

INFORMATION DISCLOSURE

To:

- The State Securities Commission of Vietnam;
- Vietnam Stock Exchange;
- Ho Chi Minh Stock Exchange.

4. Name of organization: REE Corporation

Share code: REE

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5. Content of disclosure:

REE Corporation respectfully announces the 17th amended Charter dated April 1st, 2025.

6. This information was published on the REE's website on April 3rd, 2025 as in the link <https://www.reecorp.com>.

REE hereby certify that information provided is true and correct and we bear full responsibility to the law.

Authorized person to disclose information

(Signature, full name, position, and seal)



Nguyễn Thị Mai Thanh
General Director

ENGLISH TRANSLATION
FOR REFERENCE ONLY



**CHARTER OF
REFRIGERATION ELECTRICAL ENGINEERING
CORPORATION**

HO CHI MINH CITY, April 1st 2025

Handwritten signature

TERMS AND ABBREVIATIONS

Abbreviations	Terms
BOD	Board of Directors
GMS	General Meeting of Shareholders
IA	Independent Auditor
IR	Internal Regulations
RM	Risk Management
CG	Corporate Governance
REE	“Refrigeration Electrical Engineering Corporation”
SE	Stock Exchange
AC	Audit Committee
CEO	General Director

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INTRODUCTION

The Charter of Refrigeration Electrical Engineering Corporation (hereinafter referred to as "Company") is the legal basis for all operations of the Company incorporated under Law on Enterprise by the National Assembly of the Socialist Republic of Vietnam approved on June 17, 2020; under the Law on Securities was approved on November 26, 2019.

This charter was amended and supplemented 1st on March 27, 2004, 2nd on March 30, 2005, 3rd on March 30, 2016, 4th March 30, 2007, 5th March 29, 2008, 6th March 30, 2012, 7th March 28, 2014, 8th March 27, 2015, 9th March 31, 2016, 10th March 29, 2018, 11th March 29, 2019 12th May 15, 2020, 13th March 30th 2021, 14th March 31th 2022, 15th March 31th 2023, 16th March 29th 2024 and 17th April 1st 2025,

I. DEFINITIONS OF TERMS IN THE CHARTER

Article 1 : Interpretation of Term

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

- a. "*Charter capital* " means the total par value of shares already sold or registered for the establishment of an enterprise for a joint stock company and defined in Article 5 of this Charter
- b. "*Law on Enterprise*" means the Law on Enterprise No. 59/2020/QH14 approved by the National Assembly on June 17.
- c. "*Establishment date* " means the date on which the Company is granted the Enterprise Registration Certificate for the first time.
- d. "*Operation term* " means the duration of operation of the Company as stated in Article 2 of this Charter, and can be changed by a resolution passed by the General Meeting of Shareholders.
- e. "*Vietnam* " means the Socialist Republic of Vietnam.
- f. "*Directors* " means Chairperson of the Board of Directors, member of the Board of Directors, General Director, persons who hold another managerial position are entitled to enter into Company's transactions on behalf of the Company according to Clause 24 Article 4 of Law on Enterprise and the specific provisions of the Company's Charter.
- g. "*Executives*" mean the General Director, Chief Accountant, and other enterprise executives as decided by the Board of Directors and proposed of the General Director;
- h. "*Non-executive member of the Board of Directors*" (referred as *non-executive member*) means a member of the Board of Directors but not the General Director, Vice-general Director, Chief accountant and other legal persons in accordance with the laws and the Company's Charter;
- i. "*Independent members of the Board of Directors*" (referred as *independent member*) means the member defined in Clause 2 Article 155 of Law on Enterprise;
- j. "*Audit Committee*" means the body under the Board of Directors as stipulated at Point b, Clause 1, Article 137 of Law on Enterprise;

- k. *"Person in charge of corporate governance"* means a person who has the responsibilities and powers as stipulated at Article 281 of Decree No. 155/2020/NĐ-CP;
 - l. *"Related persons"* mean any individual or organizations that stipulated at Clause 23 of Article 4 of Law on Enterprise, Clause 46 of Article 4 of the Law on Securities 2019.
 - m. *"Shareholder"* means that individual, entity who holds at least one (1) share of joint stock company (JSC);
 - n. *"Founding shareholder"* means that shareholder who holds at least one (1) ordinary share and sign onto the list of founding shareholders of JSC;
 - o. *"Majority shareholder"* means that shareholder as stipulated at Clause 18, Article 4, Law on Securities;
 - p. *"Stock Exchange"* means that Vietnam Stock Exchange and its subsidiaries.
- 2. In this Charter, any article or referred document will include any amendment and supplement or any replacing document of such article or document.
 - 3. Headings (chapters, article of the Charter) are used herein for convenience only, and do not affect the nature of the content and structure of the Charter;
 - 4. Words or terms defined in the Law on Enterprise, the Law of Securities (if they do not contradict the subject or context) will have the same meanings in this Charter.

II. NAME, FORM, HEAD OFFICE, BRANCH, REPRESENTATIVE OFFICE; AND OPERATION TERM OF THE COMPANY

Articel 2: Name, Form, Head Office, Branch, and Operation Term of the Company

- 1. Name of the Company
 - Vietnamese name: **CÔNG TY CỔ PHẦN CƠ ĐIỆN LẠNH**
 - English name: **REFRIGERATION ELECTRICAL ENGINEERING CORPORATION**
 - The abbreviated name: **REE CORP.**
- 2. The Company shall be a shareholding company having legal entity status in compliance with applicable law of Vietnam
- 3. The Company's registered head office shall be:
 - Address: 364 Cong Hoa Street, Ward 13, Tan Binh District, Ho Chi Minh city
 - Telephone: (84.28) 38100017 - 38100350
 - Fax : (84.28) 38100337
 - E-mail: ree@reecorp.com.vn
 - Website: <http://www.reecorp.com>
- 4. The General Director shall be Legal Representative of the Company.
- 5. The Company may establish branches and representative offices in the Area of Business to implement the Company's operational objectives with a resolution passed by the General Meeting of Shareholders and in accordance with the Law.

6. Except for early terminated of the Operation Term in accordance with Article 52.1 and 53 or to extension of the Operation Term in accordance with Article 54 of this Charter. The Operation Term of Company is permanent from the Establishment Date.

III. OBJECTIVES AND SCOPE OF BUSINESS OPERATION OF THE COMPANY

Article 3. Operational objectives of the Company

1. Business lines of the Company are:

No.	Business lines	Code
1.	Installation of water supply, drainage, heating and air-conditioning systems (except installation of refrigeration equipment (freezing equipment, cold storage, ice machine, air conditioner, water chiller) using R22 refrigerant in the field of seafood processing and except for mechanical processing, waste recycling, electroplating at the office)	4322 (main)
2.	Manufacturing electronic components Details: Manufacturing, assembly in electricity, electronics	2610
3.	Other uncategorized production Details: Manufacturing, assembly in refrigeration electrical engineering	3290
4.	Repair of electrical equipment Details: Maintenance services of generators and electrical engines (exception for mechanical processing, recycling, electroplating)	3314
5.	Repair of other equipment Details: Repair and services in electricity, electronics, mechanical and electrical refrigeration (exception for mechanical processing, recycling, electroplating)	3319
6.	Manufacturing electricity	3511
7.	Transmitting and distributing electricity Details: sell electricity to users (except for transmission and dispatching of the national power system; construction and operation of multi-purpose hydropower and nuclear power)	3512
8.	Exploiting, treating and supplying clean water (do not operate at headquarters)	3600
9.	Installation of electrical systems Details: Installation in electricity, electronics (exception for mechanical processing, recycling, electroplating)	4321
10.	Wholesale of other machinery, equipment and accessories Details: Trading industrial and agricultural machinery including: road machinery, leveling and excavating equipment, construction equipment, industrial and agricultural equipment, generators and electrical engines	4659
11.	Installation of other construction systems Details: Installation of telecommunication equipment: entercom radio, walkie talkie radio, internal switchboard, telephone; satellite television and parabolic system (operating in compliance with the laws), closed-circuit television and anti-theft system, fire protection system, fire alarm system	4329
12.	Real estate trading, land use rights or land lease Details: Direct and indirect investing in projects approved by the People's Committee; trading houses (building, repairing houses for sale or for rent); office, warehouse, workshop leasing; trading buildings, apartments, flats, workshops, warehouses; real estate trading (only operating under Clause 1, Article 10 of the Real Estate Trading Law); investing, applying and trading information technology infrastructure, equipment and services (exception for invest in construction of infrastructure of cemeteries and graveyards to transfer land use rights associated with the infrastructure)	6810
13.	Repair of communication devices	9512

	Details: Guarantee, maintenance of telecommunication equipment: entercom radio, walkie talkie radio, internal switchboard, telephone; satellite television and parabolic system (operating in compliance with the laws), closed-circuit television and anti-theft system, fire protection system, fire alarm system	
14.	Construction of electrical infrastructures (not provide goods and services under State monopoly, does not conduct commercial activities according to Decree 94/2017/ND-CP on State monopoly goods and services)	4221
15.	Construction of water supply and drainage infrastructures	4222
16.	Construction of telecommunications and communication infrastructures	4223
17.	Construction of other public infrastructures	4229
18.	Construction of other civil engineering infrastructures	4299
19.	Consultancy, broker, real estate auction, land use right auction Details: - Real estate consulting (except for legal consultancy activities) - Real estate broker	6820

- The objective of the Company shall be to continually develop production, trading and service in its business activities in order to: maximize possible profits of the Company for the Shareholders, to enhance the value of the Company; and to constantly improve the living standards, working conditions and income of its employees, is committed to ensure benefits to shareholders, fulfill obligations to the State's budget.

