

No.: 63/CBTT.PVCL.25

Soc Trang, April 26th 2025

INFORMATION DISCLOSURE

To: - The State Securities Commission of Vietnam (SSC);
- Ho Chi Minh Stock Exchange (HOSE);

- **Name of Company:** Cuu Long Petro Urban Development and Investment Corporation
- **Stock Symbol:** CCL
- **Address of headoffice:** No.02, Lot KTM 06, Street 6, 5A Urban Area, Ward 4, Soc Trang City, Soc Trang province;
- **Tel:** (0299) 3627999 **Fax:** (0299) 3627888 **Email:** pvcl@dothi5a.com
- **Person disclosing information:** Mrs Tran Thi Ngoc Hue - Person authorized to disclose information.

Type of information disclosed: ☐ periodic ☐ abnormal ☒ 24hour ☐ request

Content of published information:

Cuu Long Petro Urban Development and Investment Corporation would like to announce that the Company Charter has been amended and supplemented with content issued on April 26th, 2025 according to the content agreed upon in the Resolution of the 2025 Annual General Meeting of Shareholders.

Attached documents:

- The Charter of Cuu Long Petro Urban Development and Investment Corporation issued with amendments and supplements on April 26th, 2025

This information has been published on the Company's website: <http://pvcl.com.vn>

I commit that the information published above is true and take full responsibility before the law for the content of the information published.

Recipients:

- As regards;
- BOD; Audit Committee; CEO
- Archived: Secretary of BOD

Organization representative
Person authorized to disclose information

Sign, write full name and seal



Tran Thi Ngoc Hue

SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness



CHARTER

CUU LONG PETRO URBAN DEVELOPMENT AND INVESTMENT CORPORATION

(Amended on April 26th, 2025 according to the content of Resolution

No. 01/NQ.DHDCDTN.PVCL.25)

Soc Trang, April 2025

No.: 02/QĐ.HĐQT.PVCL.25

Soc Trang, April 26th 2025

DECISION

On amending and promulgating the Charter and Operating Regulations of the Board of Directors Cuu Long Petro Urban Development and Investment Corporation

- Pursuant to Enterprise Law No. 59/2020/QH14 Pursuant to the Enterprise Law No. 59/2020/QH14 passed on June 17th, 2020, effective from January 1st, 2021.

- Pursuant to the Charter of the Cuu Long Petro Urban Development and Investment Corporation.

- Pursuant to the Minutes of the meeting and Resolution of the 2025 Annual General Meeting of Shareholders held on April 26th, 2025 on approving the promulgation of the Operating Regulations of the Board of Directors and the supplementary and amended contents of the Charter of Cuu Long Petro Urban Development and Investment Corporation.

CHAIRMAN OF THE BOARD OF DIRECTORS CUU LONG PETRO URBAN DEVELOPMENT AND INVESTMENT CORPORATION DECISION

Article 1: Agreed to issue a decision approving the amendment and supplement of the contents of the charter and promulgating the Operating Regulations of the Board of Directors of Cuu Long Petro Urban Development and Investment Corporation in accordance with current laws. Attached to this decision are the Company Charter and the Operating Regulations of the Board of Directors of Cuu Long Petro Urban Development and Investment Corporation.

Article 2: These Charter and Regulations of the Board of Directors shall be effective from April 26th, 2025.

Article 3: The Board of Directors, Audit Committee, members of the Board of Directors, the Board of General Directors and all departments, divisions and units under Cuu Long Petroleum Urban Development and Investment Joint Stock Company are responsible for implementing this decision.

Recipients:

- BOD; CEO;
- As per Article 3
- Archived: Secretary of BOD.

CHAIRMAN

OF THE BOARD OF DIRECTORS



Nguyen Trieu Dong

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INTRODUCTION

This Charter is supplemented and amended by the decision of the Annual General Meeting of Shareholders in 2025. Cuu Long Petro Urban Development and Investment Corporation held on April 26th, 2025.

CHAPTER I DEFINITION OF TERMS IN THE CHARTER

Article 1. Interpretation of terms

1. In this Charter, the following terms are construed as follows:
 - 1.1. *Charter capital* is the total par value of shares sold or registered to be purchased upon establishment of a joint stock company and as prescribed in Article 6 of this Charter;
 - 1.2. *Voting capital* is equity capital, under which the owner has the right to vote on matters within the decision-making authority of the General Meeting of Shareholders;
 - 1.3. *The Law on Enterprises* is the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17th, 2020;
 - 1.4. *The Securities Law* is the Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26th, 2019;
 - 1.5. *Vietnam* is the Socialist Republic of Vietnam;
 - 1.6. *The date of establishment* is the date on which the Company is first granted the Certificate of Business Registration (Certificate of Business Registration and equivalent documents);
 - 1.7. *The business operators* are the General Director, Deputy General Director, Chief Accountant and other operators as prescribed in the Company Charter;
 - 1.8. *A business manager* is a person who manages a company, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director and individuals holding other management positions as prescribed in the Company Charter;
 - 1.9. *Related persons* are individuals and organizations specified in Clause 46, Article 4 of the Law on Securities;
 - 1.10. *A shareholder* is an individual or organization that owns at least one share of a joint stock company;
 - 1.11. *A founding shareholder* is a shareholder who owns at least one common share and signs the list of founding shareholders of a joint stock company;
 - 1.12. *Major shareholder* is a shareholder as prescribed in Clause 18, Article 4 of the Law on Securities ;
 - 1.13. *Term of operation* is the term of operation of the Company as stipulated in Article 2 of this Charter and the extension period (if any) approved by the Company's General Meeting of Shareholders;
 - 1.14. *The stock exchange* is the Vietnam Stock Exchange and its subsidiaries.

1.15 *Direct General Meeting* : is a meeting of the General Meeting of Shareholders in which shareholders attend directly, discuss and vote on meeting issues at a certain location, not in the online form prescribed in Clause 1.16 of this Article.

1.16. *Online General Meeting*: is a General Meeting of Shareholders organized through the application of modern information technology solutions to transmit audio and/or images of the General Meeting, allowing shareholders in different locations to attend, monitor, discuss and vote on meeting issues.

1.17 *Combined online and in-person meeting* : is a meeting of the General Meeting of Shareholders in which shareholders attend in person, discuss and vote on meeting issues at a certain location and combine with the online form prescribed in Clause 1.16 of this Article.

1.18 *Online system* : is a software system/website application that the company uses to serve the organization of *online General Meeting of Shareholders* and/or electronic voting.

1.19 . *Electronic voting*: is when shareholders or authorized representatives of shareholders vote at the General Meeting of Shareholders or at a session to collect shareholders' written opinions in the form of voting on the Online System.

1.20 . *Traditional voting*: is when shareholders or authorized representatives of shareholders participate in voting *directly at the General Meeting of Shareholders or send written feedback ballots to the company or in other forms prescribed in the Charter, Internal regulations on corporate governance and legal regulations*, but not in the form of electronic voting.

2. In this Charter, references to one or more other provisions or documents include amendments, supplements or replacement documents.

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

CHAPTER II

NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, TERM OF OPERATION AND LEGAL REPRESENTATIVE OF THE COMPANY

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

1. Company Name:

- Company name written in Vietnamese: **Cuu Long Petro Urban Development and Investment Corporation.**

- Company name in English: **Cuu Long Petro Urban Development And Investment Corporation.**

- Abbreviated Company Name: **PVCL**

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

3. The Company's registered office is:

- Address: No. 02, Lot KTM-06, Road No. 6, Urban Area 5A, Ward 4, Soc Trang City, Soc Trang Province.

- Phone: (0299) 3627999

- Fax: (0299) 3626888

- Email: pvcl@dothi5a.com

- Website: pvcl.com.vn

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

5. Unless terminated before the deadline according to Clause 2, Article 59 or extended according to Article 60 of this Charter, the term of operation of the Company begins from the date of establishment and is indefinite.

Article 3. Legal representative of the Company

The company has 01 legal representative who is the General Director.

The rights and obligations of the legal representative are stipulated in this Charter and in the Internal Regulations on Corporate Governance.

CHAPTER III

OBJECTIVES, SCOPE OF BUSINESS AND ACTIVITIES OF THE COMPANY

Article 4. Company's operational objectives

1. The Company's business lines are:

No.	Industry name	Industry code
1.	Real estate business; land use rights owned, used or leased <i>(Except for investment in building cemetery infrastructure to transfer land use rights associated with infrastructure)</i>	6810 (main)
2.	Growing vegetables, beans and flowers	0118
3.	Manufacture of concrete and products from concrete, cement and plaster	2395
4.	Building a house to live in	4101
5.	Building a house not for living	4102
6.	Railway construction	4211
7.	Road construction	4212
8.	Electrical construction <i>(Except for construction and operation of multi-purpose power projects and nuclear power projects of special economic and social importance)</i>	4221
9.	Construction of water supply and drainage works	4222
10.	Construction of telecommunications and information works	4223
11.	Construction of hydraulic works <i>(Except for construction and operation of multi-purpose hydropower and nuclear power of special economic and social importance)</i>	4291
12.	Construction of mining works	4292
13.	Construction of processing and manufacturing facilities	4293
14.	Construction of other public works	4229
15.	Construction of other civil engineering works	4299
16.	Demolition	4311

17.	Site preparation (Except for the activity "Blasting service" which belongs to the group of industries that have not yet been allowed to access the market for foreign investors)	4312
18.	Electrical installation	4321
19.	Installation of water supply, drainage, heating and air conditioning systems	4322
20.	Construction completion	4330
21.	Other specialized construction activities	4390
22.	Wholesale of agricultural and forestry raw materials (except wood, bamboo) and live animals. <i>Details: Wholesale of flowers and plants</i>	4620
23.	Wholesale other household items <i>Details: Wholesale of beds, wardrobes, tables, chairs and similar furniture; Wholesale of household electrical appliances, lamps and electric lighting sets</i>	4649
24.	Wholesale of computers, peripherals and software (Except for exercising export rights , import rights , and distribution rights for goods on the List of goods of foreign investors, economic organizations with foreign invested capital are not allowed to exercise export rights, import rights, and distribution rights according to the provisions of law).	4651
25.	Wholesale of electronic and telecommunications equipment and components (Except for exercising export rights , import rights , and distribution rights for goods on the List of goods of foreign investors, economic organizations with foreign invested capital are not allowed to exercise export rights, import rights, and distribution rights according to the provisions of law).	4652
26.	Wholesale of other machinery, equipment and spare parts. <i>Details: Wholesale of machinery, equipment and spare parts for mining and construction; Wholesale of machinery, equipment and spare parts for office machines (except computers and peripherals)</i>	4659
27.	Trading in other construction materials and installation equipment <i>Details: Wholesale of bricks, tiles, sand, stone, gravel; Wholesale of paint, varnish; Wholesale of bamboo, wood and processed wood; Wholesale of construction glass; Wholesale of tiles and sanitary equipment</i>	4663
28.	Architectural activities and related technical consultancy <i>Details: Architectural activities, mapping, geological exploration, water resources; Other related technical consulting activities; consulting, construction supervision of civil, industrial, technical infrastructure, traffic, rural irrigation works; design of civil construction works, technical infrastructure, traffic, rural irrigation works.</i>	7110
29.	Financial investment in stocks, shares, bonds	

2. The Company's operating objectives are:

- Organize production and business activities with the aim of maximizing profits through the application of scientific and technical advances and advanced management methods.
- Create jobs, promote all resources of employees in the company.

