General Meeting of Shareholders. The costs of convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. These costs do not include the costs incurred by the shareholders during their participation in the GMS, including accommodation and travel costs.

- d. The General Meeting of Shareholders shall be conducted following the procedures specified in Clause 5 Article 140 of the Law on Enterprises.

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

- 1. The Annual General Meeting of Shareholders has the authority to discuss and approve the following matters:
 - a. Approve the Company's development orientations;
 - b. Decide the types of authorized shares and quantity of each type; decide annual dividends of each type of shares;
 - c. Election, dismissal and removal of members of the Board of Directors and members of the Board of Supervisors;

- d. Decide investment in or sale of assets that are worth at least 35% of the total assets written the Company's latest financial statement;
 - e. Decide revisions to the Company's Charter;
 - f. Approve annual financial statements;
 - g. Decide repurchase of over 10% of shares of each type;
 - h. Consider taking actions against violations committed by members of the Board of Directors and members of the Board of Supervisors if they cause damage to the Company and its shareholders;
 - i. Decide re-organization, dissolution of the Company;
 - j. Decide the budget or total remunerations, bonuses and other benefits of the Board of Directors and the Board of Supervisors;
 - k. Approve/Amend and supplement the Internal Governance Regulations; Regulations on the operation of the Board of Directors and the Supervisory Board;
 - l. Approve the list of accredited audit organizations; decide whether to allow accredited audit organizations to inspect the Company's operation; dismiss accredited auditors when necessary;
 - m. Other issues prescribed by law and this Charter.
2. The annual general meeting of shareholders discusses and approves the following issues:
- a. The company's annual business plan;
 - b. The audited annual financial statements;
 - c. The report of the Board of Directors on governance and the performance of the Board of Directors and each of its members;
 - d. The report of the Board of Supervisors on the company's business results and the performance of the Board of Directors, Director;
 - e. The self-assessment report on the performance of the Board of Supervisors and the Supervisors;
 - f. Dividends of each type of shares;
 - g. The quantity of members of the Board of Directors and the Board of Supervisors;
 - h. Election, dismissal and removal of members of the Board of Directors and members of the Board of Supervisors;
 - i. Decide the budget or total remunerations, bonuses and other benefits of the Board of Directors and the Board of Supervisors;
 - j. Approve the list of accredited audit organizations; decide whether to allow accredited audit organizations to inspect the Company's operation; dismiss accredited auditors when necessary;
 - k. Decide revisions to the Company's Charter;
 - l. The types of shares and the number of new shares to be issued for each type, and the transfer of shares by founding members within the first three years from the date of establishment.;
 - m. Division, separation, consolidation, merger, or conversion of the Company;

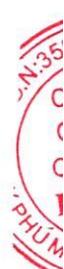
- n. Reorganization and dissolution (liquidation) of the Company and appointment of liquidators;
 - o. Decision on investment or sale of assets valued at 35% or more of the total asset value recorded in the Company's latest financial statements;
 - p. Decision to repurchase more than 10% of the total issued shares of each type;
 - q. The Company entering into contracts or transactions with entities specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total asset value of the Company as recorded in the latest financial statements;
 - r. Approval of transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of certain provisions of the Securities Law;
 - s. Approval of the Internal Corporate Governance Regulations, the Regulations on the operation of the Board of Directors, and the Regulations on the operation of the Supervisory Board;
 - t. Other matters as prescribed by law and this Charter.
3. All resolutions and issues that have been included in the meeting agenda shall be discussed and voted on during the General Meeting of Shareholders.

Article 16. Authorizing participation in General Meeting of Shareholders

1. Shareholders entitled to attend the General Meeting of Shareholders as prescribed by law may authorize an individual or organization to attend on their behalf. If there is more than one authorized representative, the specific number of shares and votes assigned to each representative must be determined.
2. The authorization for an individual or organization to attend the General Meeting of Shareholders as stipulated in Clause 1 of this Article must be made in writing. The authorization document must comply with civil law regulations and clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the content of the authorization, the scope of authorization, the duration of authorization, and the signatures of both the authorizing party and the authorized party.

The authorized representative attending the General Meeting of Shareholders must submit the authorization document upon registration for the meeting. In the case of sub-authorization, the attendee must additionally present the original authorization document from the shareholder or the authorized representative of the shareholder who is an organization (if it has not been previously registered with the Company).

3. Voting/Election ballots casted the authorized participants within authorization scope shall be effective unless:
 - a. The authorizing person has passed away, has have limited legal capacity or is incapacitated;
 - b. The authorizing person has cancelled the authorization;
 - c. The authorizing person has cancelled the authority of the authorized person.



This Clause does not apply in case the Company receives a notification of any of the aforementioned events before the opening hour of the GMS or before the GMS is reconvened.

Article 17. Convening, agenda and invitations to the GMS

1. The Board of Directors shall convene the Annual General Meeting of Shareholders or an Extraordinary General Meeting of Shareholders in cases specified in Article 14 of this Charter.
2. The person who convenes the GMS shall perform the following tasks:
 - a. Compile the list of shareholders eligible to participate in and vote at the GMS. This list shall be compiled within 10 days before the day on which the invitation to the GMS is sent. The Company shall disclose the compilation of this list at least twenty (20) days before the book closing date;
 - b. Prepare the meeting agenda and contents;
 - c. Prepare meeting documents;
 - d. Draft the resolution of the GMS according to the meeting contents;
 - e. Determine the meeting time and location;
 - f. Make an announcement and send invitations to all shareholders that are eligible to participate in the GMS.
 - g. Perform other tasks serving the general meeting.
3. The invitations to the GMS shall be sent to all shareholders using a method ensuring delivery to the shareholders' registered contact addresses. It shall also be published on the Company's website, as well as on the websites of the State Securities Commission and the Stock Exchange where the Company's shares are listed or registered. The person that convenes the GMS shall send invitations to all shareholders on the list of shareholders eligible to participate in the GMS at least twenty one (21) days before the opening date of the GMS (from the day on which the invitation is validly sent). The agenda of the GMS and documents relevant to the issues to be voted on at the GMS shall be sent to the shareholders and/or published on the Company's website. In case these documents are not enclosed with the invitations, the invitations must contain the URL for these documents to which the Shareholders are able to access, including:
 - a. The meeting agenda and documents to be used during the meeting;
 - b. The list of and detailed information about all candidates for members of the Board of Directors and members of the Board of Supervisors;
 - c. Voting/Election ballots;
 - d. Form of Appointment of Authorized Representative to Attend the Meeting;
 - e. Draft resolution on each issue mentioned in the meeting agenda.
4. Shareholders or groups of shareholders as specified in Clause 2, Article 12 of this Charter have the right to propose matters to be included in the agenda of the General Meeting of Shareholders. The proposal must be made in writing and 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 full name, permanent

address, nationality, Citizen Identification Card number, Identity Card number, Passport number, or other legally recognized personal identification for individual shareholders; the name, enterprise code or establishment decision number, and head office address for institutional shareholders; the number and type of shares held by the shareholder, and the proposed agenda item for the meeting.

5. The person who convenes the GMS is entitled to reject the proposal mentioned in Clause 4 of this Article in any of the following cases:
 - a. The proposal is sent against the regulations of Clause 4 of this Article;
 - b. The proposed matter does not fall within the decision-making authority of the General Meeting of Shareholders;
 - c. The proposed issue is outside the authority of the GMS.
6. The person who convenes the GMS shall accept and include the proposed issues mentioned in Clause 4 of this Article to the intended meeting agenda, except in the cases specified in Clause 5 of this Article; the proposed issues shall be officially included in the meeting agenda if approved by the GMS.

Article 18. Conditions for opening the GMS

1. The GMS shall be carried out when it is participated in by a number of shareholders that represent over 50% of the voting shares of the Company t.
2. In case the number of participating shareholders specified in Clause 1 of this Article is not adequate, invitations to the second meeting shall be sent within 30 days from the intended date of the first meeting. The second GMS shall be opened when it is participated in by a number of shareholders that represent at least 33% of the voting shares of the Company.
3. In case the number of participating shareholders specified in Clause 2 of this Article is not adequate, invitations to the third meeting shall be sent within 20 days from the intended date of the second meeting. The third GMS shall be opened regardless of the number of participating shareholders.

Article 19. Procedures for carrying out and voting at the GMS

1. Before opening the GMS, the Company shall complete the procedures for shareholder registration. All shareholders that are eligible to participate shall be registered in the following order:
 - a. When registering shareholders, the Company provides each shareholder or their authorized representative with a voting card/voting slip/election ballot, which includes the registration number, the name of the shareholder, the name of the authorized representative, and the number of votes/election ballots for that shareholder. The GMS shall discuss and vote on each issue in the agenda. Votes include affirmative votes, negative votes and abstentions. The vote counting result shall be announced by the chair/Voting Counting Committee right before the meeting is closed. The GMS shall elect vote counters or vote counting supervisors at the request of the chair The number of members of the vote counting board shall be decided by the GMS at the request of the chair;

06
ON
OP
AP
HU
Y.T.

- b. The shareholders and shareholders' authorized representatives that arrive at the meeting after the opening time may register their presence, participate and vote/elect after registration. The chair does not have the responsibility to suspend the meeting and the effect of the decisions voted/elected on before their presence shall remain unchanged.
2. Election of the Chair, Secretary, Delegate Eligibility Check Committee and Voting counting Committee:
 - a. The Chairman of the Board of Directors shall chair or authorize another member of the Board of Directors to chair the GMS if it is convened by the Board of Directors. If the President of the Board of Directors is absent or not able to work, other members of the Board of Directors shall elect one of them as the chair under the majority rule. In case a chair cannot be elected, the Head of the Supervisory Board shall preside over the election of the chair among the participants by the GMS, in which case the person who receives the most votes shall chair the meeting;
 - b. In the case specified in Point a of this Clause, the person that signs the decision to convene the GMS preside over the election of the chair by the GMS. The person who receives the most votes shall chair the meeting;
 - c. The Chairperson shall appoint one or more persons as the meeting secretaries and the Shareholder Eligibility Verification Committee to assist with the meeting;
 - d. The GMS shall elect one or some persons to the Voting counting Committee at the request of the chair.
3. The meeting agenda and contents shall be approved by the GMS during the opening session. The agenda shall specify the time of each issue.
4. The chair is entitled to implement necessary and reasonable measures for making sure the meeting is kept in order, adheres to the approved agenda and reflects the needs of the majority of participants.
 - a. Arrange seats at the meeting location;
 - b. Ensure safety of the participants;
 - c. Enable shareholders to participate in (or continue to participate in) the GMS. The person who convenes the GMS has the full authority to change the aforementioned measures and implement any necessary measures such as issuing entry passes or other methods of selection.
5. The shareholders and shareholders' authorized representatives that arrive at the meeting after the opening time may register their presence, participate and vote after registration. The effect of the decisions voted on before their presence shall remain unchanged.
6. The person who convenes the GMS or the chair has the rights to:
 - a. Request all participants to undergo inspection or other lawful and reasonable security measures;

- b. Request a competent authority to maintain order during the meeting; expel those who refuse to comply with the chair's requests, disrupt the order, obstruct the progress of the meeting or refuse to undergo security measures.
7. The chair is entitled to delay the meeting after an adequate number of participants have registered for up to 03 days from the initial meeting date. The GMS may only be delayed or relocated in the following cases:
 - a. The current location does not have adequate convenient seats for all participants;
 - b. Communications equipment is not sufficient for discussion and voting by participating shareholders;
 - c. The meeting is disrupted by one or some participants thus threatening the fairness and legitimacy of the meeting.
8. In case the chair delay or suspend the GMS against the regulations of Clause 8 of this Article, the GMS shall elect another participant as the chair, who will chair the meeting until the end; all resolutions ratified at that meeting shall be effective.
9. In case of an online meeting, the Company shall ensure that participating shareholders are able to vote electronically in accordance with Article 144 of the Law on Enterprises and Clause 3 Article 273 of Decree No. 155/ND-CP dated December 31, 2020 elaborating some Articles of the Law on Securities.