Article 4. The scope of business and operation

- The Company shall be permitted to plan and carry out all business activities in accordance with the provisions of the Charter in compliance with the Law and shall be permitted to take appropriate measures to achieve the objectives of the Company. Notice on changing its registered content to business registration office and published on national website of registration enterprise. In case the Company does conditional business line, it shall satisfy sufficient business conditions under regulations of Law on Investment, relevant specialization law.
- The Company may carry out business activities in other sectors permitted by the Law and approved by the General Meeting of Shareholders.

IV. CHARTER CAPITAL, SHARES AND FOUNDING SHAREHOLDERS

Article 5. The charter capital, shares and founding shareholders

- The Company's Charter Capital is a charter capital stated in the Enterprise Registration Certificate by Department of Planning and Investment of Ho chi minh city. The par value of each share shall be VND 10,000. The total number of shares of the Company shall be calculated by dividing the Company's Charter Capital by the par value of each share.
- The Company can change its charter capital when General Meeting of Shareholders approves or as required by law, in each case in accordance with the provisions of law.
- All the released shares of the Company are ordinary shares, included the shares is held by the State or the shares of the Company as at the date of adoption of this Charter included ordinary shares. The rights and obligations attached to shareholding are stipulated at Article 11.
- The Company may issue other preferred shares upon approval of the General Meeting of Shareholders in accordance with the Law.

5. New ordinary shares intended to be issued shall be given priority to be offered for sale to existing Shareholders in proportion to the number of ordinary shares of each Shareholder in the Company, unless otherwise decided by the General Meeting of Shareholders. The Company must give a notice of offering which specifies the number of shares to be offered for sale and a reasonable time-limit (not less than twenty working days) so that Shareholders can order for subscription. The number of remaining shares not subscribed to be purchased by such Shareholders shall be decided by the Board of Directors. The Board of Directors may allocate the shares to subjects in accordance with the conditions and in a manner that the Board of Directors deems appropriate, provided that the shares may not be sold on conditions which are more favourable than the conditions offered to the existing Shareholders, except other approval from the General Meeting of Shareholders or the shares are sold via the Stock Exchange by auction method.
6. The Company may repurchase its own shares (including redeemable preferred shares) in any way permitted in the Charter and applicable Law. The shares acquired by the Company shall be treasury stocks and the Board of Directors may offer in ways in consistency with the provisions of this Charter, the Law on Securities and relevant guiding documents.
7. The Company may issue other types of securities approved by the General Meeting of Shareholders and in accordance with the provisions of Law on Securities and Stock Exchange.
8. The maximum foreign ownership ratio in the Company is 49% of the charter capital.

Article 6. Share Certificate

1. Shareholders of the Company shall be granted with share certificates corresponding to the number of shares and class of shares owned, unless otherwise stipulated in Clause 7 of Article 6.
2. Share certificates must bear the seal of the Company and the signature of Legal Representative of the Company. Share certificate must specify the number and class of shares held by Shareholders, the full name of the holder and other information under the provisions of Law on Enterprise. Each registered share certificate is only representative for one type of share.
3. Within 45 days from the date of submission of the complete dossier to request for transfer of ownership of shares by Company regulation or within two months from the date of full payment for buying shares as provisions in the plan to issue shares of the Company, holders of share will be received share certificates. Holders of share do not pay the Company for fees of printing of share certificates or fee whatsoever.
4. In case where only a number of named shares in a named share certificate shall be assigned, such share certificate will be rescinded and one new share certificate recording the remaining shares will be granted free-of-charge.
5. Where a share certificate has been damaged, erased, lost, stolen or destroyed, the shareholder of those share certificates may request for new issuance of share certificate, provided that he/she must present evidence of the ownership of shares and pay all relevant expenses for the Company. Shareholder's request shall include following contents:
 - a. Information in relation to stock has been lost, corrupted or destroyed through other forms;
 - b. Commitment on taking its responsibilities with respect to disputes due to re-issuance new stock.

6. Owners of unnamed share certificates shall be solely responsible for preserving their share certificates and the Company will not be responsible in any case where these certificates are stolen or used for illegal purposes.
7. Company may issue named shares which shall not take the form of certificates. The Board of Directors may issue in writing to allow the shares (regardless of whether being issued in this form or not), to be assigned and a document on such assignment shall not necessarily be required. The Board of Directors may issue other regulations replacing respective regulations in accordance with provision of Law on Enterprise, Law on Stock and Stock Exchange and this Charter.

Article 7. Other securities certificates

Bonds or other securities certificates of the Company (excluding sale offer letters, temporary certificates and similar documents) will be issued with the seal and signature of the Legal Representative of the Company, unless otherwise stipulated by different terms and provisions.

Article 8. Transfer of Shares

1. All shares may be transferred freely unless otherwise stipulated by this Charter and the Law. All share certificates listed at the Stock Exchange shall be transferred in accordance with the regulations of the State Securities Commission and the Stock Exchange.
2. Shares which have not yet been fully paid shall not be permitted to be transferred or entitled to enjoy relevant interests such as dividends, right to receive issued share for increasing stock capital from equity, right to buy new offered share and other interests under regulations of law.

Article 9. Reclamation of Shares

1. If a Shareholder fails to pay in full or/and on time the amount payable for the subscription of shares, the Board of Directors may, at any time, send a notice to the Shareholder to request for payment of such amount, together with any accrued interest which may be accumulated on the amount, and costs arising from any failure to pay such amount to the Company and shall take its responsibility corresponding to total par value stock subscribed in relation to the Company's accrued financial obligation due to non-payment sufficiently as regulated.
2. The above-mentioned notice must specify a new time-limit for payment (at least seven days from the date on which the notice is sent), place for payment, and clearly state that in the event that payment is not made as required, the shares which have not yet been fully paid for will be reclaimed.
3. If the requirements stipulated in any of the above-mentioned notices are not fulfilled, the Board of Directors may reclaim all shares mentioned in such notice at any time before all amounts payable, interest and related costs are paid for in full. The Board of Directors may accept handover of shares reclaimed in accordance with the provisions of Clause 4, 5, and 6 of this Article and in other cases in accordance with this Charter.
4. Shares reclaimed are considered the shares offered for sale in accordance with the provision of Clause 3 Article 112 of Law on Enterprise. The Board of Directors may directly execute or authorize the sale, redistribution or settlement for people whose own shares reclaimed or other subjects under the conditions and ways which the Board of Directors may think fit.
5. A Shareholder who holds shares which are reclaimed must waive his or her Shareholdership status with respect to such shares, but must take its responsibility corresponding to total par value stock subscribed in relation to the Company's accrued financial obligation in

accordance with a resolution of Board of Directors, from the date of reclamation to the date of payment. The Board of Directors shall have the full power to implement coercive measures of reclamation or to make remission of part or all of such amounts.

6. A reclamation notice shall be sent to the holders of reclaimed shares prior to the time of reclamation. The reclamation shall be still valid even in case of error or negligence in sending notice.

V. CORPORATE STRUCTURE, MANAGEMENT AND CONTROL

Article 10. Corporate structure

The Corporate Governance structure of the Company comprises:

- a. General Meeting of Shareholders;
- b. Board of Directors, Audit Committee under Board of Directors;
- c. General Director.

VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 11. Rights of shareholders

1. Shareholders shall be the owners of the Company and shall have rights and obligations corresponding to the number and classes of shares owned by them. The Shareholders shall only be liable for the debts and other property obligations of the Company to the extent of the amount of capital they have contributed to the Company.
2. A person who holds ordinary shares shall have the following rights:
 - a. To attend and express opinions at the General Meeting of Shareholders and to exercise the right to vote directly at the General Meeting of Shareholders. Each ordinary share has a voting ballot;
 - b. To receive dividends under ratio as decided by the General Meeting of Shareholders;
 - c. To freely transfer shares which have been paid for in full in accordance with this Charter and the applicable Law exception the case as regulated at clause 3, Article 120 and clause 1, Article 127 of Law on Enterprise, this Charter and current regulations of law;
 - d. To be given priority in subscribing for new shares offered for sale in proportion to the number of ordinary shares each shareholders holds in the Company;
 - e. To check information relating to Shareholder in the list of Shareholders who are qualified to attend the General Meeting of Shareholders and to request amendment of incorrect information;
 - f. To check or copy of the Charter of the Company, the book of meeting minutes of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;
 - g. To receive a part of the remaining assets in proportion to the number of shares they own after the Company has paid out the debts and obligations and the shareholders holding preference shares, if the Company is dissolved;
 - h. Shareholders vote to against the resolution on reorganizing Company or change powers and responsibilities of shareholders stipulate in this Charter, have the right to request

the Company to redeem shares in the cases stipulated at Article 132 of Law on Enterprise;

- i. To be treated equally. Each kind of shares makes shareholder owned right, obligations and interests equally. In case the Company has kind of preferential shares, rights and obligations enclosing with such kind of preferential shares shall be adopted by General Meeting of Shareholder and announced to shareholders in fully;
 - j. To be entitled to assess sufficient information periodically and extraordinary information announced by the Company under regulations of law;
 - k. To be entitled to protect its legitimate rights, interests; request to suspend, cancel the resolution of General Meeting of Shareholder, Board of Directors under regulations of LoE;
 - l. Other rights stipulated in this Charter and by Law.
3. Shareholders or groups of Shareholders who are holding at or more than 5% of the total number of ordinary shares have the following rights:
- a. to nominate candidates to the Board of Directors in accordance with provisions of Article 24.2;
 - b. to request the Board of Directors to convene a General Meeting of Shareholders in accordance with clause 3, Article 115, Article 140 of Law on Enterprise and this Charter;
 - c. Review, search, excerpt number of minutes and resolutions, decisions of Board of Directors, semi-annual and annual Financial Statement, Audit Committee's report, contract, transactions which is approved by Board of Directors and other documents exception the documents relating to trading secret, Company's business secret;
 - d. Request Audit Committee to check each specific issues relating to management, operate Company's activities when necessary. Request must be in writing and shall include the following contents: full name, contact address, nationality, individual's number of legal document in case shareholder is an individual; name, company code or entity's number of legal document, head office address in case shareholder is an entity; amount of shares of each shareholders, total shares of shareholder's group and ownership ratio in total shares of Company, the issues need to be checked, checking purpose;
 - e. Suggest that matters should be put into General Meeting of Shareholder's program. Suggestion request must be in writing and sent to the Company latest by three (3) working days before opening day. Suggestion request must be written clearly name of shareholder, shareholder's quantity of each kind of shares, suggesting matters is put into the meeting agenda;
 - f. Other rights stipulated in this Charter.

Article 12. Obligations of shareholders

A Shareholder shall have the following obligations:

1. to pay for sufficient shares accurately according to the number of shares which the Shareholder has registered to subscribe in accordance with the regulations;
2. not to be entitled to withdraw contributed capital through ordinary shares out of the Company by any methods unless the Company or other person redeems the share. In case a shareholder withdraws a part or whole of contributed capital, which contradicts regulations

of this clause, such shareholder and the person who enjoys relevant interest in the Company shall be jointly responsible for Company's debt and other asset obligation within scope of stock value withdrawn and happened damages.

3. To comply with Company's charter and internal regulations;
4. Comply with General Meeting of Shareholder's resolution and Board of Directors's decision.
5. Keep information confidential provided by the Company as stipulated at Company's charter and law; only use information provided for implementation and protection its legitimate rights and interests; prohibit information provided by the Company from spreading or copying, sending to other individual, entity.
6. Attend the meeting of General Meeting of Shareholder and execute voting right through forms as below:
 - a. Attend and vote directly at the meeting;
 - b. Accredited to other individual, entity to attend and vote at the meeting;
 - c. Send voting note to the meeting via post, fax, email;
 - d. Send voting note via other methods under regulations of the Company's charter.
7. to provide the correct address when registering to subscribe for share;
8. to fulfill other obligations in accordance with applicable law;
9. to bear personal responsibility where he/she performs one of the following acts in any form in the name of the Company:
 - a. Breaching the Law;
 - b. Conducting business and other transactions for the personal benefit of himself/herself or other organizations or individuals;
 - c. Paying premature debts where the Company is likely to be in financial danger.

Article 13. General Meeting of Shareholders

1. The General Meeting of Shareholders shall be the highest competent authority of the Company. The annual meeting of General Meeting of Shareholders shall be organized once every year. General Meeting of Shareholders must be held within four (04) months from the end of a fiscal year. At the request of the Board of Directors (if necessary) may be extended for another period but not exceeding six (06) months from the end of fiscal year. Beside of annual meeting, General Meeting of Shareholder may have an extraordinary meeting. Meeting place of General Meeting of Shareholder is determined as place where the chairperson attends meeting and shall be in Vietnam's territory.
2. The annual meeting of the General Meeting of Shareholders shall be convened and organized at the appropriate place by the Board of Directors. The annual meeting of the General Meeting of Shareholders shall make resolutions on issues stipulated by the Law and this Charter, especially the annual financial statements and the budgets of the Company for the next fiscal year. In case Company's annual audited Financial Statement has a substantial exclusion, adverse audit's opinion or refusal, the Company shall invite acceptable Audit Agency's representative who executed auditing of Company's Financial Statement to attend the annual meeting of General Meeting of Shareholder and such representative shall be responsible for attendance the meeting. Besides, independent auditors shall be invited to any general meeting to provide advice for the approval of annual financial statements.

The annual meeting of General Meeting of Shareholders shall be convene online. Shareholder shall attend at the meeting and express opinions on issues in the meeting participate in the meeting and have the right to vote their opinions to the issues at the meeting through internet in a convenient and effective way.

The shareholders who attend and vote through online meeting are deemed to attend meeting in person. Therefore, when The shareholders log in the online meeting/voting system of Company, they are deemed to attend the meeting in person and voting results shall be the same as when the shareholders vote in person in the meeting.

- (i) The shareholders attend the meeting by using code supplied by The meeting's host to log in the online meeting/voting system when the meeting is executed.
 - (ii) The code supplied by The meeting's host to log in the online meeting/voting system shall meet the requirement of online service supplier at the time of holding The meeting.
 - (iii) After The shareholders (or authorised people) log in the online meeting/voting system, they shall be entitled to execute their right according to The Charter and Law on enterprise.
 - (iv) In case shareholders replace their personal's information, they must contact with the depositary member in the place where the account was opened to update before the date of closing the list of attending shareholders.
 - (v) The Company issued Regulation of the online General Meeting of Shareholders at each meeting periods (if any).
3. The Board of Directors must convene an extraordinary meeting of the General Meeting of Shareholders in the following cases:
- a. The Board of Directors considers that it is necessary to do so in the interests of the Company;
 - b. The number of the Board of Directors's members, independent member of the Board of Directors are less than the number of members stipulated by the law or the number of the Board of Directors's is reduced more than one third (1/3) compared to the number of members in the Charter's regulations;
 - c. Shareholders or groups of shareholders stipulated in Article 11.3 of this Charter request the convening of the General Meeting of Shareholders by a written proposal. The written proposals must contain the full name, mailing address, citizen identification card number, identity card, passport or other legal personal identification of shareholder as an individual; the name, enterprise identification number or establishment resolution number, head office's address for institutional shareholders; number of shares and time of registration of shares of each shareholder, total number of shares of the group of shareholders and percentage of ownership in the total number of shares of the company, grounds and reasons for requesting the convening of the General Meeting of Shareholders. Attachment to the request must contain documents and evidence of violations of the Board of Directors, the extent of the violation or the resolution beyond the authority. The written proposal must be signed by the relevant shareholders (the written proposal may be made in multiple copies, each of which must be signed by all related Shareholders);
 - d. Other cases as stipulated by the Law and this Charter.
4. Convene an extraordinary meeting of the General Meeting of Shareholders

- a. The Board of Directors must convene a meeting of the General Meeting of Shareholders: (i) within sixty days from the date when the remaining members of the Board of Directors shall still satisfy the provision stipulated in Clause 3(c) Article 13 of this Charter; (ii) within a period of thirty days the date of receipt of the request stated in Clause 3d Article 13 of this Charter.
- b. Where the Board of Directors fails to convene a meeting of the General Meeting of Shareholders as stipulated at Clause 4a – Article 13 within next thirty days, Shareholders or groups of Shareholders available to request in Clause 3d – Article 13 shall have the right to substitute by themselves for the Board of Directors to convene a meeting of General Meeting of Shareholders in accordance with provisions of Clause 4 Article 140 of Law on Enterprise.
- c. In this circumstance, shareholder or group of shareholders who convenes meeting of General Meeting of Shareholders may ask business registration office to supervise sequence, convening procedure, execution the meeting and making decision of General Meeting of Shareholders. All expenses for convening and conducting a meeting of the General Meeting of Shareholders shall be reimbursed by the Company. Such expenses shall not include expenses born by the shareholders for attending the General Meeting of Shareholders, including travel and accommodation costs.