- Fully perform financial obligations to the State and ensure profits for the Company, ensuring maintenance and increasing profits for shareholders.

Article 5. Scope of business and operations of the Company

1. The Company is permitted to plan and conduct all business activities according to the Company's business lines as announced on the National Business Registration Portal and this Charter, in accordance with the provisions of current laws and take appropriate measures to achieve the Company's objectives.
2. The Company may conduct business activities in other industries and professions permitted by law and approved by the General Meeting of Shareholders.

CHAPTER IV

CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 6. Charter capital, shares, founding shareholders

1. The Company's charter capital is: **595.814.180.000 VND** (*Five hundred ninety-five billion, eight hundred fourteen million, one hundred eighty thousand Vietnamese Dong*).

The total charter capital of the Company is divided into: **59.581.418** share.

Par value is: 10,000 VND/share (*Ten thousand VND*)

2. The Company may change its charter capital when approved by the General Meeting of Shareholders and in accordance with the provisions of law.
3. The Company's shares on the date of approval of this Charter include common shares and preferred shares (if any). The rights and obligations of shareholders holding each type of shares are stipulated in Article 12 and Article 13 of this Charter.
4. The Company may issue other types of preferred shares after approval by the General Meeting of Shareholders and in accordance with the provisions of law.
5. Name, address, number of shares and other information about founding shareholders as prescribed by the Law on Enterprises are stated in Appendix 01 attached. This Appendix is a part of this Charter.
6. Common shares must be offered to existing shareholders in proportion to their ownership of common shares in the Company, unless otherwise decided by the General Meeting of Shareholders. The number of shares that shareholders do not register to buy in full will be decided by the Board of Directors of the Company. The Board of Directors may distribute such shares to subjects under conditions and in the manner that the Board of Directors deems appropriate, but may not sell such shares under conditions more favorable than those offered to existing shareholders, except in cases where shares are sold through the Stock Exchange by auction.
7. The Company may purchase shares issued by the Company itself in the manners prescribed in this Charter and current laws. Shares purchased by the Company are treasury shares and the Board of Directors may offer them for sale in ways consistent with the Securities Law, relevant guiding documents and the provisions of this Charter.

8. The Company may issue other types of securities when approved by the General Meeting of Shareholders and in accordance with the provisions of law.

Article 7. Stock certificates

1. Shareholders of the Company are issued stock certificates corresponding to the number of shares and type of shares owned.
2. A share is a certificate issued by a company, a book entry or electronic data confirming ownership of one or more shares of that company. A share must have full contents as prescribed in Clause 1, Article 121 of the 2020 Enterprise Law.
3. Within two (02) months from the date of submission of a complete application for transfer of share ownership as prescribed by the Company or within two (02) months (or another period as prescribed by the issuance terms) from the date of full payment for the purchase of shares as prescribed in the Company's share issuance plan, the share owner shall be issued a share certificate. The share owner shall not have to pay the Company the cost of printing the share certificate.
4. In case a share certificate is lost, destroyed or damaged, the owner of such share may request to be issued a new share certificate provided that he/she provides evidence of ownership of the share and pays all related costs to the Company.

Article 8. Other securities certificates

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

Article 9. Transfer of shares

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

Article 10. Revocation of shares

1. In case a shareholder fails to pay in full and on time the amount payable to purchase shares, the Board of Directors shall notify and have the right to request that shareholder to pay the remaining amount together with interest on that amount and any costs arising from the failure to pay in full to the Company.
2. The above payment notice must clearly state the new payment period (at least seven (07) days from the date of sending the notice), the payment location and the notice must clearly state that in case of failure to pay as required, the unpaid shares will be revoked.
3. The Board of Directors has the right to reclaim shares that have not been fully and timely paid in case the requirements in the above notice are not implemented.

4. The revoked shares are considered shares that are eligible for sale as prescribed in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly or authorize the sale or redistribution under the conditions and methods that the Board of Directors deems appropriate.

5. Shareholders holding revoked shares must give up their shareholder status with respect to those shares, but must still pay all related amounts and interest accrued at the rate (not exceeding 9% per year) at the time of revocation as decided by the Board of Directors from the date of revocation until the date of payment. The Board of Directors has full authority to decide to enforce payment of the entire value of shares at the time of revocation.

6. The notice of revocation shall be sent to the holder of the revoked shares before the time of revocation. The revocation shall remain effective even in the event of error or negligence in sending the notice.

CHAPTER V

ORGANIZATIONAL STRUCTURE, MANAGEMENT AND CONTROL

Article 11. Organizational structure, administration and control

The Company's organizational, management, administration and control structure includes:

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

CHAPTER VI

SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 12. Shareholders' rights

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

2. Common shareholders have the following rights:

a. Attend and speak at the General Meeting of Shareholders and exercise the right to vote at the General Meeting of Shareholders in person ; or the General Meeting of Shareholders online; or both; The General Meeting of Shareholders is authorized to have a representative or exercise the right to vote electronically in other forms prescribed by the company. Attend and speak at the General Meeting of Shareholders and exercise the right to vote directly or through an authorized representative or exercise the right to vote electronically in the form selected by the Board of Directors to ensure the rights of shareholders. Each common share has one vote.

b. Receive dividends at the level decided by the General Meeting of Shareholders;

c. Freely transfer fully paid shares in accordance with the provisions of this Charter and current laws. Except for the cases specified in Clause 3, Article 120, Clause 1, Article 127 of the Enterprise Law 2020 and other relevant provisions of law;

- d. Priority to purchase newly offered shares corresponding to the proportion of common shares they own;
 - e. Review, look up and extract information related to shareholders and request correction of inaccurate information;
 - f. Access to information on the list of shareholders entitled to attend the General Meeting of Shareholders;
 - g. Review, look up, extract or photocopy the Company Charter, minutes of the Shareholders' Meeting and resolutions of the Shareholders' Meeting;
 - h. In case the Company is dissolved or bankrupt, receive a portion of the remaining assets corresponding to the percentage of shares owned in the Company after the Company has paid its debts (including debt obligations to the State, taxes, fees) and paid to shareholders holding other types of shares of the Company in accordance with the provisions of law;
 - i. Request the Company to buy back their shares in the cases specified in Article 132 of the Enterprise Law 2020;
 - j. Equal treatment. Each share of the same type gives the shareholder equal rights, obligations and benefits. In case the Company has preferential shares, the rights and obligations attached to the preferential shares must be approved by the General Meeting of Shareholders and fully disclosed to the shareholders;
 - k. Have full access to periodic and irregular information published by the Company in accordance with the law .
 - l. To protect their legitimate rights and interests; to request the suspension or cancellation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the provisions of the Law on Enterprises;
 - m. Propose issues to be included in the agenda of the General Meeting of Shareholders. Proposals must be in writing and sent to the Company at least [03] working days before the opening date. Proposals must clearly state the names of shareholders, the number of each type of shares of the shareholder, and the issues proposed to be included in the agenda;
 - n . Other rights as prescribed by law and this Charter.
3. Shareholders or groups of shareholders holding 5% or more of total common shares have the following rights:
- a. Nominate candidates for the Board of Directors according to the corresponding provisions in Article 25 and Article 36 of this Charter;
 - b. Request the Board of Directors to convene a meeting of the General Meeting of Shareholders in accordance with the provisions of Clause 3, Article 115 and Article 140 of the Law on Enterprises 2020;
 - c. Review, look up, and extract the minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial reports, reports of the Audit Committee, contracts, transactions that must be approved by the Board of Directors and other documents, except for documents related to trade secrets and business secrets of the Company;

- d. Request the Audit Committee to inspect each specific issue related to the management and operation of the Company when deemed necessary. The request must be in writing and must include the following contents: full name, contact address, nationality, legal document number of the individual for individual shareholders; name, enterprise code or legal document number of the organization, head office address for institutional shareholders; number of shares and time of share registration of each shareholder, total number of shares of the entire group of shareholders and ownership ratio in the total number of shares of the Company; issues to be inspected, purpose of inspection;
- e. Other rights as prescribed by law and this Charter.

Article 13. Obligations of shareholders

Common shareholders have the following obligations:

1. Comply with the Company's Charter and internal regulations; comply with decisions of the General Meeting of Shareholders and the Board of Directors.
2. Keep confidential the information provided by the company according to the provisions of the Company Charter and the law. Only use the information provided to exercise and protect your legal rights and interests. It is strictly forbidden to disseminate or copy or send information provided by the company to other organizations or individuals.
3. Attend the General Meeting of Shareholders and exercise voting rights through the following forms:
 - a. Attend and vote directly at the meeting;
 - b. Authorize another person to attend and vote at the meeting;
 - c. Attend and vote via online meetings, electronic voting or other electronic forms;
 - d. Send voting ballots to the meeting via mail, fax, or email.
4. Pay for registered shares as prescribed.
5. Provide correct address when registering to buy shares.
6. Fulfill other obligations as prescribed by current laws.
7. Be personally responsible when performing one of the following acts on behalf of the Company in any form:
 - a. Violation of the law;
 - b. Conducting business and other transactions for personal gain or to serve the interests of other organizations or individuals;
 - c. Pay off debts that are not due before financial risks to the Company.