Article 20. Approval of resolutions of the General Meeting of Shareholders

1. Resolutions on the following issues shall be issued if they receive at least 65% affirmative votes from participating shareholders, except for the cases specified in Clauses 3, 4 and 6 Article 148 of the Law on Enterprises:
 - a. Types of shares and quantity of each type;
 - b. Change of business lines;
 - c. Changes to the Company's organizational structure;
 - d. Investment projects or sale of assets that are worth at least 35% of the total assets written the Company's latest financial statement, unless another ratio or value is prescribed by the Company's Charter;
 - e. Re-organization, dissolution of the Company;
 - f. Extension of the company's operational duration;
 - g. Other matters as stipulated in the Company's Charter.
2. A resolution shall be ratified when it is voted for by a number of shareholders that hold over 50% of the votes of all participating shareholders, except for the cases specified in Clause 1 of this Article and Clauses 3, 4, 6 Article 148 of the Law on Enterprises.
3. A resolution of the GMS that is voted for by 100% of the voting shares shall be lawful and effective even if the procedures for convening the meeting and ratifying the resolution are not conformable with the Law on Enterprises and the Company's Charter.

Article 21. Authority and procedures for collection of written opinions in order to pass a resolution of the General Meeting of Shareholders

Authority and procedures for collecting written opinions from shareholders to approve resolutions of the General Meeting of Shareholders shall be implemented as follows:

1. The Board of Directors has the authority to collect written opinions from shareholders to approve resolutions of the General Meeting of Shareholders on the following matters:
 - a. Decide revisions to the Company's Charter;
 - h. Approve/amend and supplement the Internal Corporate Governance Regulations, the Regulations on the operation of the Board of Directors, and the Regulations on the operation of the Supervisory Board;
 - i. Approve the Company's development orientations;
 - j. Decide the types of authorized shares and quantity of each type;
 - k. Election, dismissal, and removal of members of the Board of Directors and the Supervisory Board;
 - l. Decide investment in or sale of assets that are worth at least 35% of the total assets written the Company's latest financial statement;
 - m. g) Approve annual financial statements;
 - n. Decide re-organization, dissolution of the Company;
 - o. Change of business lines;
 - p. Changes to the Company's organizational structure;
 - q. Other matters deemed necessary for the benefit of the Company.
2. The Board of Directors shall prepare and send the questionnaires, draft resolutions of the GMS, explanatory documents to the voting shareholders at least 10 days before the deadline for submission of the questionnaires in accordance with Clause 3 Article 17 of this Charter.
3. A questionnaire shall contain the following information:
 - a. The enterprise's name, headquarters address, identification number;
 - b. Purposes of the survey;
 - c. Full name, mailing address, nationality, ID number of the shareholder that is an individual; name, enterprise/organization ID number and headquarters address of the shareholder that is an organization or full name, mailing address, nationality, ID number of the representative of the shareholder that is an organization; quantity of shares of each type and the number of votes of the shareholder;
 - d. The issues being voted on;
 - e. Voting options for each issue, including affirmative, negative and abstentions;
 - f. Submission deadline;
 - g. Full name and signature of the President of the Board of Directors.
4. Shareholders may send their completed questionnaires to the Company by mail, fax or email as follows:
 - a. The questionnaire that is sent by mail shall bear the signature of the shareholder that is an individual or signature of the authorized representative of the

- shareholder that is an organization. The questionnaire shall be put into a sealed envelope, which must not be opened before vote counting;
- b. Questionnaires that are sent by fax or email must be kept confidential until vote counting time;
 - c. The questionnaires that are sent to the Company after the deadline or that are opened (for those sent by mail) or revealed (for those sent by fax or email) shall be invalidated. The shareholders that do not submit their questionnaires shall be considered not voting.
5. The Board of Directors shall count the votes and prepare the vote counting records in the presence of the Board of Controllers or shareholders that are not holding managerial positions in the Company. The vote counting record shall contain the following information:
- a. The enterprise's name, headquarters address, identification number;
 - b. The purposes and issues voted on;
 - c. The quantity of shareholders and cast votes, including the quantity of valid and invalid votes, vote sending methods and the list of shareholders that have cast their votes;
 - d. Quantity of affirmative votes, negative votes and abstentions on each issue;
 - e. Ratified issues and ratio of affirmative votes;
 - f. Full name and signature of the President of the Board of Directors.

Members of the Board of Directors, vote counters and vote counting supervisors shall be jointly responsible for the truthfulness and accuracy of the vote counting records and any damage caused by the decisions that are ratified because of inaccurate vote counting.

6. The vote counting record and resolutions shall be sent to the shareholders within 15 days from the vote counting completion date, or uploaded to the Company's website within 24 hours after vote counting is completed.
7. The completed questionnaires, vote counting record, ratified resolutions and documents enclosed with questionnaires shall be retained at the Company's headquarters.
8. A resolution shall be ratified by questionnaire survey if it receive at least 50% affirmative votes from voting shareholders and has the same value as those ratified at the GMS.

Article 22. Resolutions and minutes of meetings of the GMS

1. Minutes of all GMS shall be taken in the form of written documents and may also be recorded or stored in other electronic forms. The minutes must be taken in Vietnamese and may also be in foreign languages with the following contents:
 - a. The enterprise's name, headquarters address, identification number;
 - b. Time and location of the GMS;
 - c. Agenda and contents of the meeting;
 - d. Full names of the chair and secretaries;

- e. Summary of developments of the meeting and comments made during the meeting on each issue in the meeting agenda;
- f. The number of shareholders and their votes; a list of registered shareholders, shareholders' representatives that participated in the meeting, their holdings and votes;
- g. The total number of votes for each voting matter, specifying the voting method, the total number of valid and invalid votes, votes in favor, votes against, and abstentions; along with the corresponding percentage of the total votes of the shareholders attending the meeting;
- h. Summary of the number of votes for each candidate;
- i. Approved matters and the corresponding approval voting percentage;
- j. Full name and signatures of the chair and secretaries. In case the chair or a secretary refuses to sign the minutes, the minutes is still effective if it bears the signatures of all other participating members of the Board of Directors and have adequate information prescribed in this Clause. The minutes shall specify that the chair or secretary refuses to sign it.

The minutes in Vietnamese and foreign languages have equal legal value. In case of discrepancies between the Vietnamese version and the foreign language version, the former shall apply.

- 2. The GMS minutes shall be completed and ratified before the meeting ends. The chair and secretaries or other persons that sign the minutes shall be jointly responsible for its truthfulness and accuracy.
- 3. Resolutions, minutes of the General Meeting of Shareholders, and accompanying documents in the minutes and resolutions must be disclosed in accordance with the regulations on information disclosure in the securities market.
- 4. The minutes of the General Meeting of Shareholders, the appendix of the list of shareholders registered to attend the meeting, authorization documents for meeting attendance, and related documents must be kept at the Company's head office.

Article 23. Article 24. Requesting cancellation of a resolution of the GMS

Within 90 days from the receipt of the resolution or minutes of the GMS or the vote counting record, the shareholder or group of shareholders specified in Clause 2 Article 115 of the Law on Enterprises is entitled to request the court or arbitral tribunal to consider cancelling all or part of the resolution of the GMS in the following cases:

- 1. The procedures and processes for convening a meeting or collecting written opinions from shareholders and making decisions of the General Meeting of Shareholders are not conducted in accordance with the provisions of the Law on Enterprises and this Charter, except as stipulated in Clause 3, Article 20 of this Charter.
- 2. The content of the resolution violates the law or this Charter.

VII. THE BOARD OF DIRECTORS

Article 24. Nomination and self-nomination of members of the Board of Directors

1. After candidates for members of the Board of Directors have been nominated, the Company shall publish information about these candidates at least ten (10) days before the opening date of the General Meeting of Shareholders on the Company's website for the shareholders to study their profiles before voting. Each candidate shall prepare a written declaration that information about him/her is correct and to perform his/her duties in an honest and prudent manner for the best interests of the Company if he/she is given the position of member of the Board of Directors. Information about candidates includes:

- a. Full name, date of birth;
- b. Educational background;
- c. Professional qualifications;
- d. Work experience;
- e. Companies in which the candidate is holding the position of a member of the Board of Directors and other management positions;
- f. An evaluation report on the candidate's contributions to the Company, in case the candidate is currently a member of the Company's Board of Directors;
- g. Relevant interests related to the Company (if any);
- h. Full name of the shareholder or group of shareholders nominating the candidate (if any);
- i. Other information (if any).

The Company is responsible for disclosing information about the companies in which the candidate is holding the position of a member of the Board of Directors, other management positions, and any relevant interests related to the Company (if any).

2. Shareholders holding ordinary shares have the right to aggregate their voting rights to nominate candidates for the Board of Directors. A shareholder or group of shareholders holding from 5% to less than 10% of the total voting shares may nominate one (01) candidate; from 10% to less than 20% may nominate up to two (02) candidates; from 20% to less than 30% may nominate up to three (03) candidates; from 30% to less than 40% may nominate up to four (04) candidates; from 40% to less than 50% may nominate up to five (05) candidates; from 50% to less than 60% may nominate up to six (06) candidates; from 60% to less than 70% may nominate up to seven (07) candidates; from 70% to less than 80% may nominate up to eight (08) candidates; and from 80% or more may nominate up to nine (09) candidates.
3. In case the number of candidates is smaller than the minimum number specified in Clause 5 Article 115 of the Law on Enterprises, the incumbent Board of Directors shall nominate more candidates in accordance with the Company's Charter, Internal Regulations on Corporate Governance and Regulations on Operation of the Board of Directors. This must be announced before the General Meeting of Shareholders starts to vote for members of the Board of Directors as prescribed by law.

4. Members of the Board of Directors shall satisfy the standards and conditions specified in Clause 1 and Clause 2 Article 155 of the Law on Enterprises and the Company's Charter.

Article 25. Term of office and composition of the Board of Directors

1. The Board of Directors has 09 members. The term of office of members of the Board of Directors shall not exceed 05 years and has no term limit.
2. Composition of the Board of Directors:
The total number of non-executive members of the Board of Directors must account for at least one-third (1/3) of the total number of Board members.
3. A member of the Board of Directors shall no longer hold the position in case of dismissal, removal, or replacement by the General Meeting of Shareholders as stipulated in Article 160 of the Law on Enterprises. The appointment of Board members must be disclosed in accordance with the regulations on information disclosure in the securities market.
4. Members of the Board of Directors are not necessarily shareholders of the Company.