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

1. General Meeting of Shareholder has the following rights and obligations:
 - a. To adopt Company's developing orientation;
 - b. To decide kind of shares and total shares for each category entitled to offer; decide annual dividend ratio for each kind of shares;
 - c. To appoint, dismiss member of Board of Directors;
 - d. To decide to invest or sell assets having value at or more than 35% total asset value recorded in the latest Company's financial statement;
 - e. To decide to amend, supplement Company's Charter;
 - f. To adopt annual financial statement;
 - g. To decide to redeem over 10% total shares which have sold for each category;
 - h. To consider, settle member of Board of Director's infringement, which causes damage to the Company and its shareholder;
 - i. To decide to reorganize and dissolve the Company;
 - j. To decide the budget or total remuneration, bonus and other interests for Board of Directors;
 - k. To approve internal regulation; Board of Director's operational regulation;
 - l. To approve for list of acceptable audit agencies; decide acceptable audit company to conduct verification of Company's operation, dismiss acceptable auditor when necessary;
 - m. Rights and other obligations under regulations of law.
2. General Meeting of Shareholders shall discusses and approve the following issues:
 - a. Company's annual business plan;
 - b. Annual audited financial statements;
 - c. Reports of the Board of Directors in relation to administration and activities result of Board of Directors and each member. Independent member shall be responsible for reporting its activities in Audit Committee at the meeting of annual General Meeting of Shareholders under Article 284, Decree No.155/2020/NĐ-CP;

- d. Dividend ratio toward each kind of shares;
 - e. Number of members of the Board of Directors;
 - f. Election, dismissal and removal of members of the Board of Directors;
 - g. Approval budget or total remuneration, bonus and other interests for Board of Directors;
 - h. Approval for acceptable list of auditing agencies; decision on acceptable auditing company which executes to check Company' activities, dismiss acceptable auditor when necessary;
 - i. Supplement to and amendment of the Company Charter;
 - j. Classes of shares and number of newly issued shares for each class of shares and the action of transfer share to founding members within three (03) years from the date of establishment;
 - k. Division, separation, consolidation, merger or conversion of the Company;
 - l. Re-organization and dissolution (liquidation) of the Company and appointment of liquidators;
 - m. Decision on investment or transactions of sales of assets with a value equal to or more than thirty-five percent (35%) of total value of the assets of the Company recorded in the most recent audited financial statements;
 - n. Decision on Redempt of more than ten percent (10%) of any one class of issued shares;
 - o. The Company enters into a contract with any person stipulated in Clause 1, Article 167 of Law on Enterprise with a value equal or more than 35% of the total value of assets of the Company recorded the most recent audited financial statements;
 - p. Approval for transactions with shareholders, management and related person of such subjects at clause 4, Article 293 of Decree No. 155/2020/NĐ-CP;
 - q. Approval for internal regulation; Board of Directors's operational regulation;
 - r. Other issues as stipulated by Law and in this Charter.
3. All resolutions and matters included in the agenda must be discussed and voted at the General Meeting of Shareholders.

Article 15. Authorize to attend the General Meeting of Shareholders's meeting

- 1. Shareholders, its authorized person who is entity can attend directly the meeting or authorize to one or some of individual, other organization to attend the meeting or join the meeting via one of forms as regulated at Article 144 Clause 3, Law on Enterprise.
- 2. The said-proxy under clause 1 of this Article shall be made in writing. Proxy document is made in accordance with regulations of civil law and stated obviously name of authorized shareholder, accredited individual or entity's name, quantity of accredited shares, proxy content, scope of proxy, term of proxy, mandator and authorized party's signature. Authorized person attending the General Meeting of Shareholder's meeting shall submit proxy documents when subscribes. In case of sub-delegation, attending person shall present further the first shareholder, its authorized representative's accrediting document (if the shareholder is an entity).
- 3. The voting form of a Proxy within the scope of authorization shall remain effective even in any one of the following cases:
 - a. The principal died, or his civil legal capacity is lost or is restricted;
 - b. The principal has rescinded the appointment of authorization;
 - c. The principal has rescinded the authority of the person carrying out the authorization.

This Clause shall not be applied in a case where the Company receives a notice of one of the above cases prior to the time of opening of General Meeting of Shareholders or prior to the time the meeting is reconvened.

Article 16. Change of rights

1. The change or cancellation of any special right attached to a class of preference shares shall take effect when such change or cancellation shall be approved by the shareholders holding at least 65% of ordinary shares who are in attendance and concurrently approved by the shareholders holding at least 65% of voting rights of the above class of preference shares. General Meeting of Shareholders' resolutions with regard to content changing adversely shareholder's right and obligation who holds preferential shares is only adopted if attendance of a number of the preferential shareholders holding the same kind of shares at or more than 75% total of such preferential shares is agreeable or agreed by preferential shareholder who holds the same kind of shares at or more than 75% total of such preferential shares in case of adopted resolution through getting opinion by writing. The organization of a meeting of the Shareholders holding one class of preference shares to approve the above change of rights shall be valid if at least two (2) Shareholders (or their proxies) are present and hold at least one-third (1/3) of the par value of the issued shares of such class. In case there are not enough attendees as mentioned above, the meeting shall be re-organized within a period of thirty (30) days after that and the persons holding shares of such class (not depending on the number of attendees and the number of shares) who are present directly or via their authorized persons shall be deemed to constitute the quorum. At the meeting of the persons holding preference shares mentioned above, the persons holding shares of such class who are present in person or via proxies may request a secret ballot. Each share of the same class shall have the equal voting rights at the meeting mentioned above.
2. The procedures for conducting such separate meeting shall be implemented in the same way as stipulated in Article 18, 19 and 20 of this Charter.
3. Unless otherwise stipulated in the terms of shares issuance, special rights attached to various classes of shares with preference rights with respect to some or all issues 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 17. Convening the General Meeting of Shareholders, Agenda and Notice of meeting of the General Meeting of Shareholders

1. The Board of Directors convenes the General Meeting of Shareholders, or General Meeting of Shareholders is convened in the circumstances stipulated in a or b of Clause 3 Article 13 of this Charter.
2. The convenor of a meeting of the General Meeting of Shareholders must carry out the following responsibilities:
 - a. Prepare a list of all shareholders entitled to attend the General Meeting of Shareholders within thirty days before the date of starting General Meeting of Shareholders. The list of shareholders entitled to attend the meeting shall be made not exceeding 10 days before the date sending General Meeting of Shareholders's notice. The Company shall announce information with regard to making the list of shareholders entitled to attend the meeting minimum 20 days before the last registration date;