Article 14. General meeting of shareholders

1. The General Meeting of Shareholders is the highest authority of the Company. The Annual General Meeting of Shareholders is held once a year. The Annual General Meeting of Shareholders must meet within four (04) months from the end of the fiscal year.
2. The Board of Directors convenes the Annual General Meeting of Shareholders and selects a suitable location. The Annual General Meeting of Shareholders decides on matters in

accordance with the provisions of law and the Company's Charter, especially approving the annual financial report and the budget for the following fiscal year. In case the Audit Report of the Company's annual financial report contains material exceptions, the Company may invite a representative of the independent auditing company to attend the Annual General Meeting of Shareholders to explain the relevant contents.

3. The General Meeting of Shareholders can be held in the form of a direct meeting with direct attendance or an online meeting or a combination of both forms depending on the decision of the person convening the meeting.

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

- a. The Board of Directors deems it necessary for the benefit of the Company;
- b. Audited quarterly, six (06) month or annual financial statements reflect that equity has lost half (1/2) compared to the beginning of the period;
- c. The number of members of the Board of Directors and independent members of the Board of Directors is less than the number of members prescribed by law or the number of members of the Board of Directors is reduced by more than one-third (1/3) compared to the number of members prescribed in this Charter;
- d. The shareholder or group of shareholders specified in Clause 3, Article 12 of this Charter requests to convene a meeting of the General Meeting of Shareholders. The request to convene a meeting of the General Meeting of Shareholders must be made in writing, clearly stating the reason and purpose of the meeting; the form of convening the meeting of the General Meeting of Shareholders; having enough signatures of the relevant shareholders or the request must be made in multiple copies and must have enough signatures of the relevant shareholders;
- e. The Audit Committee requests the Board of Directors to convene a meeting if the Audit Committee has reason to believe that members of the Board of Directors or other executives have seriously breached their obligations under Article 165 of the Enterprise Law 2020 or the Board of Directors acts or intends to act beyond the scope of its authority;
- f. Other cases as prescribed by law and this Charter.

5. Convening an extraordinary meeting of shareholders

- a. The Board of Directors must convene a meeting of the General Meeting of Shareholders within thirty (30) days from the date the number of remaining members of the Board of Directors and independent members of the Board of Directors is as prescribed in Point c, Clause 4 of this Article or from the date of receipt of the request prescribed in Point d and Point e, Clause 4 of this Article;
- b. In case the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in Point a, Clause 4 of this Article, within the next thirty (30) days, the Audit Committee must replace the Board of Directors in convening the General Meeting of Shareholders as prescribed in Clause 3, Article 140 of the Law on Enterprises 2020;

c. In case the Audit Committee does not request the Board of Directors to convene a meeting of the General Meeting of Shareholders as prescribed in Point b, Clause 4 of this Article, within the next thirty (30) days, the shareholder or group of shareholders with the request prescribed in Point d, Clause 4 This has the right to replace the Board of Directors in convening the General Meeting of Shareholders as prescribed in Clause 4, Article 140 of the Law on Enterprises 2020.

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

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

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

- a) Approving the Company's development orientation;
- b) Decide on the types of shares and the total number of shares of each type that are allowed to be offered for sale; decide on the annual dividend rate for each type of shares;
- c) Elect, dismiss, remove members of the Board of Directors;
- d) Decision to invest or sell assets with a value of [35%] or more of the total asset value recorded in the Company's most recent financial report, [except in cases where the Company Charter stipulates a different ratio or value];
- d) Decision to amend and supplement the Company Charter;
- e) Approval of annual financial reports;
- g) Decision to buy back more than 10% of total sold shares of each type;
- h) Review and handle violations by members of the Board of Directors that cause damage to the Company and its shareholders;
- i) Decision to reorganize and dissolve the Company;
- k) Decide on the budget or total remuneration, bonuses and other benefits for the Board of Directors;
- l) Approve the internal governance regulations; Board of Directors' operating regulations, Audit Committee's operating regulations;
- m) Approve the list of approved auditing companies; decide on the approved auditing company to conduct audits of the Company's operations, and dismiss approved auditors when deemed necessary;
- n) Other rights and obligations as prescribed by law.

2. The General Meeting of Shareholders discusses and approves the following issues:

- a) The Company's annual business plan;

- b) Audited annual financial statements;
 - c) Report of the Board of Directors on the management and performance of the Board of Directors and each member of the Board of Directors; [in case the company operates under the model prescribed in Point b, Clause 1, Article 137 of the Law on Enterprises, the independent member of the Board of Directors is responsible for reporting at the annual General Meeting of Shareholders as prescribed in Article 284 of Decree No. 155/2020/ND-CP dated December 31st, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
 - d) Report on the Company's business results, the performance of the Board of Directors and the General Director;
 - e) Dividend level for each share of each type;
 - g) Number of members of the Board of Directors;
 - h) Elect, dismiss, remove members of the Board of Directors;
 - i) Decide on the budget or total remuneration, bonuses and other benefits for the Board of Directors and Audit Committee;
 - k) Approve the list of approved auditing companies; decide on approved auditing companies to conduct audits of the company's operations when deemed necessary;
 - l) Supplement and amend the Company Charter;
 - m) Types of shares and number of new shares issued for each type of shares and transfer of shares by founding members within the first 03 years from the date of establishment;
 - n) Division, separation, consolidation, merger or conversion of the Company;
 - o) Reorganize and dissolve (liquidate) the Company and appoint a liquidator;
 - p) Decision to invest or sell assets with a value of from [**35 %**] total asset value or more recorded in the Company's most recent Financial Statement [except where the Company Charter stipulates another ratio or value];
 - q) Decision to buy back more than 10% of total sold shares of each type;
 - r) The Company signs contracts and transactions with the subjects specified in Clause 1, Article 167 of the Law on Enterprises. 2020 with value equal to or greater than [**35%**] total value of the Company's assets recorded in the most recent financial statements;
 - s) Approve the transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31st, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
 - t) Approve the internal regulations on corporate governance and the Board of Directors' operating regulations;
 - u) Other issues as prescribed by law and this Charter.
3. All resolutions and issues included in the meeting agenda must be discussed and voted on at the General Meeting of Shareholders.

Article 16. Authorization to attend the General Meeting of Shareholders

1. Shareholders who have the right to attend the General Meeting of Shareholders as prescribed in Clause 3, Article 144 of the Enterprise Law 2020 may authorize individuals or organizations to attend on their behalf. In case there is more than one authorized representative, the number of shares and votes authorized for each representative must be specifically determined.

2. The authorization for a representative to attend the General Meeting of Shareholders must be made in writing according to the Company's form and must be signed according to the following provisions:

a. In case an individual shareholder is the authorized person, the authorization letter must be signed by that shareholder and the individual or legal representative of the organization authorized to attend the meeting;

b. In case the institutional shareholder is the principal, the authorization letter must be signed by the authorized representative, the legal representative of the institutional shareholder and the individual, the legal representative of the organization authorized to attend the meeting;

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

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

3. In case a lawyer signs a representative appointment paper on behalf of the principal, the representative appointment in this case shall only be considered effective if the representative appointment paper is presented together with the power of attorney for the lawyer (if not previously registered with the Company).

4. Except for the case specified in Clause 3 of this Article, the voting ballot of the person authorized to attend the meeting within the scope of authorization remains valid when one of the following cases occurs:

a. The authorized person has died, has limited civil act capacity or has lost civil act capacity;

b. The principal has revoked the authorization;

c. The principal has revoked the authority of the person performing the authorization.

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

Article 17. Change of rights

1. The change or cancellation of special rights attached to a type of preferred shares shall be effective when approved by shareholders representing 65% or more of the total number of votes of all shareholders attending the meeting. A resolution of the General Meeting of Shareholders on the content that adversely changes the rights and obligations of shareholders owning preferred shares shall only be approved if it is approved by the number

of preferred shareholders of the same type attending the meeting owning 75% or more of the total number of preferred shares of that type or approved by the preferred shareholders of the same type owning 75% or more of the total number of preferred shares of that type in the case of passing the resolution in the form of obtaining written opinions.

2. The organization of a meeting of shareholders holding a type of preferred shares to approve the above-mentioned change of rights is only valid when there are at least 02 shareholders (or their authorized representatives) and holding at least 1/3 of the par value of the issued shares of that type. In case there are not enough delegates as mentioned above, the meeting will be re-organized within the next 30 days and the holders of shares of that type (regardless of the number of people and shares) present in person, online and through authorized representatives are considered to have sufficient number of delegates required. At the meetings of shareholders holding the above-mentioned preferred shares, the holders of shares of that type present in person; or online; or through representatives may request a secret ballot. Each share of the same type has equal voting rights at the above-mentioned meetings.

3. The procedures for conducting such separate meetings shall be similar to those provided for in Articles 19, 20 and 21 of this Charter.

4. Unless otherwise provided in the terms of issue of shares, the special rights attached to the classes of shares with preferential rights in respect of some or all matters relating to the distribution of profits or assets of the Company shall not be changed when the Company issues additional shares of the same class.

Article 18. Convening meetings, meeting agenda and notice of invitation to the General Meeting of Shareholders

1. The Board of Directors convenes a meeting of the General Meeting of Shareholders or a meeting of the General Meeting of Shareholders is convened in accordance with the cases specified in Point b or Point c, Clause 4, Article 14 of this Charter.

2. The person convening the General Meeting of Shareholders must perform the following tasks:

a. Prepare a list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no later than [10 days] before the date of sending the notice of invitation to the General Meeting of Shareholders. The Company must disclose information on the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the last registration date;

b. Prepare the conference program and content;

c. Prepare documents for the congress;

d. Draft resolution of the General Meeting of Shareholders according to the expected content of the meeting;

e. Determine the time and place of the congress;

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

g. Other tasks serving the congress.

3. Meeting invitations and agenda and documents for the General Meeting of Shareholders shall be sent to all shareholders by post. method to ensure reaching the shareholders' contact addresses, and at the same time announcing on the Company's website and the State Securities Commission, the Stock Exchange where the Company's shares are listed and the Online System in case of electronic voting. In case the document is not sent with the notice of the General Meeting of Shareholders, the meeting invitation must clearly state the address of the website so that shareholders can access it.