Article 26. Rights and obligations of the Board of Directors

1. The Board of Directors is a managerial body of the Company and has the full authority to make decisions, exercise rights and obligations of the Company in the name of the Company, except for the rights and obligations of the General Meeting of Shareholders.
2. Rights and obligations of the Board of Directors shall be prescribed by law, the Company's Charter and the General Meeting of Shareholders. To be specific:
 - a. Decide the strategy, medium-term development and annual business plans of the Company;
 - b. Propose types of authorized shares and quantity of each type;
 - c. Decide the sale of unsold shares within the number of authorized shares of each type; decide other forms of raising additional capital;
 - d. Decide selling prices for shares and bonds of the Company;
 - e. Decide repurchase of shares in accordance with Clause 1 and Clause 2 Article 133 of the Law on Enterprises;
 - f. Decide on investment plans and investment projects within the authority and limits prescribed by law;
 - g. Decide on market development, marketing, and technology solutions;
 - h. Approve purchase, sale, loan, borrowing contracts, and other transactions with a value of [35%] or more of the total asset value recorded in the Company's latest financial statements, except for contracts and transactions under the authority of the General Meeting of Shareholders as stipulated in Point d, Clause 2, Article 138, and Clauses 1 and 3, Article 167 of the Law on Enterprises;
 - i. Elect, dismiss, and remove the Chairman of the Board of Directors; appoint, dismiss, sign, and terminate contracts with the Director and other key managers as specified in the Company's Charter; decide on salaries, remuneration, bonuses, and other benefits for those managers; appoint authorized representatives to participate in the Members' Council or General Meeting of Shareholders of other companies and determine their remuneration and benefits;

- j. Supervise and direct the Director and other managers in managing the Company's daily business operations;
 - k. Decide on the organizational structure, internal management regulations of the Company; decide on the establishment of subsidiaries, branches, and representative offices, and on capital contributions and share acquisitions in other enterprises;
 - l. Approve the agenda and supporting documents for the General Meeting of Shareholders, convene the meeting, or collect written opinions for passing resolutions;
 - m. Submit the audited annual financial statements to the General Meeting of Shareholders;
 - n. Recommend the dividend payout ratio, determine the timing and procedure for dividend payments, or handle business losses arising during operations;
 - o. Propose reorganization, dissolution, or request bankruptcy of the Company;
 - p. Decide on issuing the Regulations on the operation of the Board of Directors, the Internal Corporate Governance Regulations after approval by the General Meeting of Shareholders; issue the Regulations on the operation of the Audit Committee under the Board of Directors (if applicable) and the Company's Information Disclosure Regulations;
 - q. Request the Director, Deputy Directors, or other managers to provide information and documents regarding the Company's financial and business operations and those of its units.
 - r. Managers are required to promptly, fully, and accurately provide information and documents upon request from Board members. The procedures for requesting and providing information shall be specified in the Regulations on the operation of the Board of Directors.
 - s. Exercise other rights and obligations as prescribed by the Law on Enterprises, the Securities Law, other legal regulations, and the Company's Charter.
3. The Board of Directors shall submit reports on its performance Pursuant to Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020 elaborating some Articles of the Law on Securities.
 4. Unless otherwise stipulated by law and this Charter, the Board of Directors may delegate authority to subordinates and other executives to act on behalf of the Company in handling its affairs.

Article 27. Remunerations, bonuses and other benefits of members of the Board of Directors

1. The company is entitled to pay remunerations and bonuses to members of the Board of Directors according to business performance.
2. Members of the Board of Directors are entitled to remunerations and bonuses. Remunerations are calculated according to the number of working days necessary for completion of their tasks and the daily rate. The Board of Directors shall estimate the remuneration of each member under unanimity rule. The total remunerations and bonuses for the Board of Directors shall be decided by the Annual General Meeting of Shareholders

3. The total amount paid to each member of the Board of Directors, including remuneration, expenses, commissions, share purchase rights, and other benefits received from the Company, its subsidiaries, affiliated companies, and other companies where the Board member represents the Company's capital contribution, must be disclosed in detail in the Company's Annual Report. The remuneration of Board members must be presented as a separate item in the Company's annual financial statements.
4. Members of the Board of Directors who are holding the executive positions or working in subcommittees of the Board of Directors or performing tasks other than normal tasks of members of the Board of Directors may be paid an additional remuneration in the form of a lump sum, salary, commission, profit percentage or another form decided by the Board of Directors.
5. Thành viên Hội đồng quản trị có quyền được thanh toán tất cả các chi phí đi lại, ăn, ở và các khoản chi phí hợp lý khác mà họ đã phải chi trả khi thực hiện trách nhiệm thành viên Hội đồng quản trị của mình, bao gồm cả các chi phí phát sinh trong việc tới tham dự các cuộc họp Đại hội đồng cổ đông, Hội đồng quản trị hoặc các tiểu ban của Hội đồng quản trị.
6. Members of the Board of Directors are entitled to reimbursement for the costs of travel, lodging and other reasonable costs incurred during the performance of their tasks, including the costs of participation in meetings of the General Meeting of Shareholders, the Board of Directors or its subcommittees.

Article 28. Chairman of the Board of Directors

1. The Chairman of the Board of Directors and Vice Chairman shall be elected among the members of the Board of Directors by the Board of Directors, and dismissed by the Board of Directors.
2. Rights and obligations of the Chairman of the Board of Directors:
 - a. Formulate operating plans and programs of the Board of Directors;
 - b. Prepare the agenda and documents of meetings; convene and chair meetings of the Board of Directors;
 - c. Organize the ratification of resolutions and decisions of the Board of Directors;
 - d. Supervise the process of implementation of resolutions and decisions of the Board of Directors;
 - e. Chair the General Meeting of Shareholders;
 - f. Responsible for exercising the managerial rights and duties of the Company as assigned by the Board of Directors;
 - g. Other rights and obligations as prescribed by the Law on Enterprises and this Charter.
3. The Chairman of the Board of Directors is responsible for ensuring that the Board of Directors submits the annual financial statements, the Company's operational report, the audit report, and the Board of Directors' review report to the shareholders at the General Meeting of Shareholders.

4. In case the Chairman of the Board of Directors submits a resignation letter or is dismissed, the Board of Directors shall elect a new Chairman within ten (10) days from the resignation or dismissal date.
5. In case the Chairman of the Board of Directors is not present or is not able to perform his duties, he/she shall authorize another member in writing to perform the rights and obligations of the Chairman of the Board of Directors. In case no one is authorized or the Chairman of the Board of Directors is dead, missing, held in police custody, imprisoned, detained in a mandatory rehabilitation center or correctional institution, has fled the residence, has limited capacity or is incapacitated, has difficulties controlling his behaviors, is prohibited by the Court from holding certain positions or doing certain works, the remaining members shall elect one of them to hold the position of Chairman of the Board of Directors under the majority rule until a new decision is issued by the Board of Directors.

Article 29. Meetings of the Board of Directors

1. The Chairman of the Board of Directors shall be elected during the first meeting of the Board of Directors within seven (07) working days after the same Board of Directors is elected. This meeting shall be convened and chaired by the member that receives the most votes. In case of a tie, the members shall vote under the majority rule to choose 01 person to convene 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, and determine the time and venue of the meeting at least seven (07) working days before the meeting date. The Chairman may call a meeting when deemed necessary, but the Board must meet at least once (01) per quarter.
3. The Chairman of the Board of Directors must convene extraordinary meetings when deemed necessary for the benefit of the Company. Additionally, the Chairman must convene a Board of Directors meeting without undue delay, unless there is a legitimate reason, upon a written request specifying the purpose of the meeting and the matters to be discussed and decided within the authority of the Board of Directors, from any of the following entities:
 - a. The Director or at least five (05) other executives;
 - b. At least two (02) members of the Board of Directors;
 - c. The Supervisory Board;
 - d. Other cases (if any).
4. The Chairman of the Board of Directors must convene a Board meeting within seven (07) working days from the date of receiving a request as specified in Clause 3 of this Article. If the Chairman fails to convene the meeting as requested, they shall be responsible for any damages incurred by the Company. The individuals requesting the meeting as specified in Clause 3, Article 29 have the right to convene the Board meeting.

5. If requested by the independent auditing firm conducting the audit of the Company's financial statements, the Chairman of the Board of Directors must convene a Board meeting to discuss the audit report and the Company's situation.
6. Board meetings 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, with the consent of the Board.
7. The Chairman of the Board of Directors or the convener of the meeting must send a meeting invitation at least five (05) working days before the meeting date. The invitation must be in Vietnamese and include the time, venue, agenda, discussion topics, along with necessary supporting documents and voting ballots for Board members.

The meeting invitation may be sent by mail, fax, email, or other means, but must ensure delivery to the registered contact address of each Board member.

8. The first Board meeting shall be conducted when at least three-fourths (3/4) of the total members attend.

If the required number of attendees is not met, the meeting must be convened again within seven (07) days from the date of the first scheduled meeting. The second meeting shall proceed if more than one-half (1/2) of the Board members attend.

9. Meetings of the Board of Directors can be conducted in the form of an online conference among the Board members when all or some of them are in different locations, provided that each participating member can:

- a. Hear each other speak during the meeting;
- b. Speak to all other members simultaneously. Discussions among members can take place directly by phone, through other communication methods, or by combining these methods. Board members participating in such a meeting are considered to be "present" at the meeting. The meeting location, as per this regulation, is the place where the majority of Board members are present or the location where the Chair of the meeting is present.

Decisions made during a phone meeting are valid and effective immediately after the meeting ends, but must be confirmed by signatures in the minutes of all attending Board members.

10. Board members can submit voting ballots to the meeting via mail, fax, or email. In the case of submitting a voting ballot via mail, the ballot must be enclosed in a sealed envelope and delivered to the Chairman of the Board no later than one (01) hour before the meeting starts. The ballot shall only be opened in the presence of all attendees.

11. Members must attend the Board of Directors meetings in full. A member may authorize another person to attend and vote if approved by a majority of the Board members.

12. Voting:

- a. Except as provided in Section b of Clause 10, Article 29, each member of the Board of Directors or their authorized representative under Clause 11 of this Article, personally attending the Board meeting, shall have one (01) voting right;
 - b. A Board member cannot vote on contracts, transactions, or proposals in which they or a related party have interests that conflict or may conflict with the interests of the Company. The member's vote will not count toward the quorum for decisions on matters they are not entitled to vote on;
 - c. As per Section d, Clause 11, Article 29, when an issue arises at the meeting related to the interests or voting rights of a Board member, and the member does not voluntarily waive their voting rights, the Chair's decision shall be final, unless the nature or scope of the member's related interests has not been fully disclosed;
 - d. A Board member benefiting from a contract as outlined in Section a and Section b, Clause 5, Article 41 of this Charter is considered to have a significant interest in that contract;
 - e. Supervisors have the right to attend Board meetings, to discuss, but not to vote.
13. A Board member who directly or indirectly benefits from a contract or transaction that has been or is proposed to be entered into with the Company and knows that they have an interest in it, must publicly disclose this interest at the first Board meeting discussing the signing of this contract or transaction. If a Board member is unaware of their or their related party's interest at the time the contract or transaction is signed with the Company, the member must disclose this interest at the first Board meeting held after they become aware of their interest or potential interest in the contract or transaction.
14. Members must attend all Board meetings. A member may authorize someone else to attend and vote if approved by a majority of the Board members.
15. The Board of Directors passes decisions and resolutions based on the majority of members attending and agreeing. In the event of a tie, the vote of the Chairman of the Board is decisive.
16. Resolutions adopted through written opinion must be approved by the majority of voting members. These resolutions have the same effect and validity as those passed at a meeting.
17. The Chairman of the Board is responsible for sending the resolutions and minutes of the Board meetings to the members. These resolutions and minutes serve as valid proof of the proceedings unless there is an objection to the content within ten (10) days from the date of dispatch. The resolutions and minutes of the Board meeting are written in Vietnamese and may also be written in English. The minutes must be signed by the Chair and the person recording the minutes.