- b. Prepare agenda, content of the meeting;
 - c. Prepare document for the meeting;
 - d. Draft resolution of General Meeting of Shareholders according to the meeting's content;
 - e. Determine time and venue of the meeting;
 - f. Inform and send a notice of General Meeting of Shareholders to all shareholders entitled to attend the meeting.
 - g. All other activities to prepare for the meeting.
3. The notice of General Meeting of Shareholders must include the agenda of the meeting and documents relating to the matters to be voted at the meeting. The notice of a meeting of the General Meeting of Shareholders must be sent to shareholder guaranteed by post office to shareholder's address or address that shareholder provided for mailing purpose, concurrently announcement on the Company's website, State Securities Committee, Stock Exchange where Company's stock is listed or subscribed. Convenor of General Meeting of Shareholders shall send notice to all shareholders in the list of shareholders entitled to attend latest by 21 days before opening date (calculated from the date on which the notice is validly sent or delivered, the postal charge is paid, or the notice is put in the mailbox). General Meeting of Shareholders's program, documents relating to voted issues at the General Meeting of Shareholders shall be sent to shareholders or/and post on the Company's website. In the case where no document is attached with the notice of the meeting of the General Meeting of Shareholders, the notice inviting to the meeting must specify the link in order to enable the Shareholders to access such documents, including:
- a. The meeting agenda, all documents will be used in meeting;
 - b. Voting ballot;
 - c. Draft resolutions for each issue in the meeting.
4. A shareholder or group of Shareholders referred to in Article 11.3 of this Charter shall have the right to propose any issue to be included in the agenda of a meeting of the General Meeting of Shareholders. The proposal must be made in writing and sent to the Company at least three business days before the opening day of the meeting of the General Meeting of Shareholders. The proposal must contain full names of the Shareholders, number and classes of shares held by them, and the issues proposed to be included in the agenda.
5. The convenor of the General Meeting of Shareholders will only have the right to reject any proposal mentioned in Clause 4 of Article 17 in the following cases:
- a. The proposal was not sent on time or not enough, untrue contents;
 - b. At the time of the proposal, the Shareholder or group of Shareholders does not own at or more than five percent (5%) of the ordinary shares;
 - c. The proposed issues do not fall within the authority of the General Meeting of Shareholders for discussion and approval;
 - d. Other cases.
6. General Meeting of Shareholder's convenor shall accept and make suggestion as regulated at Clause 4 of this Article into expected agenda and meeting content, except the case as regulated at Clause 5 of this Article; suggestion is officially supplemented into agenda and meeting content when accepted by General Meeting of Shareholder.

Article 18. Conditions for conducting a meeting of the General Meeting of Shareholders

1. General Meeting of Shareholders shall be conducted when the number of Shareholders attending the meeting represents more than 50% of the total voting shares.
2. In a case where the quorum is not satisfied within thirty (30) minutes from the intended time of opening the meeting, the convenor of the meeting shall cancel the meeting. The meeting of the General Meeting of Shareholders must be reconvened within thirty (30) days from the intended date of the first meeting of the General Meeting of Shareholders. The re-convened meeting of the General Meeting of Shareholders shall be conducted only when the attending members are the shareholders and their proxies representing at or more than 33% of the shares with voting right.
3. In a case where a meeting convened for the second time is not able to be conducted due to an insufficient quorum within thirty (30) minutes from the intended time of opening the meeting, the General Meeting of Shareholders may be convened for a third time within twenty (20) days from the intended date of conducting the second meeting; and in such case, the meeting shall be conducted irrespective of the number of attending Shareholders or their Proxies, and shall be deemed valid and shall have the right to make resolutions on all matters proposed to be passed at the first meeting of the General Meeting of Shareholders.
4. Accordance to Chairperson's request, the General Meeting of Shareholders may change the agenda that was attached together with the notice of the meeting as stipulated in Article 17.3 of this Charter.

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

1. On the day of General Meeting of Shareholders, the Company must perform the procedures for registration of shareholders and fulfill the registration until the shareholders entitled to attend the meeting complete the registration.
2. Upon registration of shareholders, the company shall issue a voting ballot to each shareholder or proxy with voting rights which shall indicate registration number, full name of the shareholder, full name of the proxy and number of votes of such shareholder. Voting shall be executed by agreeable, non-agreeable and non-opinion vote. The total number of the affirmative and negative votes and abstentions in respect of each issue shall be announced by the Chairperson of the meeting immediately after voting on such issue. The General Meeting of Shareholders shall elect person who shall be responsible to count the votes or supervise the counting of votes at the request of the Chairperson. The number of members of the Vote-Counting Committee shall be decided by the General Meeting of Shareholders based on the proposal of the Chairperson.
3. Any shareholder or proxy who arrives late at the meeting of the General Meeting of Shareholders shall be registered immediately and shall have the right to participate and vote at the meeting. The Chairperson shall not be responsible to delay the meeting so that such late Shareholder may register, and the effectiveness of any voting which has already been conducted before the late Shareholders attend shall not be affected.
4. The Chairperson of the Board of Directors shall act as Chairperson of all the General Meeting of Shareholders convened by the Board of Directors. In case the Chairperson is absent or is temporarily unable to work, then the remaining members of the Board of Directors shall elect one of them to act as the Chairperson of the meeting. In other cases, the person who signed the document convening the General Meeting of Shareholders shall arrange for the General Meeting of Shareholders to elect a Chairperson of the Meeting and the person with the highest number of votes shall act as the Chairperson of the meeting. In

the event of the election of a Chairperson, the name of the elected Chairperson and the number of votes for the Chairperson must be announced.

5. The agenda and contents of the meeting must be approved by the General Meeting of Shareholders in the opening session. The program must clearly define and detail the time for each issue in the agenda. The Chairperson may be postponed the meeting if there is a consensus or the request of the General Meeting of Shareholders that has enough delegates as the requirements of stipulated at Clause 8 Article 146 of Law on Enterprise. If it is found that (a) the participants may not have convenient seats at the venue, (b) appear of attendees who obstruct or likely to disturb the meeting; or (c) delay is necessary for the affairs of the meeting to be duly executed. In addition, the Chairperson of the Meeting may postpone the meeting when there is a consensus or request of the General Meeting of Shareholders that has sufficient number of participants in the meeting. The maximum delay is no more than three days from the date of planned opening of the congress. The meeting will only consider the work that should have been lawfully resolved at the previous delayed congress.
6. Where the Chairperson adjourns or postpones the General Meeting of Shareholders contrary to the Clause 5 Article 19, the General Meeting of Shareholders shall elect another person from the attendees to replace the Chairperson in conducting the meeting until its completion, and the effectiveness of voting conducted at such meeting shall not be affected.
7. The Chairperson or Secretary of the General Meeting of Shareholders may carry out activities required to direct the conduct of the General Meeting of Shareholders in a valid and orderly manner and to enable the meeting to reflect the expectations of the majority of attendees.
8. The convenor of General Meeting of Shareholders's meeting may request the shareholders or their representatives to attend the General Meeting of Shareholders or the security measures that the Board of Directors appropriate. Where a shareholder or a representative is not authorized to comply with these investigation rules or security measures, the Board of Directors may refuse or expel the shareholder or the above representative from participation the congress after careful consideration.
9. The convenor of the meeting of General Meeting of Shareholders, after due considerations, take the measures which it deems appropriate to:
 - a. Arrange seats at the venue of a meeting of the General Meeting of Shareholders;
 - b. Adjust the number of attendees at the venue of the meeting of the General Meeting of Shareholders;
 - c. Ensure safety for the attendees present at the venue of the meeting;
 - d. Create favourable conditions for Shareholders to attend (or continue attending) a meeting of the General Meeting of Shareholders.

The Board of Directors may have full powers to change the above measures and take all measures if necessary. The measures taken may be the issuance of entry permits or use of other options.

10. In a case where the General Meeting of Shareholders takes the above measures, when determining the venue of the meeting, the Board of Directors may:
 - a. Notify that the meeting shall be conducted at the venue in the notice and the Chairperson of the meeting shall be present there (the "Official Venue of the Meeting");

- b. Arrange for Shareholders or Proxies who are unable to attend the meeting in accordance with this Article or the persons who want to attend the meeting of the General Meeting of Shareholders at a venue different from the Office Venue of the Meeting can attend the meeting at the same time;

The notice on holding the Meeting shall not be required to state the detailed organizational measures in accordance with this Article.

11. In this Charter (unless where the context otherwise requires), all Shareholders and Proxies (if any) shall be considered to attend the meeting at the Official Venue of the Meeting.

The Company shall hold the meeting of the General Meeting of Shareholders at least once per year. The annual meeting of the General Meeting of Shareholders shall not be held by way of collecting written opinions.

Article 20. Approving the resolutions of General Meeting of Shareholders

1. Except for the case stipulated in Clause 2 and Clause 3 of Article 20, the resolutions of General Meeting of Shareholders must be passed by more than 50% of the total votes of the Shareholders attending and voting at the meeting of the General Meeting of Shareholders.
 - a. Approval of annual financial statement;
 - b. Short-term and long-term development plan of the company;
 - c. Removal and dismissal member of the Board of Directors;
 - d. And other issues.
2. Resolutions of the General Meeting of Shareholders on amendment of and supplement to the Charter, on classes of shares and quantity of shares offered for sale; merger, re-organization and dissolution of the Company, Change of the company management structure establishment of subcommittees within the Board of Directors, change of business lines and sectors, investment projects or sales of assets equal to or greater than 35% of the total assets of the Company and its subsidiaries based on the most recent audited financial statements, will only be approved 65% or more of the total voting ballots of the Shareholders attending and voting at the meeting of the General Meeting of Shareholders.
3. Voting to elect members of the Board of Directors must be implemented by the method of cumulative voting, under which each Shareholder shall have his/her total votes corresponding to the total shares he or she owns multiplied by the number of members to be elected to the Board of Directors, and each Shareholder shall have the right to accumulate all of his or her votes for one or more candidates
 - a. The elected members of the Board of Directors shall be determined based on the number of votes calculated in descending order, starting from the candidates wining the highest number of votes until a sufficient number of members are obtained under the Charter of the Company.
 - b. In case two or more candidates obtain the same number of votes for the position of the last member of the Board of Directors or the Inspection Committee, these candidates will be re-elected in a poll among them or will be selected based on the standards in the regulation of election or in the Charter of the Company.