The person convening the General Meeting of Shareholders must send a notice of meeting to all shareholders in the List of Shareholders entitled to attend the meeting at least **[21 days]** before the opening date of the meeting [if the Company's Charter does not stipulate a longer period] (calculated from the date the notice is validly sent or transmitted). The agenda of the General Meeting of Shareholders, documents related to the issues to be voted on at the meeting shall be sent to shareholders and/or posted on the Company's website. In case the documents are not sent with the notice of the General Meeting of Shareholders, the notice of meeting must clearly state Links to all meeting documents available to shareholders, including:

a. Meeting agenda, documents used in the meeting;

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

c. Voting ballot;

d. Form of appointment of authorized representative to attend the meeting;

e. Draft resolutions for each issue in the meeting agenda.

4. Shareholders or groups of shareholders as prescribed in Clause 3, Article 12 of this Charter have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and must be sent to the Company at least three (03) working days before the opening date of the General Meeting of Shareholders. The proposal must include the shareholder's full name, permanent address, nationality, Citizen Identification Card number, Identity Card, Passport or other legal personal identification for individual shareholders; name, enterprise code or establishment decision number, head office address for organizational shareholders; the number and type of shares held by that shareholder, and the proposed content to be included in the meeting agenda.

5. The person convening the General Meeting of Shareholders has the right to reject the proposal specified in Clause 4 of this Article if it falls under one of the following cases:

a. The petition was sent late or was incomplete or incorrect in content;

b. At the time of the proposal, the shareholder or group of shareholders does not hold 5% or more of common shares as prescribed in Clause 3, Article 12 of this Charter;

c. The proposed issue is not within the scope of decision-making authority of the General Meeting of Shareholders;

d. Other cases as prescribed by law and this Charter.

6. The convener of the General Meeting of Shareholders must accept and include the proposal specified in Clause 4 of this Article in the proposed agenda and content of the meeting, except for the case specified in Clause 5 of this Article; the proposal shall be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

Article 19. Conditions for holding a General Meeting of Shareholders

1. The General Meeting of Shareholders is held when there are a number of shareholders attending the meeting representing **over [50%]** total number of voting shares.

2. In case there is not enough number of delegates required within thirty (30) minutes from the time of determining the opening of the meeting, the convener shall cancel the meeting. The General Meeting of Shareholders must be reconvened within thirty (30) days from the expected date, to hold the first General Meeting of Shareholders. The General Meeting of Shareholders A second meeting may only be convened when the number of shareholders attending the meeting represents at least 33% of the total number of voting shares.

3. In case the second general meeting cannot be held due to the lack of sufficient delegates within thirty (30) minutes from the scheduled opening time of the meeting, the third General Meeting of Shareholders may be convened within twenty (20) days from the scheduled date of the second general meeting. In this case, the meeting shall be held regardless of the total number of votes of the attending shareholders, shall be considered valid and shall have the right to decide all matters expected to be approved at the first General Meeting of Shareholders.

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

1. On the date of the General Meeting of Shareholders:

1.1. For in-person meetings and shareholders attending the meeting in person:

Before opening the meeting, the Company must carry out shareholder registration procedures and must carry out the registration until all shareholders entitled to attend the meeting are present and have registered in the following order:

a. When registering shareholders, the Company shall issue to each shareholder or authorized representative with voting rights a voting card, on which is stated the registration number, full name of the shareholder, full name of the authorized representative and the number of votes of that shareholder. When voting at the meeting, the number of cards in favor of the resolution shall be collected first, the number of cards opposing the resolution shall be collected later, and finally the total number of votes in favor or against shall be counted to make a decision. The total number of votes in favor, against, abstentions or invalid votes for each issue shall be announced by the Chairman immediately after voting on that issue. The meeting shall elect persons responsible for counting votes or supervising the counting of votes at the request of the Chairman. The number of members of the counting committee

shall be decided by the General Meeting of Shareholders based on the request of the Chairman of the meeting.

b. Shareholders or authorized representatives who arrive after the meeting has opened have the right to register immediately and then have the right to participate and vote at the meeting immediately after registration. The chairman is not responsible for stopping the meeting to allow late shareholders to register and the validity of the contents voted on before will not change.

1.2. For online General Meetings and shareholders only attending via the Online System:

- Each shareholder will be provided with an access account and password to log into the Online System. The shareholder's access account will be encrypted to ensure the authentication of the shareholder's attending status. The company will notify the shareholder of the access account and password in the Meeting Invitation Notice or via a separate email

- Shareholders who register to attend the meeting online will have their eligibility to attend the General Meeting of Shareholders verified and will be considered present at the General Meeting if they have fully complied with the procedures and methods required by the Online System to verify their shareholder eligibility and register to attend.

- Shareholders wishing to attend the meeting via the Online System must meet the conditions specified in this Regulation and have the following obligations:

- + Secure information related to the access account such as: name, other identification factors (if any) of the access account and login password to ensure that only shareholders have the right to attend meetings on the Online System, except in cases where the information is provided to the authorized representative of the shareholder. Shareholders are responsible for ensuring that the authorized representative will comply with the provisions of this Clause similar to shareholders.

- + Be responsible for all risks and disputes related to the meeting held using the shareholder's access account on the Online System. Attending the meeting and voting on the Online System using the login name with the correct password and/or other identification factors will be considered the shareholder's will .

- + Must regularly update phone number, contact address, email address accurately, completely, honestly at the securities depository to ensure receiving account access notification and take full responsibility for this registered information.

1.3. For the Congress organized in combination with the forms specified in Points 1.1 and 1.2 of this Clause:

a. Shareholders attending the meeting in person at the General Meeting will carry out shareholder registration procedures as prescribed in Point 1.1 Clause This.

b. The Shareholders only attend the meeting through the Online System and carry out shareholder registration procedures as prescribed in Point 1.2 of this Clause.

c. In case a shareholder has registered to attend the meeting via the Online System but still attends the meeting/authorizes to attend the meeting in person, the Company shall organize

shareholder registration as prescribed for shareholders attending the meeting in person at Point 1.1.

2. The election of the chairman, secretary and counting committee is regulated as follows:

2.1. The Chairman of the Board of Directors shall chair meetings convened by the Board of Directors. In case the Chairman is absent or temporarily unable to work, the remaining members of the Board of Directors shall elect one of them to chair the meeting according to the majority principle. In case no one can be elected as the chair, the Head of the Audit Committee shall direct the General Meeting of Shareholders to elect a meeting chair from among the attendees and the person with the highest number of votes shall chair the meeting.

2.2. In other cases, the person who signs the summons for the General Meeting of Shareholders shall conduct the meeting. The General Meeting of Shareholders shall elect a chairman of the meeting and the person with the highest number of votes shall be appointed as chairman of the meeting.

2.3. The chairperson shall appoint one or more persons to act as meeting secretaries;

2.4. The General Meeting of Shareholders elects one or more people to the vote counting committee at the request of the meeting chairman;

3. The agenda and content of the meeting must be approved by the General Meeting of Shareholders in the opening session. The agenda must clearly and specifically specify the time for each issue in the meeting agenda.

4. The chairman of the meeting may conduct necessary activities to conduct the General Meeting of Shareholders in a valid, orderly manner, according to the approved agenda and reflecting the wishes of the majority of the attending delegates.

a) Seating arrangement at the venue of the General Meeting of Shareholders;

b) Ensure safety for everyone present at meeting locations;

c) Create conditions for shareholders to attend (or continue to attend) the meeting. The convener of the General Meeting of Shareholders has the full right to change the above measures and apply all necessary measures. The measures applied may be to issue admission tickets or use other forms of selection.

5. The General Meeting of Shareholders discusses and votes on each issue in the agenda. Voting is conducted by voting for, against and abstaining. The vote counting results are announced by the chairman immediately before the closing of the meeting.

6. Shareholders or authorized persons who arrive after the meeting has opened may still register and have the right to vote immediately after registration; in this case, the validity of the previously voted contents shall not change.

7. The person convening the General Meeting of Shareholders has the following rights:

a. Require shareholders or authorized representatives attending the General Meeting of Shareholders to be subject to inspection or other legal and reasonable security measures.

b. Request the competent authority to maintain order at the meeting; expel those who do not comply with the chairman's authority, intentionally disrupt order, prevent the normal

progress of the meeting or do not comply with security check requirements from the General Meeting of Shareholders.

8. The Chairman has the right to postpone a General Meeting of Shareholders with a sufficient number of registered attendees for no more than 03 working days from the date the meeting is scheduled to open and may only postpone the meeting or change the meeting location in the following cases:

- a) The meeting location does not have enough convenient seating for all attendees;
- b) The media at the meeting location does not ensure that shareholders attending the meeting can participate, discuss and vote;
- c) There are people attending the meeting who obstruct or disrupt order, and risk making the meeting not be conducted fairly and legally.

9. In case the chairman postpones or suspends the General Meeting of Shareholders contrary to the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the chairman in conducting the meeting until its conclusion; all resolutions passed at that meeting shall be effective.

10. In case the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company is responsible for ensuring that shareholders attend and vote by electronic voting or other electronic forms as prescribed in Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/ND-CP dated December 31st, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

Article 21. Conditions for the Resolution of the General Meeting of Shareholders to be passed

1. Except for the cases specified in Clause 2 and Clause 3 of this Article, decisions of the General Meeting of Shareholders on the following issues shall be adopted when there are 50 % or more of the total votes of shareholders with voting rights present in person or through authorized representatives present at the General Meeting of Shareholders:

- a. Approval of annual financial report;
- b. Short-term and long-term development plans of the Company;
- c. Dismiss, remove, replace members of the Board of Directors and report on the Board of Directors' appointment of the General Director.

2. Election of members of the Board of Directors must comply with the provisions of Clause 3, Article 14.8 of the Law on Enterprises 2020.

3. Decisions of the General Meeting of Shareholders regarding amendments and supplements to the Charter and types of shares and number of shares offered for sale; reorganization or dissolution of the enterprise; change in the organizational structure of the company; change in business lines, occupations and fields; purchase and sale transactions of assets of the Company or its branches with a value of 35% or more of the total value of the Company's assets calculated according to the most recent audited financial statements

passed when 65% or more of the total votes of shareholders with voting rights are present in person or through authorized representatives at the General Meeting of Shareholders.

4. Resolutions of the General Meeting of Shareholders passed by 100% of the total number of voting shares are legal and effective even if the order and procedures for passing such resolution are not carried out correctly as prescribed.