Article 30. Person in charge of Corporate Governance

1. The Board of Directors of the Company shall appoint at least one (01) person in charge of Corporate Governance, who will assist in administration works and may concurrently hold the position of the Company's secretary as prescribed in Clause 5 Article 156 of the Law on Enterprises.

2. The person in charge of Corporate Governance must not concurrently work for the accredited audit organization that is auditing the Company's financial statements.
3. The person in charge of Corporate Governance has the following rights and obligations:
 - a. Provide consultancy for the Board of Directors in organizing the General Meeting of Shareholders and performance of relevant tasks between the Company and its shareholders;
 - b. Prepare for meetings of the Board of Directors, the Board of Supervisors and the General Meeting of Shareholders as requested by the Board of Directors or the Board of Supervisors;
 - c. Provide consultancy on meeting procedures;
 - d. Participate in the meetings;
 - e. Provide consultancy on procedures for lawful issuance of resolutions of the Board of Directors;
 - f. Provide financial information, copies of minutes of meetings of the Board of Directors and other information for members of the Board of Directors and the Board of Supervisors;
 - g. Supervise and report to the Board of Directors on the Company's information disclosure;
 - h. Assist in contact between parties with relevant interests;
 - i. Protect confidentiality of in accordance with regulations of law and the Company's Charter;
 - j. Other rights and obligations prescribed by law and the Company's Charter.

VIII. DIRECTOR AND OTHER EXECUTIVES

Article 31. Organization of the management apparatus

The Company's management apparatus shall be responsible to the Board of Directors, supervised and controlled by the Board of Directors in the Company's everyday business operation. The Company has a Director, Deputy Directors and a Chief Accountant designated by the Board of Directors. The designation and dismissal of these persons are subject to ratification by resolutions or decisions of the Board of Directors.

Article 32. The Company's executives

1. When requested by the Director and approved by the Board of Directors, the Company may recruit other executives with the quantity and qualifications conformable the organizational structure and management regulations of the Company prescribed by the Board of Directors. Executives shall assist the Company in achieving its organizational and business objectives.
2. The remuneration, salary, benefits, and other terms in the employment contract of the Director shall be determined by the Board of Directors, while contracts with other executives shall be decided by the Board of Directors after consulting the Director.
3. Salaries of executives shall be recorded as the Company's operating costs in accordance with regulations of law on corporate income tax, presented in a separate

section of the Company's annual financial statement and reported at the Annual General Meeting of Shareholders.

Article 33. Designation, dismissal, rights and obligations of the Director

1. The Board of Directors shall designate one (01) member of the Board of Directors or hires a person as the Director.
2. The term of office of the Director shall not exceed five (05) years and may be reappointed. The Director must not be a person prohibited by law from holding this position and must meet the qualifications and conditions as prescribed by law and the Company's Charter.
3. Director has the following rights and obligations:
 - a. Implement resolutions of the Board of Directors and the General Meeting of Shareholders, as well as the Company's business and investment plans approved by the Board of Directors and the General Meeting of Shareholders;
 - b. Propose to the Board of Directors the organizational structure plan and internal management regulations of the Company;
 - c. Recommend the number of executives needed for the Company and propose candidates for appointment or dismissal by the Board of Directors in accordance with internal regulations, as well as suggest remuneration, salaries, and other benefits for executives for the Board of Directors' decision;
 - d. Decide on the number of employees, as well as the appointment, dismissal, salaries, allowances, benefits, and other terms related to their employment contracts;
 - e. Propose measures to improve the operations and management of the Company;
 - f. Prepare the Company's long-term, annual, and quarterly budgets (hereinafter referred to as the "budget") to support long-term, annual, and quarterly management in line with the business plan. The annual budget (including the projected balance sheet, income statement, and cash flow statement) for each financial year must be submitted to the Board of Directors for approval and must include the information stipulated in the Company's internal regulations;
 - g. Exercise other rights and obligations as prescribed by law, this Charter, the Company's internal regulations, and the resolutions of the Board of Directors.
4. The Director is accountable to the Board of Directors and the General Meeting of Shareholders for the execution of assigned duties and powers and must report to these authorities upon request.
5. The Board of Directors may dismiss the Director upon approval by the majority of voting Board members present at the meeting and appoint a new Director as a replacement.

Article 34. Company Secretary

Where necessary, the Board of Directors decide to designate one (01) or more company's secretary for a term of office as decided by the Board of Directors. The Board of Directors may dismiss the Company Secretary when necessary but not

contrary to current labor laws. The company's secretary has the following rights and obligations:

1. Prepare meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders as requested by the Board of Directors or the Supervisory Board.
2. Advise on meeting procedures.
3. Attend meetings.
4. Ensure that the resolutions of the Board of Directors comply with the law.
5. Provide financial information, copies of Board meeting minutes, and other relevant information to members of the Board of Directors and the Supervisory Board.
6. Assist the Board of Directors in the application and implementation of corporate governance principles.

The Company Secretary is responsible for maintaining confidentiality of information in accordance with the law and the Company's Charter.

IX. THE BOARD OF SUPERVISORS

Article 35. Nomination and self-nomination of members of the Board of Supervisors

1. The identification of candidates and the disclosure of candidate information shall be carried out in accordance with the provisions of Clause 1, Article 24 of this Charter.
2. Shareholders holding ordinary shares have the right to aggregate their voting rights to nominate candidates for the Supervisory Board. A shareholder or group of shareholders holding from 5% to less than 20% of the total voting shares may nominate one (01) candidate; from 20% to less than 40% may nominate up to two (02) candidates; and more than 40% may nominate the full number of candidates.
3. If the number of Supervisory Board candidates nominated and self-nominated is insufficient, the incumbent Supervisory Board may nominate additional candidates or organize nominations in accordance with the mechanisms prescribed in the Company's Charter and the Internal Corporate Governance Regulations. The mechanism by which the incumbent Supervisory Board nominates candidates must be clearly disclosed and approved by the General Meeting of Shareholders before the nomination process takes place.

Article 36. Composition of the Board of Supervisors

1. The Board of Supervisors has 03 members. The term of office of members of the Board of Supervisors shall not exceed 05 years without term limit.
2. Members of the Board of Supervisors shall satisfy the standards and conditions specified in Clause 1 Article 169 of the Law on Enterprises and the Company's Charter and shall not:
 - a. Work in the Company's accounting or finance department;
 - b. Be a member of employee of the independent accredited audit organization that is auditing the Company's financial statements over the last 03 years.
3. A member of the Board of Supervisors will be dismissed in the following cases:
 - a. He/she no longer fully satisfies the requirements specified in Law on Enterprises;

- b. Failing to exercise their rights and duties for six (06) consecutive months, except in force majeure circumstances;
 - c. Submitting a resignation letter and having it approved;
 - d. Other cases as prescribed by law and this Charter.
4. A member of the Board of Supervisors will be discharged in the following cases:
- a. He/she fails to fulfill the assigned tasks and duties;
 - b. He/she commits multiple or serious violations against obligations of members of the Board of Supervisors prescribed by the Law on Enterprises and the Company's Charter;
 - c. As decided by the General Meeting of Shareholders;
 - d. Other cases as prescribed by law and this Charter.

Article 37. Head of Board of Supervisors

1. Head of Board of Supervisors shall be elected by the Board of Supervisors among its members under the majority rule. More than half of the members of the Board of Supervisors shall be residents of Vietnam. Head of Board of Supervisors shall have a bachelor's degree or higher in economics, finance, accounting, audit, law, business administration or another major that is relevant to the enterprise's operation.
2. Rights and obligations of the Head of Board of Supervisors:
 - a. Convene meetings of the Board of Supervisors;
 - b. Request the Board of Directors, the Director and other executives to provide relevant information for reporting to the Board of Supervisors;
 - c. Prepare and sign reports of the Board of Supervisors after consulting with the Board of Directors for submission to the General Meeting of Shareholders.

Article 38. Rights and obligations of the Board of Supervisors

1. Board of Supervisors shall have the powers and responsibilities as prescribed in Article 170 of the Law on Enterprises and the following rights and obligations:
 - a. Submit and request the General Meeting of Shareholders to approve the list of accredited audit organizations;
 - b. Take responsibility to the shareholders for the supervision tasks performed by the Board of Supervisors;
 - c. Supervise the Company's financial situation, the legality of activities conducted by members of the Board of Directors, the Director, and other executives, and the coordination between the Supervisory Board, the Board of Directors, the Director, and shareholders;
 - d. Cooperate with the Board of Directors, the Director and shareholders .
 - e. Send a written notice to the Board of Directors within 48 hours after discovery of violations against the law or the Company's Charter by a member of the Board of Directors, Director or another executive of the Company, and request the violator to stop committing the violations and take remedial measures;



- f. Formulate the Regulations on Operation of the Board of Supervisors and submit them to the General Meeting of Shareholders for ratification.
 - g. Submit reports to the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020 elaborating some Articles of the Law on Securities.
 - h. Have the right to access the Company's records and documents stored at the head office, branches, and other locations; and have the right to visit the workplace of the Company's managers and employees during working hours.
 - i. Other rights and obligations prescribed by law and this Charter.
2. Members of the Board of Directors, the Director, and other executives must provide complete, accurate, and timely information and documents related to the management, administration, and operations of the Company as requested by Board of Supervisors. The Person in charge of Corporate Governance must ensure that copies of all resolutions, meeting minutes of the General Meeting of Shareholders and the Board of Directors, financial information, and other documents provided to shareholders and Board members are also made available to Supervisory Board members at the same time and in the same manner as they are provided to shareholders and Board members.

Article 39. Meetings of the Board of Supervisors

1. The Board of Supervisors shall have at least 02 meetings per year. Each meeting must be participated in by at least two thirds (2/3) of its members. Minutes of these meetings must be detailed, bear the signatures of the minute taker and participating members. All minutes of meetings of the Board of Supervisors must be retained in order to attribute responsibility of each member.
2. The Board of Supervisors is entitled to request members of the Board of Directors, the General Director and representatives of the accredited audit organization to participate in its meetings and clarify raised issues.
3. The remuneration, salary, and other benefits of Supervisory Board members shall be determined by the General Meeting of Shareholders. Supervisory Board members shall be reimbursed for reasonable accommodation, travel, and other expenses incurred while attending Board of Supervisors meetings or performing other Supervisory Board activities.