4. General Meeting Shareholders's resolution adopted by 100% total voting shares is valid and effective even if sequence, convening procedure and adoption is violated regulation of Law on Enterprise and Company's charter.

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

The authority and procedures for collection of written opinions in order to pass a resolution of the General Meeting of Shareholders shall be implemented in accordance with the following provisions:

1. The Board of Directors shall have the right to collect written opinions in order to pass a resolution of the General Meeting of Shareholders whenever necessary for the interests of the Company, except for cases stipulated in Clause 2, Article 147 of the Law on Enterprise;
2. The Board of Directors must prepare written opinion forms, a draft of the resolution of the General Meeting of Shareholders, and other documents explaining the draft resolution. The written opinion form together with the draft resolution and explanatory documents must be sent by a method which is guaranteed to reach the mailing address of each Shareholder Request at least 10 days before the deadline to send back the opinion form and how to send opinion forms and enclosed documents shall be executed under Clause 3, Article 17 of this Charter;
3. The written opinion form must contain the following basic details:
 - a. Name, head office address, number and date of issuance of the Enterprise Registration Certificate; place of business registration of the Company;
 - b. Purpose of collecting written opinions;
 - c. Full name, mailing address, nationality, and the number of People's identity card, of the passport or other lawful personal identification with regard to a shareholder being an individual and the name, mailing address, nationality, number of establishment resolution or number of business registration of a Shareholder or Proxy with regard to a Shareholder being an organization; the number of shares of each class and number of votes of the Shareholder;
 - d. Issue to be obtained opinions in order to pass the resolution;
 - e. Voting options, comprising agreement, non-agreement, or abstention with respect to each issue to be obtained opinions;
 - f. Time-limit within which the completed written opinion form must be returned to the Company;
 - g. Full name and signature of the Chairperson of the Board of Directors and of the Legal Representative of the Company;
4. Shareholders may send completed written opinion form to the Company in the following manner:
 - a. By postal mail. Any completed written opinion form must bear the signature of the Shareholder being an individual, and of the Authorized Representative or of the Legal Representative of the Shareholder being an organization. Written opinion form must be returned to the Company in a sealed envelope and no one shall be permitted to open the envelope prior to the vote-counting.

- b. By fax or email. Written opinion form must be return to the Company by fax or email in secreted until prior to the vote-counting.
- c. Any completed written form received by the Company after the expiry of the time-limit stated in the written opinion form or any form which has been opened shall be invalid.
- d. The Board of Directors shall conduct the vote-counting and shall prepare minutes of the vote-counting in the presence of Company's Audit Committee or of Shareholder(s) not holding a managerial position in the Company. The vote-counting minutes shall contain the following basic details:
 - i. Name, head office address, number and date of issuance of the Enterprise Registration Certificate; and place of business registration of the Company;
 - ii. Purpose of collection of written opinions and issues to be obtained opinions in order to pass a resolution;
 - iii. Number of shareholders with total numbers of votes having participated in the vote, classifying the votes into valid and invalid and including an appendix as a list of the Shareholders having participated in the vote;
 - iv. Total number of votes for, against and abstentions on each issue voted on;
 - v. The issue has been adopted and voting rate has been passed respectively;
 - vi. Full name and signature of the Chairperson of the Board of Directors, of the legal representative of the Company and of the person who supervised the vote-counting.

The members of the Board of Directors and the person who supervised the vote-counting shall be jointly liable for the truthfulness and accuracy of the vote-counting minutes, and shall be jointly liable for any loss and damage arising from a resolution which is passed due to an untruthful or inaccurate counting of votes;

- 5. The vote counting minutes and resolutions must be send to shareholders within 15 days from the date of completion of the vote counting. In case the company has website, the vote counting minutes and resolutions must be published on the website of the Company within twenty-four (24) hours from the date of completion of the vote counting.
- 6. Written opinion forms which were returned, the vote-counting minutes, the full text of the resolution which was passed and any related documents sent with all of the written opinion forms must be kept as archives at the head office of the Company;
- 7. A resolution which is passed by way of collecting written opinions of Shareholders must be approved by the Shareholders representing more than 50% of the total voting shares and shall have the same validity as a resolution passed in a meeting of the General Meeting of Shareholders.

Article 22. Minutes of the General Meeting of Shareholders

- 1. The meeting of the General Meeting of Shareholders must be written and recorded or stored in other electronic forms. The minutes must be written in Vietnamese, may be translated into English and it shall have the following main contents:
 - a. Name, address of head office, number of Enterprise Registration Certificate;
 - b. Time and venue of the meeting;
 - c. Agenda and document of the meeting;

- d. Full name of the Chairperson and Secretary;
- e. Summary of the meeting and the opinions expressed at the General Meeting of Shareholders on each issue in the agenda;
- f. Number of shareholders and total number of votes of shareholders attending the meeting, annex as a list of the shareholders and proxies attending the meeting with the number of shares and corresponding votes;
- g. The total number of votes for each issue, including the types of voting, the total number of votes, the total number of votes that are valid, invalid, or have the status: for, against and abstain; The proportion of the total votes of shareholders attending the meeting;
- h. Decisions which have been approved and the corresponding voting percentage;
- i. Signature of the Chairperson and secretary.

In case Chairperson, Secretary refuses to sign the Meeting Minutes, this Minutes shall be effective if all other members of the Board of Directors, who has attended the meeting, has signed and the Minutes has in full of contents as stipulated in this clause. The Meeting Minutes states obviously that Chairperson, Secretary refuses to sign the Meeting Minutes.

The minutes that were written in Vietnamese and English shall have equal legal effects. In the event of any discrepancy, the contents in the Vietnamese version shall prevail.

- 2. The meeting minutes of the General Meeting of Shareholders must be completed and approved before the closing of the meeting. The Chairperson and the Secretary of the General Meeting of Shareholders or other members who has signed onto the meeting minutes shall be jointly responsible for the truthfulness and accuracy of the contents of minutes.
- 3. The meeting minutes of the General Meeting of Shareholders must be published on the website of the Company within twenty-four (24) hours and must be sent to all Shareholders within fifteen (15) days from the end of the meeting of the General Meeting of Shareholders.
- 4. The minutes of the General Meeting of Shareholders shall be considered as authentic evidence of the work conducted at the General Meeting of Shareholders unless an objection to the contents of the minutes is provided validly within a time limit of ten (10) days from the date of sending the minutes.
- 5. The minutes of the General Meeting of Shareholders, a list of the attending Shareholders, and documents authorizing to attend the meeting must be kept at the head office of the Company.

Article 23. Demand for cancellation of resolutions of the General Meeting of Shareholders

Within ninety (90) days from the date of receipt of a resolution or a meeting minutes of the General Meeting of Shareholders or the minutes of results of counting written opinion forms at the General Meeting of Shareholders, Shareholders, groups of Shareholders stipulated at Clause 2 Article 115 of Law on Enterprise shall have the right to request a court or an arbitration to consider and cancel a resolution of the General Meeting of Shareholders in the following cases:

1. The formality and procedures for convening a meeting of the General Meeting of Shareholders constitute material violations of the Law on Enterprises and this Charter, except for the case stipulated at Clause 2 Article 152 of Law on Enterprise.
2. The content of the resolution breached the Law or this Charter.

In case where a resolution of the General Meeting of Shareholders is cancelled in accordance with a decision of a court or an arbitration, the convenor of a meeting of the General Meeting of Shareholders at which such resolution is cancelled may consider re-organizing the General Meeting of Shareholders within thirty (30) days in accordance with the sequence and procedures stipulated in the Law on Enterprise and this Charter.