Article 22. Authority and procedures for obtaining shareholders' written opinions to pass resolutions Resolution of the General Meeting of Shareholders

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

1. The Board of Directors has the right to obtain written opinions from shareholders to approve decisions of the General Meeting of Shareholders when deemed necessary for the benefit of the Company.

2. The Board of Directors must prepare the voting ballot, draft resolution of the General Meeting of Shareholders and documents explaining the draft resolution. The Board of Directors must ensure that the documents are sent and announced to shareholders within a reasonable time for consideration and voting and must be sent at least ten (10) days before the deadline for receiving voting ballots. The requirements and method of sending voting ballots and accompanying documents shall be implemented in accordance with the provisions of Clause 3, Article 18 of this Charter.

3. The opinion form must have the following main contents:

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

b. Purpose of consultation;

c. Full name, permanent address, nationality, Citizen Identification Card number, Identity Card, Passport or other legal personal identification of the individual shareholder; name, enterprise code or establishment decision number, head office address of the organizational shareholder or full name, permanent address, nationality, Citizen Identification Card number, Identity Card, Passport or other legal personal identification of the authorized representative of the organizational shareholder; number of shares of each type and number of votes of the shareholder;

d. Issues requiring consultation to pass a decision;

e. Voting options include approval, disapproval and no opinion on each issue to be voted on;

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

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

4. The completed ballot must be signed by the individual shareholder, or the legal representative of the organization shareholder or individual, or the authorized legal representative of the organization.

5. The opinion form can be sent to the Company in the following forms:

- a. Mailing: Voting forms sent to the Company must be contained in a sealed envelope and no one is allowed to open it before counting the votes;
- b. Fax or email: Voting forms sent to the Company via fax or email must be kept confidential until the time of vote counting.
- c. When conducting electronic voting on the Online System, voters must comply with the obligations specified in Point 1.2, Clause 1, Article 20 of this charter.

Shareholders exercise their voting rights through electronic voting at the Online System as follows:

+ Voting to approve the contents of the meeting organization procedures and decisions of the General Meeting of Shareholders: shareholders follow the instructions in the Voting section on the Online System for each voting issue.

+ For the content of the election of the Board of Directors/Inspection Committee specified in Point c, Clause 1 of this Article: follow the instructions in the Election section on the Online System for the content that needs to be voted on. Shareholders can change the voting results, or can vote, vote additionally for the arising content. The results of electronic voting/other electronic forms only record the final voting and election results of shareholders at the time of the end of voting as announced by the Vote Counting Committee at the General Meeting of Shareholders. From the time of the end of voting for each content requesting opinions from the General Meeting of Shareholders, the Online System will be locked and shareholders will not be able to vote, vote for the locked content.

The time when shareholders can start accessing the Online System to conduct electronic voting will be decided by the Board of Directors and notified to shareholders together with the General Meeting documents.

Electronic voting can be done before the General Meeting of Shareholders takes place and/or according to the progress at the General Meeting of Shareholders as decided by the Board of Directors.

d. In case the Company organizes voting in multiple forms, shareholders can only choose one form of voting. In case shareholders vote in both forms for the same voting content, the electronic voting form will be given priority and the traditional voting ballot will not be counted in the voting results.

6. Any ballot received by the Company after the deadline specified in the ballot or opened in the case of mailing or announced before the vote counting time in the case of faxing or emailing is invalid. Any ballot not returned is considered a non-voting ballot.

7. The Board of Directors shall count the votes and prepare a vote counting record under the witness of the Audit Committee or of a shareholder who is not an executive of the enterprise. The vote counting record must contain the following main contents:

- a. Name, head office address, business registration number;
- b. Purpose and issues to be consulted to pass the resolution;

- c. Number of shareholders with total number of votes participated in voting, in which distinguishing between valid and invalid votes and method of sending votes, with appendix of list of shareholders participating in voting;
- d. Total number of votes for, against and abstentions on each issue;
- e. Issues approved;
- f. Full name and signature of the Chairman of the Board of Directors, the legal representative of the Company, the vote counter and the vote counting supervisor.

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

- 8. The minutes of the vote counting must be sent to shareholders within fifteen (15) days, from the date of completion of vote counting. In case the Company has an electronic information page, the sending of the vote counting minutes can be replaced by posting on the Company's electronic information page within twenty-four (24) hours from the time of completion of vote counting.
- 9. The returned ballots, vote counting minutes, passed resolutions and related documents attached to the ballots must all be kept at the Company's head office.
- 10. A resolution passed by way of obtaining shareholders' written opinions must be approved by shareholders representing more than 50% of the total number of shares with voting rights and has the same value as a resolution passed at a meeting of the General Meeting of Shareholders.

Article 23. Resolutions and Minutes of Shareholders' Meeting

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

- i. Signature of the chairperson and secretary. In case the chairperson and secretary refuse to sign the meeting minutes, the minutes shall be valid if signed by all other members of the Board of Directors attending the meeting and contain all the contents as prescribed in this clause. The meeting minutes shall clearly state the refusal of the chairperson and secretary to sign the meeting minutes.
2. Minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The chairman and secretary of the meeting must be jointly responsible for the truthfulness and accuracy of the content of the minutes.
3. Minutes made in Vietnamese and English have the same legal effect. In case of any difference in the content of the minutes in Vietnamese and English, the content in the minutes in Vietnamese shall prevail.
4. Resolutions and Minutes of the General Meeting of Shareholders must be published on the Company's website within twenty-four (24) hours or sent to all shareholders within **fifteen (15) days** from the end of the meeting.
5. The minutes of the General Meeting of Shareholders are considered authentic evidence of the work conducted at the General Meeting of Shareholders unless there is an objection to the content of the minutes submitted in accordance with the prescribed procedures within ten (10) days from the date of sending the minutes.
6. Minutes of the General Meeting of Shareholders, appendix of list of shareholders registered to attend the meeting with shareholders' signatures, authorization letter to attend the meeting and related documents must be kept at the Company's head office.

Article 24. Request to cancel the decision of the General Meeting of Shareholders

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

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

In case the decision of the General Meeting of Shareholders is annulled by a decision of the Court or Arbitration, the person convening the annulled General Meeting of Shareholders may consider reorganizing the General Meeting of Shareholders within thirty (30) days in accordance with the procedures prescribed in the Law on Enterprises and this Charter.

CHAPTER VII

BOARD OF DIRECTORS

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

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

- a. Full name, date of birth;
- b. Education level;
- c. Professional qualifications;
- d. Work history;
- e. Companies in which the candidate is holding the position of member of the Board of Directors and other management positions;
- f. Assessment report on the candidate's contribution to the Company, in case the candidate is currently a member of the Company's Board of Directors;
- g. Benefits related to the Company (if any);
- h. Full name of the shareholder or group of shareholders nominating that candidate (if any);
- i. Other information (if any).

2. Shareholders holding common shares have the right to aggregate their voting rights to nominate candidates for the Board of Directors. Shareholders or groups of shareholders holding from 5 % to less than 10% of the total number of voting shares may nominate one (01) candidate; from 10% to less than 30% may nominate up to two (02) candidates; from 30% to less than 40% may nominate up to three (03) candidates; from 40% to less than 50% may nominate up to four (04) candidates; from 50% to less than 60% may nominate up to five (05) candidates; from 60% to less than 70% may nominate up to six (06) candidates; from 70% to 80% may nominate up to seven (07) candidates; and from 80% to less than 90% may nominate up to eight (08) candidates.

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

4. Members of the Board of Directors must meet the standards and conditions prescribed in Clause 1 and Clause 2, Article 155 of the Law on Enterprises and the Company Charter.

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

1. The number of members of the Board of Directors is 05 (five) members, including 02 or more independent members of the Board of Directors. The independent members of the Board of Directors will undertake the work of the Audit Committee.

2. The term of office of a member of the Board of Directors shall not exceed 05 years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for no more than 02 consecutive terms. In case all members of the Board of Directors end their terms at the same time, such members shall continue to be members of the Board of Directors until a new member is elected to replace them and take over the work.

3. Board of Directors' composition:

The total number of independent members of the Board of Directors must account for at least one-third (1/3) of the total number of members of the Board of Directors.

4. A member of the Board of Directors is no longer eligible to be a member of the Board of Directors in the following cases:

a. Not qualified to be a member of the Board of Directors according to the provisions of the Law on Enterprises or prohibited by law from being a member of the Board of Directors;

b. Have a resignation letter;

c. Has a mental disorder and another member of the Board of Directors has professional evidence proving that he or she no longer has capacity to act;

d. Not attending meetings of the Board of Directors for six (06) consecutive months, except in cases of force majeure;

e. According to the decision of the General Meeting of Shareholders;

f. Providing false personal information when submitting to the Company as a candidate for the Board of Directors;

g. Other cases as prescribed by law and this Charter.

5. The appointment of members of the Board of Directors must be disclosed in accordance with the provisions of the law on securities and the securities market.

6. A member of the Board of Directors may not be a shareholder of the Company.

Article 27. Powers and obligations 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 obligations of the Board of Directors are stipulated by law, the Company Charter and the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:

- a) Decide on the Company's strategy, medium-term development plan and annual business plan;
- b) Propose the type of shares and the total number of shares of each type that can be offered for sale;
- c) Decision to sell unsold shares within the number of shares allowed to be offered for sale of each type; decision to raise additional capital in other forms;
- d) Decide on the selling price of the Company's shares and bonds;
- d) Decision to repurchase shares as prescribed in Clause 1 and Clause 2, Article 133 of the Law on Enterprises 2020;
- e) Decide on investment plans and investment projects within the authority and limits prescribed by law;
- g) Decide on solutions for market development, marketing and technology;
- h) Approving contracts for purchase, sale, borrowing, lending and other contracts and transactions with a value of [35%] or more of the total asset value recorded in the Company's most recent financial report. apart from Contracts and transactions under the decision-making authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138, Clauses 1 and 3, Article 167 of the Law on Enterprises 2020;
- i) Elect, dismiss, remove the Chairman of the Board of Directors; appoint, dismiss, sign contracts, terminate contracts with the General Director and other important managers as prescribed in the Company Charter; decide on salaries, remuneration, bonuses and other benefits of such managers; appoint authorized representatives to participate in the Board of Members or General Meeting of Shareholders at other companies, decide on remuneration and other benefits of such persons;
- k) Supervise and direct the General Director and other managers in the daily business operations of the Company;
- l) Decide on the organizational structure and internal management regulations of the Company, decide on the establishment of subsidiaries, branches, representative offices and capital contribution and purchase of shares of other enterprises;
- m) Approve the agenda and content of documents for the General Meeting of Shareholders, convene the General Meeting of Shareholders or collect opinions for the General Meeting of Shareholders to pass resolutions;
- n) Submit audited annual financial statements to the General Meeting of Shareholders;
- o) Propose the level of dividends to be paid; decide on the time limit and procedures for paying dividends or handling losses arising during the business process;
- p) Proposing the reorganization and dissolution of the Company; requesting the bankruptcy of the Company;
- q) Decide to issue the Board of Directors' Operating Regulations, Internal Regulations on Corporate Governance after being approved by the General Meeting of Shareholders; decide to issue the Operating Regulations of the Audit Committee under the Board of Directors, Regulations on information disclosure of the company;

s) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other provisions of law and the Company Charter.