X. DUTIES OF MEMBERS OF THE BOARD OF DIRECTORS, THE BOARD OF SUPERVISORS, DIRECTOR AND OTHER EXECUTIVES

Article 40. Duty of Care

Members of the Board of Directors, members of the Board of Supervisors, Director, other executives shall fulfill their duties as members of subcommittees of the Board of Directors in a truthful and prudent manner to serve the interests of the Company.

Article 41. Responsibility to be honest and avoid conflicts of interest

1. Members of the Board of Directors, members of the Board of Supervisors, Director and other managers shall disclose their relevant interests in accordance with the Law on Enterprises and relevant legislative documents.

2. Members of the Board of Directors, the Supervisory Board, Director, and other executives are not allowed to exploit business opportunities that could benefit the Company for personal gain. Additionally, they must not use information obtained through their positions for personal benefit or to serve the interests of any other organization or individual.
3. Members of the Board of Directors, the Supervisory Board, Director, and other executives are obligated to notify the Board of Directors of any interests they may have through economic entities, transactions, or other individuals that could conflict with the interests of the Company.
4. Unless otherwise decided by the General Meeting of Shareholders, the Company shall not provide loans or guarantees to members of the Board of Directors, Supervisors, the Director, other executives, and individuals or organizations related to these members, or to legal entities in which these individuals have financial interests, except in cases where the public company and the organization related to such member are companies within the same corporate group or operate under a corporate group structure, including parent-subsidary companies, economic groups, and as otherwise prescribed by specialized laws.
5. Contracts or transactions between the Company and one or more members of the Board of Directors, Supervisors, the Director, other executives, and individuals or organizations related to them, or companies, partners, associations, or organizations where the Board of Directors members, Supervisors, the Director, other executives, or their related persons are members or have financial interests shall not be deemed invalid in the following cases:
 - a. For contracts with a value of less than thirty-five percent (35%) of the total assets recorded in the most recent financial statements, the key terms of the contract or transaction, as well as the relationships and interests of the Board of Directors members, Supervisors, the Director, or other executives, have been reported to the Board of Directors. Additionally, the Board of Directors has approved the execution of the contract or transaction in good faith by a majority vote of the non-interested members of the Board of Directors;
 - b. For transactions valued at 35% or more, or transactions leading to an accumulated transaction value reaching 35% or more within 12 months from the date of the first transaction, based on the total assets recorded in the most recent financial statements, the key details of this transaction and the relationships and interests of the Board of Directors members, Supervisors, the Director, or other executives have been disclosed to shareholders and approved by the General Meeting of Shareholders;
 - c. Contracts or transactions involving loans or asset sales with a value exceeding 10% of the total assets recorded in the most recent financial statements between the Company and a shareholder holding at least 51% of the total voting shares, or a related person of such shareholder, have been disclosed to shareholders and approved by the General Meeting of Shareholders through voting by shareholders who have no related interests;

- d. The contract or transaction has been independently assessed as fair and reasonable in all relevant respects to the shareholders of the Company at the time it was approved by the Board of Directors or the General Meeting of Shareholders.

Members of the Board of Directors, Supervisors, the Director, other executives, and organizations or individuals related to these members shall not use undisclosed Company information or disclose such information to others for executing related transactions.

Article 42. Responsibility for loss and compensation

1. Any members of the Board of Directors, members of the Board of Supervisors, the General Director or other executives that fail to fulfill their duties in a truthful and prudent manner shall be held responsible for their violations.
2. The Company shall pay compensation for the persons who have become or may become a related party in the complaints, lawsuits, charges (including administrative and civil cases other than lawsuits filed by the Company) if they were or are members of the Board of Directors, members of the Board of Supervisors, General Director, other executives, employees or authorized representatives of the Company who performed or are performing their duties as authorized by the Company, act in a lawful, honest and prudent manner for the Company's interests, and there is no evidence that they fail to fulfill their duties.
3. When performing functions, duties, or carrying out tasks as authorized by the Company, members of the Board of Directors, Supervisors, other executives, employees, or authorized representatives of the Company shall be indemnified by the Company if they become involved in complaints, lawsuits, or prosecutions (except for cases initiated by the Company as the plaintiff) in the following circumstances:
 - a. They have acted honestly, prudently, in the best interests of the Company, and without conflict with the Company's interests;
 - b. They have complied with the law, and there is no evidence confirming that they have failed to fulfill their responsibilities.
4. Costs of compensation include judgment costs, fines, amounts payable in reality (including lawyer payment) during the settlement of these cases. The Company may purchase insurance for these people in order to avoid this liability

XI. RIGHT TO INVESTIGATE BOOKS AND RECORDS OF THE COMPANY

Article 43. Right to investigate books and records

1. Ordinary shareholders have the rights to access the Company's documents and records:
 - a. Ordinary shareholders are entitled to access, examine and extract information about names and addresses of voting shareholders; request rectification of incorrect information about themselves; examine, access, extract or copy the Company's Charter, meeting minutes and resolutions of the General Meeting of Shareholders;

- b. A shareholder or a group of shareholders holding at least 5% of the total ordinary shares shall have the right, either directly or through an authorized representative, to submit a written request to inspect the shareholder register, the minutes of General Meeting of Shareholders, and to make copies or extracts of these documents during working hours at the Company's headquarters. The inspection request made by the authorized representative of the shareholder must be accompanied by the shareholder's power of attorney or a notarized copy of such power of attorney.
2. Members of the Board of Directors, members of the Board of Supervisors, Director and other executives are entitled to access the Company's shareholder register, list of shareholders, other documents and records for the purposes that are relevant to their positions, provided this information is kept confidential.
3. The Company shall retain this Charter and its revising documents, the Certificate of Enterprise Registration, Regulations and documents proving the ownership of assets, resolutions of the GMS and the Board of Directors, minutes of the GMS and the Board of Directors, reports of the Board of Directors and the Board of Supervisors, annual financial statements, accounting records and other documents prescribed by law at its headquarters or another location, provided the shareholders and business registration authorities are informed of the location where these documents are retained.
4. The Company's Charter shall be posted on the Company's website.

XII. EMPLOYEES AND TRADE UNION

Article 44. Employees and Trade Union

1. The Director must develop a plan for approval by the Board of Directors regarding matters related to employee recruitment, termination, salaries, social insurance, benefits, rewards, and disciplinary actions for employees and corporate executives.
2. The Director must develop a plan for approval by the Board of Directors regarding matters related to the Company's relationship with the labor union, in accordance with best management standards, practices, and policies, as well as the practices and policies stipulated in this Charter, the Company's regulations, and applicable laws.

XIII. PROFIT DISTRIBUTION

Article 45. Profit distribution

1. The GMS shall decide the dividends and method of annual dividend payment from the Company's retained profit.
2. The Company shall not pay interest on dividends or the payments relevant to a certain type of shares.
3. The Board of Directors may request the GMS to decide payment of all or part of dividends in shares, and the Board of Directors shall execute this decision.
4. In case the dividends or other amounts are relevant to a type of shares are paid in cash, the Company shall pay them in VND. Payment may be carried out directly or through banks on the basis of detailed information about bank accounts provided by the shareholders. The Company is not responsible if a shareholder does not receive money after the Company has transferred money according to the information

provided by that shareholder. Dividends of shares listed/registered on other Stock Exchanges may be paid via securities companies or VSDC.

5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall ratify the resolution or decision which specifies the shareholder list closing date. Registered shareholders or holders of other securities are entitled to receive dividends in cash or shares, notice and other documents.
6. Other issues relevant to profit distribution prescribed by law.

XIV. BANK ACCOUNTS, RESERVE FUNDS, FISCAL YEAR, AND ACCOUNTING SYSTEM

Article 46. Bank accounts

1. The Company shall open accounts at Vietnamese banks or foreign bank branches that are permitted to operate in Vietnam.
2. Where necessary and if permitted by competent authorities, the Company may open foreign bank accounts in accordance with regulations of law.
3. All payments and accounting transactions of the Company shall be carried out through the Company's VND or foreign currency bank accounts.

Article 47. Fiscal year

The Company's fiscal year shall begin from the first day of January each year and shall end on the 31st day of December of the same year. The first fiscal year shall begin on the Date of Establishment and shall end on the 31st day of December of the same year.

Article 48. Accounting

1. The Company adopts the Vietnamese Accounting Standards (VAS), the corporate accounting regime, or other specific accounting regimes issued by competent authorities and approved by the Ministry of Finance.
2. The Company shall maintain accounting records in Vietnamese and retain accounting documents in accordance with accounting laws and relevant legal regulations. These records must be accurate, up-to-date, systematic, and sufficient to substantiate and explain the Company's transactions.
3. The accounting currency shall be VND. If the Company's transactions primarily use a foreign currency, the Company may use it as accounting currency, take legal responsibility and send a notice to its supervisory tax authority.

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

Article 49. Annual, Semi-Annual, and Quarterly Financial Statements

1. The Company must prepare the annual financial statements in accordance with the law and the regulations of the State Securities Commission, and such reports must be audited as stipulated in Article 51 of this Charter. Within 90 days from the end of each fiscal year, the Company must submit the annual financial statements as required by law.
2. The annual financial statements must include the statement of income, which truthfully and objectively reflects the Company's profit/loss for the fiscal year; the

statement of financial position, which truthfully and objectively reflects the Company's financial situation as of the reporting date; the statement of cash flows; and the notes to the financial statements.

3. The Company must prepare and disclose the reviewed semi-annual financial statements and quarterly financial statements in accordance with the regulations of the State Securities Commission and the Stock Exchange and submit them to the competent state authorities.
4. The audited annual financial statements (including the auditor's opinion), the reviewed semi-annual financial statements, and the quarterly financial statements must be published on the Company's website.
5. Interested organizations and individuals shall have the right to inspect or make copies of the audited annual financial statements, the reviewed semi-annual financial statements, and the quarterly financial statements during working hours at the Company's headquarters and must pay a reasonable fee for such copies.

Article 50. Annual reports

The Company shall prepare and publish annual reports in accordance with regulations of law on securities and the securities market.

XVI. COMPANY AUDIT

Article 51. Auditing

1. The GMS shall appoint an independent auditing company, or approve the list of independent auditing companies and authorize the Board of Directors to decide to select one of such companies to conduct the Company audit for the next fiscal year on the basis of the terms and conditions as agreed with the Board of Directors.
2. A copy of the audit report shall be attached to the Company's annual financial statements.
3. The representative of the independent auditing company providing audit service to the Company shall be invited to attend all meetings of the General Meeting of Shareholders and shall be entitled to receive notifications and other information relating to any meeting of the General Meeting of Shareholders where any Shareholder has the right to receive and also has the right to express his or her opinions at the General Meeting of Shareholders regarding audit-related matters.

XVII. SEAL

Article 52. Seal

1. The Board of Directors shall determine the official seal of the Company, which may be produced by a seal engraving facility or in the form of a digital signature in accordance with the laws on electronic transactions.
2. The Board of Directors and the Director shall use and manage the seal in compliance with applicable laws.

XVIII. DISSOLUTION OF THE COMPANY

Article 53. Dissolution of the Company

1. The Company can be dissolved in the following cases:

- a. Upon the expiration of the Company's operational term, including any extensions;
 - b. Early dissolution as decided by the General Meeting of Shareholders;
 - c. Revocation of the Enterprise Registration Certificate;
 - d. Other cases as prescribed by law.
2. The early dissolution of the Company (including any extended term) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified to or approved by the competent authority (if required) in accordance with regulations.