VII. THE BOARD OF DIRECTORS

Article 24. Components and term of the Board of Directors

1. The Board of Directors shall have seven (07) members. The office term of a member of the Board of Directors shall not exceed five (5) years; Members of the Board of Directors may be re-elected with an unlimited number of terms.
Total independent members of the Board of Directors ensures minimum 2 independent members of the Board of Directors. Each individual is only appointed as independent member of the Board of Directors of Company not exceeding 02 consecutive terms.
Total number of non-executive members of the Board of Directors must occupy at least one third (1/3) of the total number of Board of Directors. The minimum number of non-executive members of Board or Directors is determined by the method of rounding down.
2. In case of determination Board of Directors's candidate, the Company shall announce information relating to candidates minimum 10 days before opening day on the Company's website so that shareholder can learn more about these candidates before voting. Board of Directors's candidate shall commit its faithfulness, accuracy as announced and executes its duties honestly, carefully and for the best Company's interest if he/she is elected as member of Board of Directors. Information relating to Board of Directors's candidate is announced including:
 - a. Full name, date of birth;
 - b. Qualification;
 - c. Progress of working experiences;
 - d. Other titled position of management (including member of Board of Directors position of other company);
 - e. Interest relating to the Company and Company's related parties;
 - f. Other information (if any) as regulated at Company's charter;
 - g. Public company shall be responsible for announcement all information relating to the companies that candidates are keeping as member of Board of Directors position, other management position and interest relating to the candidate's companies (if any).
3. Shareholders holding of ordinary shares shall be entitled to aggregate the number of voting rights of each such Shareholder to nominate candidates to be selected to the Board of Directors. A Shareholder or a group of Shareholders holding from five percent (5%) to less than ten percent (10%) of the total voting shares shall be entitled to nominate one (01) candidate in order to elect such member to the Board of Directors; from ten percent (10%) to less than thirty percent (30%) to nominate up to two (02) candidates; from thirty percent (30%) to less than forty percent (40%) to nominate up to three (03) candidates; from forty percent 40% to less than fifty percent (50%) to nominate up to four (04) candidates; from fifty percent 50% to less than sixty percent (60%) to nominate up to five (05) candidates;

from sixty percent (60%) to less than seventy percent (70%) to nominate up to six (06) candidates; from seventy percent (70%) to less than eighty percent (80%) to nominate up to seven (7) candidates; from eighty percent (80%) to less than ninety percent (90%) to nominate up to eight (8) candidates.

4. Where the number of candidates for the Board of Directors, independent members of the Board of Directors through nomination and election is still insufficient the incumbent Board of Directors may nominate additional candidates or hold a nomination in accordance with the mechanism stipulated by the Company. The mechanism for nomination or the method of nominating candidates to the Board of Directors by the incumbent Board of Directors must be clearly announced at the General Meeting of Shareholders before commencing the vote of Board of Directors.
5. The status as a member of the Board of Directors shall be terminated when dismissed, removed or replaced by the General Meeting of Shareholders in the following cases:
 - a. Such member is ineligible to be a member of the Board of Directors in accordance with the Law on Enterprises or is prohibited from being a member of the Board of Directors by Law;
 - b. Such member sends a resignation letter to the head office of the Company;
 - c. Such member had mental disorders and other members of the Board of Directors have professional evidence that such has his/her civil act capacity lost;
 - d. Such member absented, did not attend meetings of the Board of Directors for a consecutive period of six (06) months without consent of the Board of Directors;
 - e. The member is dismissed from the Board of Directors by a resolution of the General Meeting of Shareholders.
6. A member of the Board of Directors may not necessarily a Shareholder of the Company.
7. The appointment of members of the Board of Directors must be disclosed in accordance with the Laws on securities and securities market.

Article 25. Right and responsibilities of the Board of Directors

1. Business activities and affairs of the Company must be supervised and directed by the Board of Directors. The Board of Directors shall be the body with full powers to exercise all rights on behalf of the Company, excluding except the authorities which belongs to the General Meeting of Shareholders.
2. The Board of Directors shall be responsible for supervising, directing General Director and the Executives;
3. The rights and obligations of the Board of Directors shall be stipulated by the Law, this Charter, the Regulations on the Corporate Governance, and resolutions of the General Meeting of Shareholders. Specifically, the Board of Directors shall have the following rights and obligations:
 - a. To decide strategy, mid-term development plan and annual business plan;
 - b. To recommend kind of shares and total shares entitled to offer for each categories;
 - c. To decide to sell unsold share within scope of amount of offered shares as per categories; decide to mobilize additional capital according to other forms;

- d. To decide share selling price and Company's bond;
- e. To decide investment strategy and investment project within scope of authority and limitation under regulations of law;
- f. To decide resolution on development market, marketing and technology;
- g. To adopt sale, purchase, loan, lending agreement and contract, other transaction having value at or more than 35% total asset value recorded in the latest Company's financial statement except contract, transaction within scope of General Meeting of Shareholder's authority at point d, clause 2, Article 138, clause 1 and clause 3 Article 167, Law on Enterprise;
- h. To decide on the appointment, dismissal Chairman of Board of Directors; appoint, dismiss, enter into or terminate labour agreement with General Director; Decide appointment, dismissal, commendation, discipline, salary level and other benefits of vice- General Director, Chief accountants, and Head of other units at the proposal of the General Director. Assign authorized representative to join as Member Council or General Meeting of Shareholders for other company, decision on remuneration rate and other interests of such personnel;
- i. Supervise, instruct Director (General Director) and other managements in the operation of business works daily.
- j. To make decisions on the organizational structure of the Company, appointment head of sub-committee under Board of Directors; deciding on the establishment of subsidiaries, branches, representative and purchase shares in other companies;
- k. Purchase or sale of shares or capital contribution in other companies established in Vietnam or overseas;
- l. Valuation of non-cash assets contributed to the Company and relating to the issuance of shares or bonds of the Company, including gold, land use rights, intellectual property rights, technology and technological know-how;
- m. Within the scope regulated at Article 153.2 of Law on Enterprise and except for the case stipulated at Article 138.2 and Article 167.3 of Law on Enterprise, the Board of Directors shall from time to time make decisions on implementation, amendment or cancellation of the major contracts and/or transactions of the Company (including contracts and/or transaction for purchase, sale, loan, lending, merger, takeover and joint venture);
- n. Borrowing and implementation of any warranties and compensations of the Company;
- o. Approve program, documental content for meeting of General Meeting of Shareholders, convene meeting of General Meeting of Shareholders or getting opinion so that General Meeting of Shareholders adopt the resolution;
- p. Submit annual audited financial statement to General Meeting of Shareholders;
- q. Suggest annual dividend ratio and define temporary dividend ratio; organize how to pay the dividend;
- r. Suggest re-structure or dissolve the Company; request to bankruptcy
- s. Decide to issue regulation on Board of Directors's operation, internal regulation in relation to administration the Company after adopted by General Meeting of Shareholders; decision on issuance regulation on Audit Committee's operation under Board of Directors, regulation on announcement information of the Company;
- t. Board of Directors shall report result of its activities to General Meeting of Shareholders under regulation at Article 280, Decree No. 155/2020/NĐ-CP.

Điều 26. Member of Board of Director's remuneration, bonus and other interests

1. Member of the Board of Directors (excluding authorized representatives) is enjoyed remuneration and bonus. Remuneration is calculated as per necessary working days for completion its duties and the ratio of each day. Board of Directors estimates each member's rate of remuneration under principle of consensus. The total remuneration and bonus for the

Board of Directors shall be determined by the General Meeting of Shareholders and shall be distributed to members of the Board of Directors in accordance with the agreement among members or equal subscription for members.

2. The total remuneration paid to each member of the Board of Directors and the remuneration for each member must be detailed in the annual report of the Company. Each member of Board of Directors's remuneration is put into Company's business cost under regulation of Company Income Tax (CIT) shown in a separate item of Company's annual financial statement and shall report to the annual meeting of General Meeting of Shareholders.
3. Member of the Board of Directors holding the position of Executive (including the Chairperson or Vice Chairperson), or a member of the Board of Directors working for subcommittees of the Board of Directors, or performing other tasks which, in view of the Board of Directors is outside the normal scope of responsibilities of a member the Board of Directors, may be paid additional remuneration in the form of a lump-sum pay package, wages, commission, percentage of profits, or in the form of other as decided by the Board of Directors.
4. Members of the Board of Directors are entitled to all travel, accommodation, meals and other expenses that they have to pay when carrying out their responsibilities as members of the Board of Directors, including expenses incurred in attending meetings of the Board of Directors, or subcommittees of the Board of Directors or General Meeting of Shareholders.
5. Member of Board of Directors may be purchased liable insurance by the Company after getting approval from General Meeting of Shareholders. This insurance excludes member of Board of Directors's liable insurance relating to violation of law and Charter's Company.