3. The Board of Directors must report to the General Meeting of Shareholders on the results of the Board of Directors' activities in accordance with Article 280 of Decree No. 155/2020/ND-CP dated December 31st, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

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

1. The Company has the right to pay remuneration and bonuses to members of the Board of Directors based on business results and efficiency.

2. Members of the Board of Directors are entitled to remuneration and bonuses. The remuneration is calculated based on the number of working days required to complete the duties of the Board of Directors members and the daily remuneration. The Board of Directors estimates the remuneration for each member based on the principle of consensus. The total remuneration and bonuses of the Board of Directors are decided by the General Meeting of Shareholders at the annual meeting.

3. The remuneration of each member of the Board of Directors is included in the Company's business expenses according to the provisions of the law on corporate income tax, shown as a separate item in the Company's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.

4. A member of the Board of Directors holding an executive position or a member of the Board of Directors serving on subcommittees of the Board of Directors or performing other tasks beyond the scope of the normal duties of a member of the Board of Directors may be paid additional remuneration in the form of a lump sum, salary, commission, percentage of profits or in other forms as decided by the Board of Directors.

5. Board members are entitled to be paid all travel, food and accommodation expenses, and other reasonable expenses they have incurred in carrying out their duties. members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors or subcommittees of the Board of Directors.

6. The Company may purchase liability insurance for members of the Board of Directors after approval by the General Meeting of Shareholders. This insurance does not include insurance for the responsibilities of members of the Board of Directors related to violations of the law and the Company's Charter.

Article 29. Chairman of the Board of Directors

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

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

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

- a) Develop programs and plans for the Board of Directors' activities;
 - b) Prepare agenda, content, and documents for meetings; convene, chair and preside over meetings of the Board of Directors;
 - c) Organize the adoption of resolutions and decisions of the Board of Directors;
 - d) Supervise the implementation of resolutions and decisions of the Board of Directors;
 - d) Chair the General Meeting of Shareholders;
 - e) Other rights and obligations as prescribed by the Law on Enterprises and the Company Charter.
4. In case the Chairman of the Board of Directors submits a resignation or is dismissed or removed from office, the Board of Directors must elect a replacement within [10 days] from the date of receipt of the resignation or dismissal or removal.
5. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize in writing another member to exercise the rights and obligations of the Chairman of the Board of Directors in accordance with the principles prescribed in the Company Charter. In case there is no authorized person or the Chairman of the Board of Directors dies, goes missing, is detained, is serving a prison sentence, is serving an administrative penalty at a compulsory drug rehabilitation facility, a compulsory education facility, has fled from his/her place of residence, has limited or lost civil capacity, has difficulty in cognition, controlling his/her behavior, is prohibited by the Court from holding a position, practicing a profession or doing certain work, the remaining members shall elect one of the members to hold the position of Chairman of the Board of Directors according to the principle of majority approval of the remaining members until a new decision of the Board of Directors is made.

Article 30. Meeting of the Board of Directors

1. In case the Board of Directors elects a Chairman, the Chairman of the Board of Directors will be elected at the first meeting of the Board of Directors' term within seven (07) working days from the date of completion of the election of the Board of Directors for that term. This meeting shall be convened by the member with the highest number of votes or the highest percentage of votes. In case there is more than one (01) member with the highest number of votes or the highest percentage of votes, the members shall vote by majority to select one (01) of them to convene the meeting of the Board of Directors.
2. The Chairman of the Board of Directors must convene regular and extraordinary meetings of the Board of Directors, set the agenda, time and place of the meeting at least five (05) working days before the meeting date. The Chairman may convene a meeting when deemed necessary, but there must be at least one (01) meeting per quarter.
3. The Chairman of the Board of Directors must convene a meeting of the Board of Directors, without delay without justifiable reason, when one of the following subjects requests in writing, stating the purpose of the meeting and the issues to be discussed:
 - a. General Director or at least five (05) other executives;
 - b. Independent member of the Board of Directors and Audit Committee;

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

4. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within seven (07) working days from the date of receipt of the request specified in Clause 3 of this Article. In case the meeting is not convened as requested, the Chairman of the Board of Directors shall be responsible for any damage caused to the Company; the persons requesting the meeting specified in Clause 3 of Article 30 have the right to convene a meeting of the Board of Directors.

5. In case of request from an independent auditing company to audit the Company's financial statements, the Chairman of the Board of Directors must convene a meeting of the Board of Directors to discuss the audit report and the Company's situation.

6. The Board of Directors' meeting shall be held at the Company's head office or at another location in Vietnam or abroad as decided by the Chairman of the Board of Directors and agreed upon by the Board of Directors.

7. Notice of Board of Directors meeting must be sent to the members of the Board of Directors and members of the Board of Directors and members of the Audit Committee, at least [five (05)] working days before the meeting date. A member of the Board of Directors may refuse the meeting invitation in writing, which may be changed or revoked in writing by that member of the Board of Directors. The notice of the Board of Directors meeting must be in Vietnamese and must fully notify the time, location of the meeting, agenda, content of the issues discussed, accompanied by necessary documents on the issues discussed and voted at the meeting and the members' voting ballots.

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

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

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

9. A meeting of the Board of Directors may be held by way of a video conference between members of the Board of Directors when all or some of the members are in different locations, provided that each member attending the meeting is able to:

a. Hear each other member of the Board of Directors speak at the meeting;

b. Address all other members present simultaneously. Discussions between members may be conducted directly by telephone or other means of communication or a combination of these methods. A member of the Board of Directors participating in such a meeting shall be considered "present" at that meeting. The location of a meeting held under this provision shall be the location where the majority of the members of the Board of Directors are present, or the location where the Chairman of the meeting is present.

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

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

11. Voting

a. Except for the provisions at Point b, Clause 11, Article 30, each member of the Board of Directors or authorized person as prescribed in Clause 8 of this Article who is present in person as an individual at the meeting of the Board of Directors has one (01) vote;

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

c. Pursuant to Point d, Clause 11, Article 30, when an issue arises at a meeting related to the interests or voting rights of a member of the Board of Directors and that member does not voluntarily give up his/her voting rights, the decision of the chairperson is the final decision, except in cases where the nature or scope of the interests of the relevant member of the Board of Directors has not been fully disclosed;

d. A member of the Board of Directors who benefits from a contract specified in Point a and Point b, Clause 6, Article 41 of this Charter is considered to have a significant interest in that contract;

e. Internal auditors have the right to attend Board of Directors meetings, have the right to discuss but not to vote.

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

13. The Board of Directors shall pass decisions and resolutions based on the approval of the majority of the Board members attending the meeting. In case the number of votes for and against are equal, the vote of the Chairman of the Board of Directors shall be the deciding vote.

14. Resolutions 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 a resolution passed at a meeting.

15. The Chairman of the Board of Directors is responsible for sending the minutes of the Board of Directors' meeting to the members and the minutes are valid evidence of the work conducted during the meeting unless there is an objection to the content of the minutes within ten (10) days from the date of sending. The minutes of the Board of Directors' meeting are prepared in Vietnamese and may be prepared in English. The minutes must be signed by the chairman and the person taking the minutes.

Article 31. Subcommittees of the Board of Directors

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

2. The Audit Committee is a professional body under the Board of Directors. The Audit Committee has 02 or more members. The Chairman of the Audit Committee must be an independent member of the Board of Directors. Other members of the Audit Committee must be non-executive members of the Board of Directors.

3. The implementation of decisions of the Board of Directors, or of subcommittees under the Board of Directors, or of persons with the status of members of subcommittees of the Board of Directors must comply with current legal provisions and provisions in the Charter and Internal Regulations on corporate governance .

Article 32. Person in charge of corporate governance

1. The Board of Directors of the Company must appoint at least 01 person in charge of corporate governance to support corporate governance at the enterprise. The person in charge of corporate governance may concurrently hold the position of Company Secretary in accordance with Clause 5, Article 156 of the Enterprise Law 2020.

2. The person in charge of corporate governance must not concurrently work for an approved auditing organization that is auditing the Company's financial statements.

3. The person in charge of corporate governance has the following rights and obligations:

a) Advise the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and related work between the Company and shareholders;

- b) Prepare meetings of the Board of Directors, Audit Committee and General Meeting of Shareholders at the request of the Board of Directors or Audit Committee;
- c) Advice on meeting procedures;
- d) Attend meetings;
- e) Consulting on procedures for preparing resolutions of the Board of Directors in accordance with legal provisions;
- f) Provide financial information, copies of Board of Directors meeting minutes and other information to Board of Directors members and Audit Committee members;
- g) Monitor and report to the Board of Directors on the Company's information disclosure activities;
- h) Be the point of contact with stakeholders;
- i) Keep information confidential in accordance with the provisions of law and the Company Charter;
- k) Other rights and obligations as prescribed by law and the Company Charter.