Article 54. Extension of Operations

1. The Board of Directors shall convene a General Meeting of Shareholders at least seven (07) months before the expiration of the Company's operational term to allow shareholders to vote on the extension of the Company's operations as proposed by the Board of Directors.
2. The operational term shall be extended if it is approved by at least 65% of the total votes of shareholders with voting rights who are present in person or through an authorized representative at the General Meeting of Shareholders.

Article 55. Liquidation

1. At least six (06) months before the expiration of the Company's operational term or after a dissolution decision has been made, the Board of Directors must establish a Liquidation Committee consisting of three (03) members. Two (02) members shall be appointed by the General Meeting of Shareholders, and one (01) member shall be appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its operational regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All liquidation-related expenses shall be prioritized for payment before other debts of the Company.
2. The Liquidation Committee is responsible for reporting to the Business Registration Authority on the date of its establishment and the commencement of its operations. From that point, the Liquidation Committee shall represent the Company in all matters related to liquidation before the courts and administrative authorities.
3. Proceeds from the liquidation shall be paid in the following order:
 - a. Liquidation expenses;;
 - b. Salary debts, severance allowances, social insurance, and other benefits for employees in accordance with collective labor agreements and signed labor contracts;
 - c. Tax liabilities;
 - d. Other debts of the Company;
 - e. The remaining amount, after settling all debts from items (a) to (d) above, shall be distributed to shareholders. Preferred shares shall be paid first.

XIX. INTERNAL DISPUTE RESOLUTION

Article 56. Internal dispute resolution

1. In case of disputes and complaints relevant to the Company's operation, rights and obligations of shareholders prescribed by the Law on Enterprises, the Company's Charter, other laws or agreements between:
 - a. The shareholders and the Company;
 - b. The shareholders and the Board of Directors, the Board of Supervisors, Director or other executives;

The parties shall try to settle these disputes through negotiation and mediation. Except for disputes that involve the Board of Directors or the President of the Board of Directors, the President of the Board of Directors shall preside over the settlement of disputes and request each party to provide information about their dispute within 30 working days from the occurrence of the dispute. In case the dispute involves the Board of Directors or the President of the Board of Directors, either party is entitled to request Head of Board of Supervisors to appoint an independent expert as a mediator.
2. In case the dispute cannot be settled through mediation within six (06) weeks or the mediator's decision is not accepted by the parties, either party may bring the case to court or arbitration.
3. The parties shall pay the cost of negotiation and mediation. Cost of proceedings at court shall be paid under the court's judgment.

XX. CHARTER SUPPLEMENT AND AMENDMENT

Article 57. Bổ sung và sửa đổi Điều lệ

1. Revisions to this Charter are subject to approval by the GMS.
2. In case regulations of law that are relevant to the Company's operation are not mentioned in this Charter or new regulations of law contradict the contents of this Charter, the regulations of law shall be applied to regulate the Company's operation.

XXI. EFFECTIVE DATE

Article 58. Effective date

1. This Charter consists of 11 chapters and 58 articles and was approved at the General Meeting of Shareholders on March 14, 2025.
2. The Charter is prepared in ten (10) copies, each having the same legal validity, of which:
 - a. One (01) copy is submitted to the local State Notary Office;
 - b. Five (05) copies are registered with the competent government authorities as required;
 - c. Four (04) copies are retained at the Company's headquarters.
3. This Charter is the sole and official version of the Company.
4. Copies or extracts of the Company's Charter shall be valid only when signed by the Chairman of the Board of Directors.



**ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN**

TABLE OF CONTENTS

CHAPTER I. GENERAL PROVISIONS	3
Article 1. Scope and regulated entities.....	3
Article 2. Operating principles	3
CHAPTER II. MEMBERS OF THE BOARD OF DIRECTORS	3
Article 3. Members Rights and obligations of members of the Board of Directors	3
Article 4. Rights to be provided with information of members of the Board of Directors ...	3
Article 5. Term of office and quantity of members of the Board of Directors.....	4
Article 6. Requirements to be satisfied by members of the Board of Directors.....	4
Article 7. President of the Board of Directors	4
Article 8. Dismissal, replacement and addition of members of the Board of Directors	5
Article 9. Method for election, dismissal and discharge of members of the Board of Directors	6
Article 10. Notification of Election, Dismissal, and Removal of Members of the Board of Directors	7
Article 11. Rights and Duties of the Board of Directors	8
Article 12. Duties and Powers of the Board of Directors in Approving and Signing Contracts and Transactions	9
Article 13. Responsibilities of the Board of Directors in Convening Extraordinary General Meetings of Shareholders	10
Article 14. Subcommittees assist the Board of Directors.....	11
CHAPTER IV. MEETINGS OF THE BOARD OF DIRECTORS	12
Article 15. Meetings of the Board of Directors	12
Article 16. Minutes of the Board of Directors Meeting	14
CHAPTER V. REPORT AND DISCLOSURE OF RELATED INTERESTS	15
Article 17. Submission of annual reports	15
Article 18. Remuneration, Bonuses, and Other Benefits for Members of the Board of Directors	15
Article 19. Disclosure of Related Interests.....	16
CHAPTER VI. RELATIONSHIP OF BOARD OF DIRECTORS.....	17
Article 20. Relationship Between Members of the Board of Directors	17
Article 21. Relationship with the Executive Board	17
Article 22. Relationship with the Board of Supervisors	17
CHAPTER VII. ENFORCEMENT PROVISIONS.....	18
Article 23. Effectiveness	18

CHAPTER I. GENERAL PROVISIONS

Article 1. Scope and regulated entities

1. Scope: the Regulations on Operation of the Board of Directors provide for the organizational structure, operating principles, rights and obligations of the Board of Directors and its members in order to ensure that its operation is conformable with the Law on Enterprises, the Company's Charter, the Internal Regulations on Company Administration and relevant laws.
2. Regulated entity: Board of Directors and its members its members, and other relevant parties mentioned in this regulation.

Article 2. Operating principles

1. The Board of Directors shall work on the collective principle. Each member of the Board of Directors shall be responsible for the performance of his/her own tasks and be jointly responsible to the GMS and the law for the resolutions and decisions of the Board of Directors regarding development of the Company.
2. The Board of Directors shall assign the Director/General Director to organize the implementation of the resolutions and decisions of the Board of Directors.

CHAPTER II. MEMBERS OF THE BOARD OF DIRECTORS

Article 3. Members Rights and obligations of members of the Board of Directors

1. Members of the Board of Directors have all the rights and responsibilities as stipulated by the Law on Enterprises, the Law on Securities, relevant laws, and the Company's Charter, including the right to be provided with information and documents about the finance and business performance of the Company and its units.
2. Members of the Board of Directors have the obligations specified in the Law on Enterprises, the Company's Charter and the following obligations:
 - a) Perform their duties in an honest and prudent manner for the best interests of the Company and its shareholders;
 - b) Attend all meetings of the Board of Directors and have opinions on discussed issues;
 - c) Promptly and fully inform the Board of Directors of the remunerations paid by the subsidiary companies, associate companies and other organizations;
 - d) Inform the Board of Directors during the nearest meeting of transactions between the Company, subsidiary companies and other companies over 50% charter capital of which is held by the Company with members of the Board of Directors and their related persons; transactions between the Company with companies whose founders or managers are members of the Board of Directors over the last 03 years from the transaction date;
 - e) Disclose information when trading the Company's shares as prescribed by law.

Article 4. Rights to be provided with information of members of the Board of Directors

1. Members of the Board of Directors have all the rights to request the Director/General Director, Deputy Director/Deputy General Director, other managers of the Company to provide information and documents about the finance and business performance of the Company and its units.

350
CÔ
CÔ
CÂ
PI
MY

2. The requested managers shall fully and accurately provide the information and documents requested by the members of the Board of Directors. The order and procedures for requesting and providing information are specified as follows:

- Board members must submit the requested content to the company's Board of Directors.
- Considered necessary, the Board of Directors will convene a meeting to collect opinions within 07 working days from the date of receiving the request from the Board of Directors member regarding the content requested to provide information.
- If the above content is approved by the Board of Directors, the manager requested to provide information will provide the requested information within 7 days.

Article 5. Term of office and quantity of members of the Board of Directors

1. The Board of Directors has nine (09) members.
2. The term of office of a member of the Board of Directors shall not exceed 05 years and has no term limit.
3. In case the term of office all members of the Board of Directors end at the same time, all of them will remain members of the Board of Directors until new members are elected and take over the work, *unless otherwise stipulated in the Company's Charter*.
4. Structure of Board members:

The corporate board structure must ensure that at least one-third of the total board members are non-executive members. The company limits the number of board members who also hold executive positions to maximize the independence of the board.

Article 6. Requirements to be satisfied by members of the Board of Directors

A member of the Board of Directors shall satisfy the following requirements:

- a) He/she is not any of the persons specified in Clause 2 Article 17 of the Law on Enterprises;
- 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;
- d) Other criteria and conditions according to the Company's Charter.

Article 7. President of the Board of Directors

1. The President of the Board of Directors is elected and dismissed by the Board of Directors from among the members of the Board of Directors.
2. The President of the Board of Directors must not concurrently hold the position of Director/General Director.
3. Rights and obligations of the President of the Board of Directors:
 - a) Formulate operating plans and programs of the Board of Directors;
 - b) Prepare the agenda and documents of meetings; convene and chair meetings of the Board of Directors;
 - c) Organize the ratification of resolutions and decisions of the Board of Directors;

- d) Supervise the process of implementation of resolutions and decisions of the Board of Directors;
- e) Chair the GMS;
- f) Responsible for implementing the powers and obligations of operating the Company as assigned by the Board of Directors;
- g) Other rights and obligations prescribed by the Law on Enterprises and the Company's Charter.

4. In case the President of the Board of Directors submits a resignation letter or is dismissed, the Board of Directors shall elect a new President within [10 days] from the resignation or dismissal date.

5. In case the President of the Board of Directors is not present or is not able to perform his duties, he/she shall authorize another member in writing to perform the rights and obligations of the President of the Board of Directors in accordance with the Company's Charter. In case no one is authorized or the President of the Board of Directors is dead, missing, held in police custody, imprisoned, detained in a mandatory rehabilitation center or correctional institution, has fled the residence, has limited capacity or is incapacitated, has difficulties controlling his/her behaviors, is prohibited by the Court from holding certain positions or doing certain works, the remaining members shall elect one of them to hold the position of President of the Board of Directors under the majority rule until a new decision is issued by the Board of Directors.

6. When deemed necessary, the Board of Directors may assign a Company's secretary for a term determined by the Board. The Board may dismiss the Company Secretary when needed, in compliance with current labor laws. The Company Secretary has 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;
- d) Other rights and obligations as prescribed in Company Charter.

Article 8. Dismissal, replacement and addition of members of the Board of Directors

1. A member of the Board of Directors will be dismissed by the General Meeting of Shareholders in the following cases:

- a) Not meeting the standards and conditions prescribed in Article 155 of the Law on Enterprises;
- 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) 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 9. Method for election, dismissal and discharge of members of the Board of Directors

1. Shareholders or shareholder groups holding at least 5% of the total ordinary shares have the right to nominate candidates for the Board of Directors in accordance with the provisions of the Enterprise Law and the Company Charter. The nomination of candidates to the Board of Directors shall be carried out as follows:

- a) The shareholder or group of shareholders holding from 5% to less than 10% of the total voting shares may nominate one (01) candidate; from 10% to less than 20% may nominate up to two (02) candidates; from 20% to less than 30% may nominate up to three (03) candidates; from 30% to less than 40% may nominate up to four (04) candidates; from 40% to less than 50% may nominate up to five (05) candidates; from 50% to less than 60% may nominate up to six (06) candidates; from 60% to less than 70% may nominate up to seven (07) candidates; from 70% to less than 80% may nominate up to eight (08) candidates; and from 80% or more may nominate up to nine (09) candidates.

- b) Based on the number of members of the Board of Directors, shareholders or shareholder groups specified in this section have the right to nominate one or more candidates for the Board of Directors as decided by the General Meeting of Shareholders.

2. If the number of candidates for the Board of Directors through nominations and self-nominations as prescribed in Clause 5, Article 115 of the Enterprise Law is still insufficient, the current Board of Directors may nominate additional candidates in accordance with the Company Charter, the Internal Regulations on Company Administration and the Regulations on Operation of the Board of Directors. The additional nominations by the current Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect the Board of Directors in accordance with the law.

3. The voting on members of Board of Directors shall be carried out by cumulative voting. This means each shareholder has a number of votes that is equivalent to their shares multiplied by the number of members of the Board of Directors, and may cast all or some of the votes for one or some candidates. Elected members of the Board of Directors shall be chosen according to number of votes received in descending order until the minimum number specified in the Company's Charter is reached. In case 02 or more candidates for the last member of the Board of Directors receive the same number of votes, they will undergo another voting or be selected according to the voting regulations of the Company's Charter.

4. The dismissal and discharge of members of the Board of Directors is carried out by the General Meeting of Shareholders through a voting process (approve, disapprove, no opinion). The approval ratio for this voting method is specified in Clause 2, Article 21 of the Company's Charter.

5. If the number of candidates is less than or equal to the number of members needed to be elected to the Board of Directors, the election of Board members may be conducted using the cumulative voting method as outlined in Clause 3, Article 148 of the Enterprise Law, or through a voting method (approve, disapprove, no opinion). The approval ratio for the voting process is governed by Clause 2, Article 21 of the Company's Charter.

Article 10. Notification of Election, Dismissal, and Removal of Members of the Board of Directors

1. In cases where candidates for the Board of Directors have been identified, the Company must disclose information regarding these candidates at least ten (10) days prior to the opening of the General Meeting of Shareholders on the Company's website. This allows shareholders to review information about the candidates before voting. Each candidate must provide a written commitment to the accuracy and truthfulness of their disclosed personal information and pledge to perform their duties with integrity, diligence, and in the best interests of the Company if elected as a member of the Board of Directors. The disclosed information regarding the candidates includes:

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Work experience;
- d) Other management positions (including positions on the Boards of other companies);
- e) Interests related to the Company and its related parties;
- f) Other information (if any) as prescribed in the Company's Charter;
- g) The Company must also disclose information regarding companies in which the candidate holds positions on the Board of Directors, other management positions, and any interests related to the Company (if any).

2. The announcement of the results of the election, dismissal, or removal of Board members shall be made in accordance with the regulations on information disclosure.

CHAPTER III. BOARD OF DIRECTORS

Article 11. Rights and Duties of the Board of Directors

1. The Board of Directors is the company's management BODY, with full authority to decide and exercise the company's rights and obligations on behalf of the company, except for the rights and obligations under the authority of the General Meeting of Shareholders.

2. The rights and duties of the Board of Directors are prescribed by law, the Company's Charter, and resolutions of the General Meeting of Shareholders. Specifically, the Board of Directors shall have the following powers and responsibilities:

- a) Decide the company's medium-term development strategies and annual business plans;
- b) Propose the types of authorized shares and quantity of each type;
- c) Decide sale of certain types of unsold authorized shares; decide other methods of raising capital;
- d) Decide selling prices for the company's shares and bonds;
- e) Decide repurchase of shares as prescribed in Clause 1 and Clause 2 Article 133 of the Enterprise Law;
- f) Decide on investment plans and investment projects within the authority and limits prescribed by law;
- g) Decide solutions for market development, marketing and technology;
- h) Approve sale contracts, purchase contracts, borrowing contracts, lending contracts, other contracts and transactions that are worth at least 35% of the total assets written in the latest financial statement, unless another ratio or value is prescribed in the company's charter; contracts and transactions within the jurisdiction of the General Meeting of Shareholders as prescribed in Point d Clause 2 Article 138, Clause 1 and Clause 3 Article 167 of the Enterprise Law;
- i) Elect, dismiss the President of the Board of Directors; designate, dismiss, enter into and terminate contracts with the Director/General Director and other key executives prescribed in the company's charter; decide salaries, remunerations, bonuses and other benefits of these executives; designate authorized representatives to participate in the Board of Members or General Meeting of Shareholders of another company; decide their remunerations and other benefits;
- j) Supervise the Director/General Director and other executives managing the company's everyday business;
- k) Resolve the Company's complaints against the business manager as well as decide on the selection of the Company's representative to resolve issues related to legal procedures against that manager..
- l) Assign tasks and powers in managing all production and business activities of the Company to managers and executives.
- m) Decide the company's organizational structure, rules and regulations; establishment of subsidiary companies, branches and representative offices; contribution of capital to and purchase of shares of other enterprises;

- n) Approve the agenda and documents of the General Meeting of Shareholders; convene the General Meeting of Shareholders or carry out surveys for the General Meeting of Shareholders to ratify its resolutions;
- o) Submit annual audited financial statements to the General Meeting of Shareholders;
- p) Propose the dividends payout; decide the time and procedures for paying dividends or settling business losses;
- q) Propose reorganization or dissolution of the bankruptcy; file bankruptcy of the company;
- r) Approve the issuance of the Board of Directors' Operating Regulations, the Company's Internal Governance Regulations after approval by the General Meeting of Shareholders, and the Company's Information Disclosure Regulations;
- s) Request the General Director, Deputy General Directors, and other managers of the Company to provide information and documents on the Company's financial situation and business activities.
- t) The requested managers must provide timely, complete, and accurate information as requested by the BOD members. Procedures for requesting and providing information are prescribed in the Operating regulations of the Board of Directors.
- u) Exercise other rights and duties as prescribed by the Enterprise Law, Securities Law, other legal provisions, the Company's Charter.

3. The Board of Directors must report their performance results to the General Meeting of Shareholders in accordance with Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020, which provides detailed guidelines for implementing certain provisions of the Securities Law. In case the Board of Directors does not submit a report to the General Meeting of Shareholders, the Company's annual financial statements are considered invalid and have not been approved by the Board of Directors.

4. The BOD shall adopt resolutions and decisions through voting at meetings, collecting written opinions, or other methods as prescribed in the Company's Charter. Each BOD member has one vote.

5. In case a resolution or decision is ratified by the Board of Directors against regulations of law or a resolution of the GMS or the company's charter and causes damage to the company, the members that vote for the ratification of such resolution or decision shall be jointly responsible for it and pay compensation for the company; the members that vote against such resolution or decision shall not be held responsible. In this case, the company's shareholders are entitled to request the court to suspend or invalidate the resolution or decision.

Article 12. Duties and Powers of the Board of Directors in Approving and Signing Contracts and Transactions

1. The Board of Directors (BOD) must approve contracts and transactions that have a value of less than 35%, or transactions that lead to a cumulative transaction value within 12 months from the date of the first transaction of less than 35% of the total asset value recorded in the most recent financial statements. Alternatively, a lower percentage or value as prescribed by the Company's Charter may apply. This applies to transactions between the Company and any of the following parties:



- Members of the Board of Directors, members of the Board of Controllers, the General Director, other managers, and their related persons;
- Shareholders or authorized representatives of shareholders holding more than 10% of the total ordinary shares of the Company, and their related persons;
- Enterprises related to the individuals defined in Clause 2, Article 164 of the Enterprise Law.

2. The BOD must also approve contracts or transactions involving loans, lending, or asset sales with a value of less than or equal to 10% of the total asset value recorded in the most recent financial statements between the Company and a shareholder owning 51% or more of the total voting shares, or their related persons.

3. The Company's representative who signs a contract or transaction must notify the BOD members and the Board of Controllers members of the related persons together with the draft contract or transaction summary. The Board of Directors shall decide whether to approve the contract or transaction within 15 days from the day on which the notification is received unless a different deadline is prescribed in the company's charter. Members of the Board of Directors that are related to the parties to the contract or transaction must not vote.

Article 13. Responsibilities of the Board of Directors in Convening Extraordinary General Meetings of Shareholders

1. The Board of Directors (BOD) is required to convene an extraordinary General Meeting of Shareholders (GMS) in the following circumstances:

- a) When the BOD deems it necessary for the benefit of the Company;
- b) The quantity of remaining members of the Board of Directors and Board of Controllers is smaller than the minimum quantity prescribed by law;
- c) Requested by a shareholder or group of shareholders as prescribed in Clause 2, Article 115 of the Enterprise Law. The request to convene an extraordinary GMS must be in writing, clearly stating the reasons and purpose of the meeting, and must be signed by the relevant shareholders. If the request is made in multiple documents, they must collectively include the signatures of the concerned shareholders;
- d) The meeting is requested by the Board of Supervisors;
- e) Other cases as prescribed by law and the Company's Charter.

2. Convening Extraordinary General Meetings:

The BOD must set a date for the extraordinary GMS within sixty (60) days from the date when the number of BOD members or Board of Controllers members falls below the minimum prescribed in the Company's Charter or receiving a request as prescribed in Points c and d of Clause 1 above;

3. The Convener who convenes shall:

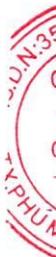
- a) Prepare a list of shareholders entitled to participate in the GMS. The list must be compiled no more than ten (10) days before the date of sending the meeting invitation, unless the Company's Charter specifies a shorter period. The Company must announce the creation of the shareholder list at least twenty (20) days before the record date;
- b) Prepare the agenda and meeting content;
- c) Prepare documents for the GMS;

- d) Draft the resolutions based on the anticipated content of the meeting;
- đ) Xác định thời gian và địa điểm tổ chức đại hội;
- e) Notify and send meeting invitations to all shareholders eligible to attend;
- g) Other tasks necessary for organizing the GMS.

Article 14. Subcommittees assist the Board of Directors.

1. When deemed necessary, the Board of Directors may establish subcommittees responsible for development policies, human resources, compensation, internal audit, and risk management. The number of members of the subcommittee shall be determined by the Board of Directors with a minimum of two (02) members, including members of the Board of Directors and external members. Non-executive members of the Board of Directors should constitute the majority of the subcommittee, and one of these members shall be appointed as the Head of the subcommittee by the decision of the Board of Directors. The activities of the subcommittee must comply with the regulations of the Board of Directors. A resolution of the subcommittee is only valid when approved by a majority of members present and voting at the subcommittee meeting.