CHAPTER VIII

CEO AND OTHER EXECUTIVE OFFICERS

Article 33. Organization of management apparatus

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

Article 34. Business operators

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

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

1. The Board of Directors shall appoint one (01) member of the Board of Directors or another person as the General Director; sign a contract specifying remuneration, salary and other benefits. The remuneration, salary and other benefits of the General Director must be reported at the Annual General Meeting of Shareholders, shown as a separate item in the Annual Financial Report and stated in the Company's Annual Report.
2. The term of office of the General Director shall not exceed five (05) years and may be reappointed. The appointment may expire based on the provisions of the labor contract. The General Director must not be a person prohibited by law from holding this position and must meet the standards and conditions prescribed by law and the Company Charter.
3. The General Director has the following rights and obligations:
 - a. Implement the resolutions of the Board of Directors and the General Meeting of Shareholders, the business plan and investment plan of the Company approved by the Board of Directors and the General Meeting of Shareholders;
 - b. Decide on matters that do not require a decision of the Board of Directors, including signing financial and commercial contracts on behalf of the Company, organizing and operating the Company's daily business operations in accordance with best management practices;
 - c. Recommend to the Board of Directors on the organizational structure plan and internal management regulations of the Company;
 - d. Propose measures to improve the Company's operations and management;
 - e. Propose the number and business executives that the Company needs to recruit for the Board of Directors to appoint or dismiss according to internal regulations and propose remuneration, salary and other benefits for business executives for the Board of Directors to decide;
 - f. Consult with the Board of Directors to decide on the number of employees, their appointment, dismissal, salary, allowances, benefits, and other terms related to their employment contracts;
 - g. Prepare and submit to the Board of Directors for approval a detailed business plan for the next fiscal year on the basis of meeting the requirements of the appropriate budget as well as the five (05) year financial plan;
 - h. Prepare the Company's long-term, annual and quarterly budgets (hereinafter referred to as the budgets) to serve the Company's long-term, annual and quarterly management activities according to the business plan. The annual budget (including the balance sheet, income statement and expected cash flow statement) for each fiscal year must be submitted to the Board of Directors for approval and must include the information specified in the Company's regulations;
 - i. Other rights and obligations as prescribed by law, this Charter, internal regulations of the Company, resolutions of the Board of Directors, and labor contracts signed with the Company.

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

5. The Board of Directors may dismiss the General Director when the majority of the Board of Directors with voting rights present at the meeting agree and appoint a new General Director to replace him.

CHAPTER IX

AUDIT COMMITTEE UNDER THE BOARD OF DIRECTORS

Article 36. Nomination and nomination of members of the Audit Committee:

1. The Chairman of the Audit Committee and other members of the Audit Committee are nominated by the Board of Directors and are not executives of the Company.

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

Article 37. Composition of the Audit Committee

1. The Audit Committee shall consist of two or more members. The Chairman of the Audit Committee shall be an independent member of the Board of Directors. Other members of the Audit Committee shall be non-executive members of the Board of Directors or appointed by the Board of Directors.

2. Members of the Audit Committee must have knowledge of accounting and auditing, have general understanding of the law and the Company's specialized operations and must not fall into the following cases:

- a) Work in the accounting and finance department of the Company;
- b) Being a member or employee of an auditing organization approved to audit the company's financial statements for the previous 3 consecutive years.

3. The Chairman of the Audit Committee must have a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration or a major related to the company's field of operation.

Article 38. Rights and obligations of the Audit Committee

The Audit Committee has the rights and obligations as prescribed in Article 161 of the 2020 Enterprise Law, the current Charter of the company and the following rights and obligations:

- 1. Have the right to access documents related to the Company's operations, discuss with other members of the Board of Directors, the General Director, Chief Accountant and other managers to collect information for the Audit Committee's operations.
- 2. Have the right to request representatives of approved auditing organizations to attend and answer questions related to audited financial statements at meetings of the Audit Committee.

3. Use outside legal, accounting or other consulting services as needed.
4. Develop and submit to the Board of Directors policies on risk detection and management; propose to the Board of Directors solutions to handle risks arising in the Company's operations.
5. Prepare a written report to the Board of Directors when discovering that a member of the Board of Directors, the General Director and other managers do not fully perform their responsibilities as prescribed in the Law on Enterprises and the Company Charter.
6. Develop the Audit Committee's operating regulations and submit them to the Board of Directors for approval.

Article 39. Meeting of the Audit Committee

1. The Audit Committee must meet at least twice a year. Minutes of the meeting must be detailed, clear and fully retained. The person taking the minutes and the Audit Committee members attending the meeting must sign the meeting minutes.
2. The Audit Committee shall pass decisions by voting at meetings and by obtaining written opinions. Each member of the Audit Committee shall have one vote . Decisions of the Audit Committee shall be passed if approved by a majority of members attending the meeting; in case of equal votes, the final decision shall belong to the side with the opinion of the Chairman of the Audit Committee.

Article 40. Report on the activities of independent members of the Board of Directors in the Audit Committee at the annual General Meeting of Shareholders

1. The independent member of the Board of Directors in the Audit Committee is responsible for reporting on its activities at the annual General Meeting of Shareholders.
2. The performance report of the independent member of the Board of Directors in the Audit Committee at the annual General Meeting of Shareholders must ensure the following contents:
 - a) Remuneration, operating expenses and other benefits of the Audit Committee and each member of the Audit Committee as prescribed in the Law on Enterprises and Company charter;
 - b) Summary of meetings and conclusions and recommendations of the Audit Committee;
 - c) Results of monitoring of financial reports, operations and financial situation of the Company;
 - d) Assessment report on transactions between the Company, subsidiaries, other companies in which the Company controls **50%** or more of the charter capital with members of the Board of Directors, General Directors, other executives of the enterprise and related persons of that entity; transactions between the Company and companies in which members of the Board of Directors, General Directors, other executives of the enterprise are founding members or enterprise managers within the last 3 years prior to the time of the transaction;
 - e) Assessment results of the Company's internal control and risk management system;

- f) Results of supervision of the Board of Directors, General Director and other executives of the enterprise;
- g) Results of the assessment of the coordination of activities between the Audit Committee, the Board of Directors, the General Director and shareholders;

CHAPTER X

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

Members of the Board of Directors, the Audit Committee, the General Director and other executives are responsible for performing their duties, including those as members of subcommittees of the Board of Directors, honestly and carefully for the benefit of the Company.

Article 4 1. Responsibility to be honest and avoid conflicts of interest

1. Member of the Board of Directors, Audit Committee, The General Director and other managers must disclose relevant interests in accordance with the provisions of the Enterprise Law and relevant legal documents.
2. Members of the Board of Directors, Audit Committee, General Director, other managers and their related persons may only use information obtained through their positions to serve the interests of the Company.
3. Members of the Board of Directors, Audit Committee, General Director and other managers are obliged to notify in writing to the Board of Directors and Audit Committee of transactions between the Company, subsidiaries, other companies in which the public company controls 50% or more of the charter capital with that entity itself or with related persons of that entity in accordance with the provisions of law. For the above transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with the provisions of the law on securities on information disclosure.
4. A member of the Board of Directors is not allowed to vote on transactions that benefit that member or a related person of that member according to the provisions of the Law on Enterprises and the Company Charter.
5. Members of the Board of Directors, Audit Committee, General Director, other managers and related persons of these subjects are not allowed to use or disclose to others inside information to carry out related transactions.
6. Transactions between the Company and one or more members of the Board of Directors, Audit Committee, General Director, other executives and individuals and organizations related to these subjects are not invalid in the following cases:
 - a) For transactions with a value less than or equal to thirty-five percent [**35 %**] total asset value recorded in the most recent financial report, important contents of contracts or transactions as well as relationships and interests of members of the Board of Directors,

Audit Committee, General Director, other executives have been reported to the Board of Directors and approved by the Board of Directors by a majority vote of the Board of Directors members who have no related interests;

b) For transactions with a value greater than thirty - five percent [35 %] The total value of assets recorded in the most recent financial report , the important contents of this transaction as well as the relationships and interests of the members of the Board of Directors, Audit Committee, General Director, and other executives have been announced to shareholders and approved by the General Meeting of Shareholders by the votes of shareholders with no related interests.

Article 4 2. Responsibility for damages and compensation

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

2. The Company shall indemnify any person who has been, is or may become a party to any claim, lawsuit or prosecution (including civil and administrative cases and not lawsuits initiated by the Company) if such person has been or is a member of the Board of Directors, Audit Committee, General Director, other executive, employee or authorized representative of the Company or such person has been or is acting at the request of the Company as a member of the Board of Directors, executive, employee or authorized representative of the Company provided that such person has acted honestly, prudently, diligently for the benefit or not in conflict with the interests of the Company, on the basis of compliance with the law and there is no evidence confirming that such person has breached his/her responsibilities.

3. When performing functions, duties or performing work authorized by the Company, members of the Board of Directors, Audit Committee, other executives, employees or authorized representatives of the Company shall be compensated by the Company when becoming a party involved in complaints, lawsuits, or prosecutions (except for lawsuits initiated by the Company) in the following cases:

a. Has acted honestly, carefully, diligently for the benefit and not in conflict with the interests of the Company;

b. Comply with the law and have no evidence of failure to perform their responsibilities.

4. Compensation costs include costs incurred (including attorneys' fees), judgment costs, fines, and payments actually or reasonably incurred in resolving these cases within the framework of the law. The Company may purchase insurance for these people to avoid the above compensation liabilities.

CHAPTER XI

RIGHT TO INSPECT COMPANY BOOKS AND RECORDS

Article 43. Right to investigate books and records

1. Common shareholders have the right to look up books and records, specifically as follows:
 - a) Ordinary shareholders have the right to review, look up and extract information about their names and contact addresses in the list of shareholders with voting rights; request correction of their inaccurate information; review, look up, extract or copy the Company Charter, minutes of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;
 - b) Shareholders or groups of shareholders owning [05%] or more of the total number of common shares have the right to review, look up, and extract the minutes and resolutions and decisions of the Board of Directors, mid-year and annual financial reports, reports of the Audit Committee, contracts, transactions that must be approved by the Board of Directors and other documents, except for documents related to trade secrets and business secrets of the Company.
2. In case an authorized representative of a shareholder or group of shareholders requests to look up books and records, he/she must attach a power of attorney from the shareholder or group of shareholders that he/she represents or a notarized copy of this power of attorney.
3. Members of the Board of Directors, members of the Audit Committee, the General Director and other executives have the right to look up the Company's shareholder register, list of shareholders, books and other records of the Company for purposes related to their positions, provided that such information is kept confidential.
4. The Company must keep this Charter and amendments to the Charter, the Certificate of Business Registration, regulations, documents proving ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Audit Committee, annual financial statements, accounting books and other documents as prescribed by law at the head office or another place provided that shareholders and the Business Registration Authority are notified of the location where these documents are stored.
5. The company charter must be published on the Company's website.

CHAPTER XII

EMPLOYEES AND UNIONS

Article 44. Employees and trade unions

1. The General Director must plan for the Board of Directors to approve issues related to recruitment, employee termination, salary, social insurance, benefits, rewards and discipline for employees and business executives.

2. The General Director must plan for the Board of Directors to approve issues related to the Company's relationship with trade unions in accordance with best management standards, practices and policies, the practices and policies stipulated in this Charter, the Company's regulations and current legal regulations.

CHAPTER XIII

PROFIT DISTRIBUTION

Article 45. Profit distribution

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

CHAPTER XIV

BANK ACCOUNTS, FISCAL YEAR AND ACCOUNTING REGIME

Article 46. Bank accounts

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

Article 47. Fiscal year

The Company's fiscal year begins on the first day of January each year and ends on the 31st day of December. The first fiscal year begins on the date of issuance of the Business Registration Certificate and ends on the 31st day of December immediately following the date of issuance of that Business Registration Certificate.

Article 48. Accounting regime

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

CHAPTER XV

ANNUAL REPORT, FINANCIAL REPORT AND RESPONSIBILITY INFORMATION DISCLOSURE

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

1. The Company must prepare an annual financial report in accordance with the provisions of law as well as the regulations of the State Securities Commission and the report must be audited in accordance with the provisions of Article 51 of this Charter. Within the time limit prescribed by law from the end of each fiscal year, the Company must submit an annual financial report approved by the General Meeting of Shareholders to the competent tax authority, the State Securities Commission, the Stock Exchange and the Business Registration Authority.
2. The annual financial report must include a business performance report that honestly and objectively reflects the Company's profit/loss situation during the fiscal year, a financial situation report that honestly and objectively reflects the Company's operating situation up to the time of preparing the report, a cash flow report and notes to the financial statements.
3. The Company must prepare and publish audited six-month 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 relevant tax authorities and the Business Registration Authority in accordance with the provisions of the Law on Enterprises.

4. Audited annual financial statements (including auditor's opinions), reviewed semi-annual financial statements and quarterly financial statements must be published on the Company's website.

5. Interested organizations and individuals have the right to inspect or copy the audited annual financial statements, reviewed six-monthly reports and quarterly financial statements during working hours at the Company's head office and must pay a reasonable fee for copying.

Article 50. Annual report

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

CHAPTER XVI COMPANY AUDIT

Article 51. Auditing

1. The annual general meeting of shareholders shall appoint an independent auditing company or approve a list of independent auditing companies and authorize the Board of Directors to decide on one of these units to audit the Company's financial statements for the following fiscal year based on the terms and conditions agreed with the Board of Directors. The Company must prepare and submit its annual financial statements to the independent auditing company after the end of the fiscal year.

2. The independent auditing company shall examine, confirm, prepare an audit report and submit that report to the Board of Directors within two (02) months from the end of the fiscal year.

3. A copy of the audit report is attached to the Company's annual financial statements.

4. The independent auditor performing the audit of the Company is allowed to attend the General Meeting of Shareholders and is entitled to receive notices and other information related to the General Meeting of Shareholders that the shareholders are entitled to receive and to express opinions at the meeting on issues related to the audit of the Company's financial statements.

CHAPTER XVII SEAL

Article 52. Seal

1. Seals include seals made at seal engraving establishments or seals in the form of digital signatures according to the provisions of law on electronic transactions.

2. The Board of Directors decides on the type, quantity, form and content of the seal of the Company, branches and representative offices of the Company (if the Board of Directors and General Director use and manage the seal in accordance with current law).

CHAPTER XVIII

DISSOLUTION OF COMPANY

Article 53. Dissolution of the company

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

Article 54. Extension of operation

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

Article 55. Liquidation

1. At least six (06) months before the end of the Company's term of operation or after a decision to dissolve the Company is made, the Board of Directors must establish a Liquidation Committee consisting of three (03) members. Two (02) members are appointed by the General Meeting of Shareholders and one (01) member is appointed by the Board of Directors from an independent auditing company. The Liquidation Committee shall prepare its own operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All expenses related to the liquidation shall be paid by the Company prior to other debts of the Company.
2. The Liquidation Board is responsible for reporting to the Business Registration Office on the date of establishment and the date of commencement of operations. From that time on, the Liquidation Board represents the Company in all matters related to the Company's liquidation before the Court and administrative agencies.
3. The proceeds from the liquidation shall be paid in the following order:
 - a. Liquidation costs;
 - b. Debts of wages, severance pay, social insurance and other benefits of employees according to collective labor agreements and signed labor contracts;

- c. Tax debt;
- d. Other debts of the Company;
- e. The remainder after all debts from items (a) to (d) above have been paid shall be distributed to the shareholders. Preferred shares shall have priority in payment.

CHAPTER XIX

INTERNAL DISPUTE RESOLUTION

Article 56. Internal dispute resolution

1. In case of disputes or complaints related to the Company's operations, the rights and obligations of shareholders as prescribed in the Law on Enterprises, other legal provisions, the Company Charter, and regulations between:

- a. Shareholders with the Company;
- b. Shareholders with the Board of Directors, Audit Committee, General Director, and other executives;

The parties concerned shall attempt to resolve such dispute through negotiation and conciliation. Except in the case of a dispute involving the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the dispute resolution and shall request each party to present information relating to the dispute within 07 working days from the date the dispute arises. In the case of a dispute involving the Board of Directors or the Chairman of the Board of Directors, any party may request the Company to appoint an independent expert to act as a mediator for the dispute resolution process.

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

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

CHAPTER XX

SUPPLEMENTS AND AMENDMENTS TO THE CHARTER

Article 57. Company charter

1. Amendments and supplements to this Charter must be considered and decided by the General Meeting of Shareholders.

2. In case there are provisions of law related to the Company's operations that have not been mentioned in this Charter or in case there are new provisions of law that are different from the provisions in this Charter, the provisions of such law shall naturally be applied and regulate the Company's operations.

CHAPTER XXI EFFECTIVE DATE

Article 58. Effective date

1. This charter consists of 21 chapters, 58 articles and was unanimously amended and approved by the General Meeting of Shareholders of Cuu Long Petro Urban Development and Investment Corporation at the 2025 annual general meeting of shareholders on April 26th, 2025. on the basis of the Resolution of the 2025 Annual General Meeting of Shareholders passed.

2. This Charter is the official version of the company from April 26th, 2025 and is published on the company's website; Information is disclosed to the State Securities Commission, Stock Exchange, Vietnam Securities Depository and Clearing Corporation and relevant agencies as prescribed.

- One (01) original copy is kept at the Company's head office.
- Copies or extracts of the Company Charter are valid when signed and sealed by the Chairman of the Board of Directors; or signed and sealed by at least one-half (1/2) of the total number of members of the Board of Directors or signed and sealed by the General Director - the legal representative authorized by the Board of Directors to sign and confirm the copy.

Recipient:

- As per Article 58;
- Board of Directors, Audit Committee, Board of management;
- Information Disclosure, Website;
- Save: Board of Directors' account

Soc Trang, April 26th, 2025
**CUU LONG PETRO URBAN DEVELOPMENT
AND INVESTMENT CORPORATION**
THE BOARD OF DIRECTORS
CHAIRMAN *me*



NGUYEN TRIEU DONG

APPENDIX 01

DETAILS OF THE COMPANY'S CHARTER CAPITAL FROM THE DATE OF ESTABLISHMENT UNTIL PRESENT AND THE RATIO OF SHARES OWNERSHIP OF THE FOUNDING SHAREHOLDERS AT THE DATE OF ESTABLISHMENT OF THE COMPANY

1. Details of the Company's current charter capital:

No.	Business Registration Certificate	Day	Charter capital (VND)	Note
1	First time	0/12/2007	250.000.000.000	
2	Fist Change	05/05/2008	250.000.000.000	
3	2 rd Change	02/07/2008	250.000.000.000	
4	3 rd Change	29/12/2008	250.000.000.000	
5	4 th Change	26/06/2009	250.000.000.000	
6	5 th Change	31/12/2009	250.000.000.000	
7	6 th Change	22/09/2010	250.000.000.000	
8	7 th Change	28/03/2011	250.000.000.000	
9	8 th Change	26/07/2013	250.000.000.000	
10	9 th Change	23/03/2014	250.000.000.000	
11	10 th Change	28/12/2015	262.498.850.000	Increase capital through issuing shares to pay dividends to shareholders in 2014
12	11 th Change	30/12/2015	262.498.850.000	
13	12 th Change	07/07/2016	354.998.850.000	Capital increase through debt swap issuance in 2016
14	13 th Change	13/03/2018	474.998.850.000	Increase capital through issuance of 12 million individual shares.
15	14 th Change	25/05/2018	474.998.850.000	Change of ID card of legal representative
16	15 th Change	04/05/2019	474.998.850.000	Change Director to General Director
17	16 th Change	01/07/2020	474.998.850.000	Change of legal representative
18	17 th Change	09/03/2022	474.998.850.000	Change of ID card of legal representative
19	18 th Change	08/08/2022	531.995.790.000	Increase capital through issuing shares to pay dividends to shareholders in 2021
20	19 th Change	29/09/2023	595.814.180.000	Increase capital through issuing shares to pay dividends to shareholders in 2022

2. Share ownership ratio of Founding Shareholders at the date of Company Establishment

No	Shareholder name	Address	Type share	Number of shares	Total value (VND)	Capital contribution ratio
	Founding shareholder			17.750.000	177.500.000.000	71,00%
1	Minh Chau Construction & Trade Company Limited	No. 64A, National Highway 1A, Ward 7, Soc Trang City.	Popular	7.500.000	75.000.000.000	30,00%
2	Ut Xi Aquatic Products Processing Corporation	Provincial Road 8, Tai Van Commune, Tran De, Soc Trang	Popular	7.500.000	75.000.000.000	30,00%
3	Petro Vietnam Finance Joint Stock Corporation	No. 72, Tran Hung Dao, Hoan Kiem, Hanoi	Popular	2.750.000	27.500.000.000	11,00%
	Shares for sale			7.250.000	72.500.000.000	29,00%
	Total			25.000.000	250.000.000.000	100%