2. The implementation of decisions made by the Board of Directors, or by subcommittees under the Board of Directors, must comply with current legal regulations, the Company's Charter, and the Internal Corporate Governance Regulations.



CHAPTER IV. MEETINGS OF THE BOARD OF DIRECTORS

Article 15. Meetings of the Board of Directors

1. The President of the Board of Directors shall be elected during the first meeting of the Board of Directors within 07 working days from the election of that Board of Directors. This meeting shall be convened and chaired by the member that received the highest number of votes. In case more than one member received the same highest number of votes, one of them will be elected by the members under majority rule to convene the meeting of the Board of Directors.

2. The Board of Directors shall be held at least quarterly and may convene extraordinary meetings.

3. The President of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:

- a) It is requested by the Board of Supervisors;
- b) It is requested by the General Director or at least five (05) other managers;
- c) It is requested by at least two (02) members of the Board of Directors;
- d) Other cases as prescribed by the Company's Charter.

4. The request as prescribed in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed, and decisions under the authority of the Board of Directors.

5. The President of the Board of Directors must send a meeting notice to the members of the Board of Directors within seven (07) working days from the date the Company receives the request as prescribed in Clause 3 of this Article. If the President fails to convene the meeting as requested, he/she shall be liable for any damages to the Company; the requesting party has the right to convene the Board of Directors meeting.

6. The President of the Board of Directors or the person convening the meeting must send the meeting notice at least three (03) working days prior to the meeting date unless otherwise prescribed by the Company's Charter. The notice must specify the time, location, form of the meeting, agenda, issues to be discussed, and decisions to be made. The meeting notice must include the meeting documents and voting ballots.

The meeting notice may be sent by invitation letter, phone, fax, electronic means, or other methods as prescribed by the Company's Charter to ensure it reaches the registered contact address of each Board member.

7. The President or the person convening the meeting shall send the notice and accompanying documents to the members of the Board of Directors in the same manner as to the members of the Board of Directors.

Members of the Board of Supervisors have the right to attend Board meetings and discuss but do not have voting rights.

8. The Board meeting is valid when at least 3/4 of the total number of members attend. If the meeting convened as prescribed in this Article does not meet the required quorum, the President must send a second meeting notice to the members within seven (07) days from the original meeting date, unless the Company Charter stipulates another shorter period. In this case, the meeting is valid if more than half of the Board members attend..

9. A Board member is considered to attend and vote at a meeting in the following cases:

- a) Attending and voting directly at the meeting;
- b) Authorizing another person to attend and vote as prescribed in Clause 11 of this Article;
- c) Attending and voting through online meetings, electronic voting, or other electronic means;
- d) Sending voting ballots via mail, fax, or email;
- d) Sending voting ballots by other means as prescribed in the Company's Charter.

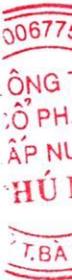
10. In the case of sending votes via mail, the vote must be in a sealed envelope and delivered to the President of the Board no later than one hour before the meeting starts. The vote shall only be opened in the presence of all attendees.

11. Voting

- a. Except for the provisions in Point b, Clause 11, Article 15 of this Regulation, each member of the Board of Directors or authorized person as prescribed in Clause 8 of this Article who is directly present as an individual at the meeting of the Board of Directors has one (01) vote;
- b. A member of the Board of Directors is not allowed to vote on contracts, transactions or proposals in which that member or a person related to that member has interests and those interests conflict or may conflict with the interests of the Company. Members of the Board of Directors are not included in the minimum number of members present to be able to hold a meeting of the Board of Directors on decisions in which that member does not have the right to vote;
- c. According to the provisions of Point d, Clause 11, Article 15 of this Regulation, 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 voting rights, the decision of the chairman is the final decision, unless the nature or scope of the interests of the relevant Board of Directors member has not been fully disclosed;
- d. Members of the Board of Directors who benefit from a contract stipulated in the Company's Charter are considered to have significant interests in that contract;
- e. Supervisors have the right to attend meetings of the Board of Directors, have the right to discuss but cannot 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 planned to be signed with the Company and knows that he or she has an interest in it, has the responsibility to disclose this benefit at the first meeting of the Board to discuss the signing of this contract or transaction. In case a member of the Board of Directors does not know that he or any 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 relevant 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. Members must attend all meetings of the Board of Directors. Members are authorized to authorize others to attend meetings and vote if approved by a majority of the Board of Directors.



14. Resolutions and decisions of the Board of Directors are passed if approved by a majority of members attending the meeting; In case the number of votes is equal, the final decision belongs to the side with the opinion of the Chairman of the Board of Directors.

15. The Board of Directors has the right to consult in writing from members of the Board of Directors to pass Resolutions of the Board of Directors when passing issues within the authority of the Board of Directors in the Company's Charter..

Resolutions in the form of written opinions are passed on the basis of the approval of the majority of members of the Board of Directors with voting rights. This resolution has the same effect and value as the resolution passed at the meeting.

Article 16. Minutes of the Board of Directors Meeting

1. Meetings of the Board of Directors must be recorded in minutes, which may be audio-recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese and may also be prepared in a foreign language, including the following main contents:

- a) Name, address of the head office, and business registration number;
- b) Date, time, and location of the meeting;
- c) Purpose, agenda, and content of the meeting;
- d) Full names of members attending or authorized to attend the meeting and the method of attendance; full names of members not attending and the reasons for their absence;
- e) Issues discussed and voted on during the meeting;
- f) A summary of the opinions expressed by each attending member in the order of the meeting;
- g) Voting results, clearly stating the members in favor, against, and abstaining;
- h) Issues approved and the corresponding approval percentage;
- i) Full names and signatures of the chairperson and minute taker, except in the cases prescribed in Clause 2 of this Article.

2. If the chairperson or the minute taker refuses to sign the meeting minutes, the minutes will still be valid if all other attending Board members sign the minutes and the minutes contain all the required content as prescribed in points a, b, c, d, e, g, and h of Clause 1 of this Article.

3. The chairperson, minute taker, and those who sign the minutes are responsible for the truthfulness and accuracy of the meeting minutes.

4. The meeting minutes and documents used during the meeting must be stored at the Company's head office.

5. The Vietnamese and foreign language versions of the minutes have equal legal validity. In case of any discrepancies between the Vietnamese and foreign language versions, the content of the Vietnamese version shall prevail.

CHAPTER V. REPORT AND DISCLOSURE OF RELATED INTERESTS

Article 17. Submission of annual reports

1. At the end of the fiscal year, the Board of Directors must submit the following reports to the General Meeting of Shareholders:

- a) The company's income statement;
- b) The financial statement;
- c) The report on the company's administration and management;
- d) The validation report of the Board of Supervisories.

2. The documents specified in Points a, b and c Clause 1 of this Article shall be submitted to the Board of Supervisors for validation at least 30 days before the opening date of the GMS unless otherwise prescribed by company's charter.

3. The documents specified in Clauses 1, 2 of this Article, the validation report of the Board of Controllers and the audit report shall be retained at the company's headquarters at least 10 days before the opening date of the GMS unless a longer period is prescribed by company's charter. Shareholders who have been holding the company's shares continuously for at least 01 may examine the documents mentioned in this Article themselves or with their lawyers, accountants or auditors.

Article 18. Remuneration, Bonuses, and Other Benefits for Members of the Board of Directors

1. The company is entitled to pay salaries and bonuses to members of the Board of Directors according to the company's business performance.

2. Members of the Board of Directors shall receive salaries and bonuses. The salary is based on the number of days necessary to fulfill the member's duties and the daily pay. The Board of Directors shall estimate the salary of each member by consensus. The total salaries and bonuses of the Board of Directors shall be decided by the annual GMS.

3. Salaries of members of the Board of Directors shall be recorded as the company's expenses in accordance with regulations of law on corporate income tax in a separate section of the company's consolidated financial statement and shall be reported at the annual GMS.

4. Members of the Board of Directors holding executive positions or working on subcommittees of the Board of Directors or performing tasks beyond the usual scope of a Board member's duties may receive additional remuneration in the form of a fixed fee, salary, commission, profit percentage, or other forms decided by the Board of Directors.

5. Members of the Board of Directors are entitled to reimbursement for all reasonable travel, accommodation, and other related expenses incurred in fulfilling their responsibilities as members of the Board, including costs incurred while attending the General Meeting of Shareholders, Board of Directors meetings, or subcommittee meetings.

6. Members of the Board of Directors may be provided with liability insurance by the company, subject to the approval of the General Meeting of Shareholders. This insurance does not cover liabilities arising from the member's violations of the law or the company's charter.

Article 19. Disclosure of Related Interests

Unless more stringent requirements are prescribed by the company's charter, the company's benefits and related persons shall be disclosed as follows:

1. Members of the Board of Directors shall declare their related interests, including the following information:

a) Names, enterprise ID numbers, headquarters addresses and business lines of the enterprises they own or have shares/stakes in; the holdings and time of owning or holding the shares/stakes;

b) Names, EID numbers, headquarters addresses, business lines of the enterprises their related persons own, jointly own or have separate controlling shares/stakes that are worth more than 10% of charter capital.

2. The information specified in Clause 1 of this Article shall be declared within 07 working days from the day on which the related interests are brought about; any revision shall be notified to the company within 07 working days from its date of occurrence.

3. When members of the Board of Directors do business within the company's business lines in their own names or others' names, they shall explain the nature and contents of such business to the Board of Directors, and may only proceed if it is accepted by the majority of the remaining members of the Board of Directors. Otherwise, all incomes from such business will belong to the company.

CHATER VI. RELATIONSHIP OF BOARD OF DIRECTORS

Article 20. Relationship Between Members of the Board of Directors

1. The relationship between members of the Board of Directors is a cooperative one. Members are responsible for informing each other about matters related to the tasks they are assigned.
2. During the performance of their duties, the member of the Board of Directors assigned as the primary responsible party must proactively coordinate with other members if issues arise related to areas managed by other members. In cases where there are differing opinions among members, the responsible member must report to the President of the Board for a decision within their authority, or organize a meeting, or seek the opinions of other members of the Board in accordance with the law, the company's charter, and the internal regulations.
3. In case of reassignment of tasks between members of the Board, members must transfer relevant work, files, and documents. The handover must be documented in writing and reported to the President of the Board.

Article 21. Relationship with the Executive Board

In its governance role, the Board of Directors issues resolutions for the CEO and the executive team to implement. At the same time, the Board of Directors is responsible for overseeing and monitoring the implementation of these resolutions.

Article 22. Relationship with the Board of Supervisors

1. The relationship between the Board of Directors and the Board of Controllers is a cooperative one. The working relationship between the Board of Directors and the Board of Controllers is based on the principles of equality and independence, while closely coordinating and supporting each other in the performance of their duties.
2. Upon receiving the inspection minutes or summary reports from the Board of Controllers, the Board of Directors is responsible for reviewing them and instructing the relevant departments to develop plans and take corrective actions in a timely manner.



CHATER VII. ENFORCEMENT PROVISIONS

Article 23. Effectiveness

The operating regulations of the Board of Directors of Phu My Water Supply Joint Stock Company include 7 chapters, 23 articles and take effect from March ... ,2025

**ON BEHALF OF BOARD OF
DIRECTORS
PRESIDENT**