Article 27. The Chairperson of the Board of Directors

1. The Board of Directors must select among the members of the Board of Directors to elect a Chairperson and Vice-Chairperson.
2. The Chairperson of the Board of Directors must convene and preside over the meetings of the General Meeting of Shareholders and meetings of the Board of Directors and the Chairperson has other rights and responsibilities as stipulated in this Charter and Law on Enterprise. The Vice-Chairperson shall have the same rights and obligations as the chairman in cases authorized by the Chairperson if only where the Chairperson has notified the Board of Directors of his/her absence, or of his/her absence due to force majeure, or his/her inability to carry out his/her responsibilities. In the above case, the Chairperson shall not appoint the Vice Chairperson to act as such, the remaining members of the Board of Directors shall appoint the Vice Chairperson. In the event that both the Chairperson and the Vice Chairperson are temporarily unable to perform their responsibilities for any reason, the Board of Directors may appoint, on the principle of simple majority, another person among them to temporarily execute the responsibilities of the Chairperson.
3. The Chairperson of the Board of Directors is responsible to ensure that the Board of Directors submit annual financial reports, operational reports of the Company, its internal audited and supervisory reports to the Shareholders at the meeting of the General Meeting of Shareholders;
4. Where the Chairperson may be dismissed in accordance with the resolution of the Board of Directors. In case both the Chairperson and the Vice Chairperson resign or are dismissed, the Board of Directors must elect any replacement within ten days.
5. The Chairperson performs other responsibilities and rights according to the regulations promulgated by the Board of Directors.

Article 28. Meetings of the Board of Directors

1. Initial meeting of a new term of the Board of Directors in order to elect a Chairperson and to pass other resolutions within its authority must be conducted within seven (07) working days from the date of completing the election of the Board of Directors for that term. Such meeting shall be convened by the member who obtains the highest number of votes. If two or more members obtain the same highest number of votes, such members shall elect a person amongst them to convene the meetings of the Board of Directors by a majority vote.
 2. Regular meetings: The Chairperson of the Board of Directors must convene regular meetings of the Board of Directors, prepare the meeting agenda, determine the appropriate time and venue of the meetings at least seven (07) days before the proposed date of such meetings. The Chairperson may convene a regular meeting of the Board of Directors whenever necessary, but there must be at least one (01) meeting every quarter.
 3. Extraordinary meetings: The Chairperson must convene meetings of the Board of Directors, shall not be delayed without a legitimate reason, when any of the following subjects makes a written request specifying the purpose of the meeting and the issues to be discussed:
 - a. Independent member of the Board of Directors;
 - b. General Director or at least another five (05) Executives;
 - c. At least two (02) members of the Board of Directors
 4. The Chairperson must convene meetings of the Board of Directors within 07 working days, from the date received stipulated in Clause 3 of this Article. If the Chairperson of the Board of Directors does not accept to convene a meeting as requested, then the Chairperson must be liable for any damage caused to Company; the proposer has the right to substitute the Board of Directors convene a meeting of the Board of Directors.
 5. In case of independent auditors' requests, Chairperson of the Board of Directors must convene a meeting of the Board of Directors to discuss the audit report and the situation of.
 6. Meeting Venue: Meetings of the Board of Directors shall be conducted at the registered address of company or at another address in Vietnam or abroad as proposed by the Chairperson of the Board of Directors and unanimously approved by the Board of Directors.
 7. Notification and agenda: Notice of meetings of the Board of Directors must be sent to the members of the Board of Directors at least five (05) working days before holding the meeting. The members of the Board of Directors may refuse the notice of invitation in writing and such refusal may take retroactive effect. The notice of invitation of the Board of Directors shall be in Vietnamese and provide information on the agenda, time and avenue, accompanied by necessary documents regarding the issues and voted on at the meeting of Board of Directors. The notice of invitation shall be sent by post, fax, email or others and must be obtained by each Board member where the address was registered with the Company.
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8. Quorum: The meetings of the Board of Directors shall only be conducted for passing resolutions/decisions if at least three-quarters (3/4) of the members of the Board of Directors attend the meeting when present in person or via his/her proxy.
 9. Voting.
 - a. Except for this Clause 9b, each member of the Board of Directors or his/her Proxy who is present in his/her capacity as an individual at the meeting of the Board of Directors shall have one vote;

- b. A member of the Board of Directors shall not be permitted to vote on any contract or transaction or proposal in which such member or any Related Person of such member has interests which conflict or possibly conflicts with the interests of the Company. A member of the Board of Directors shall not be included in quorum required to be present to hold a meeting of the Board of Directors regarding resolutions on which the member does not have the voting right;
 - c. According to this Clause 9d, when an issue arises at a meeting of the Board of Directors, relating to the interest of a member of the Board of Directors or the voting right of such member, which is not resolved by voluntary waiver of the voting right of the relevant member of the Board of Directors, then such issue shall be referred to the meeting Chairperson for decision. The Chairperson's decision on such issue shall be final, except where the nature or scope of the interest of the relevant member of the Board of Directors has not been fully announced;
 - d. Any member of the Board of Directors who benefits from any contract stipulated in Article 40.5a and 40.5b of the Charter shall be deemed to have a considerable interest in such contract.
10. Declaration of interests: Any member of the Board of Directors who directly or indirectly benefits from a contract or transaction signed or intended to be signed with the Company and aware that he/she has an interest in such contract or transaction is responsible to disclose the nature and contents of such interest at the meeting where the Board of Directors considers the signing of such contract or transaction for the first time. Where a member of the Board of Directors is not aware that such member and his/her Related Person have interest at the time a contract or transaction is signed with the Company, such member must publicly announce his/her related interests at the first meeting of the Board of Directors to be held after such member becomes aware that he/she has or will have an interest in the relevant contract or transaction.
11. Voting by majority: The Board of Directors must adopt resolutions and resolution by following the approval votes of a majority member of the Board of Directors in person (over 50%). In case numbers of affirmative and negative votes are equal, the vote of the Chairperson will be the vote that decided.
12. Meetings by telephone or by other forms: A meeting of the Board of Directors may be conducted by way of a conference call between members of the Board of Directors when all or a number of members are at different places that each attending member is able to:
- a. Hear each other member of the Board of Directors expressing their opinions in the meeting;
 - b. If desired, that person may express his/her opinions to other attending members at the same time.

The communication among the members may be implemented directly via telephone or by any other means of communication (including use of such means at the time of approving the Charter or thereafter) or by a combination of such means. The members of the Board of Directors who attend such meeting shall be deemed physically present at such meeting. The meeting venue to be held in accordance with this provision shall be the venue where the largest group of members of the Board of Directors gathers, or shall be the venue where the Chairperson of the meeting is present if there is no such a group.

Resolutions passed at a meeting via telephone which are duly held and conducted shall take effect immediately after closing the meeting, but must be confirmed by the signatures of all attending members of the Board of Directors in the meeting minutes.

13. Written resolution: The resolutions in written opinions must be signed by all the members of the Board of Directors as follows:
 - a. Members must be entitled to vote on the resolution at the meeting of the Board of Directors;
 - b. The numbers of members must not be less than the minimum number of members stipulated for the meeting of the Board of Directors.

Such resolutions shall have the same effect and validity as a resolution passed by the members of the Board of Directors at the meeting which is convened and held in accordance with the normal practice. Resolutions may be adopted by using multiple copies of the same document if each such copy, there is at least one member's signature.

14. Meeting minutes of the Board of Directors: The Chairperson of the Board of Directors shall be responsible for delivering the meeting minutes of the Board of Directors to members, and such minutes shall be deemed authentic evidence of the work carried out at such meeting unless there is an objection of the contents of the provided minutes within ten (10) days from the date of delivery. The minutes of the meeting of the Board of Directors must be written in Vietnamese.
15. The subcommittees of the Board of Directors: the Board of Directors may establish and authorize to act for the subcommittees directing. Members of subcommittees may include one or more members of the Board of Directors and one or more external members as decided by the Board of Directors. During the implementation of mandated powers, the subcommittees must comply with the regulations, which the Board of Directors proposed. These regulations may be adjusted or allow the admission of person, who is a member of the Board of Directors on the said subcommittees and allow such person to vote as a member of the subcommittees, but (a) make sure that the external number of members is less than half the total members of the subcommittees and (b) resolutions of the subcommittees is valid only if the majority of a member attending and voting at meetings of subcommittees.
16. In terms of legal validity of the act, the enforcement actions decided by the Board of Directors, or of subcommittees of the Board of Directors, or any person as a member of subcommittees of the Board of Directors shall be deemed to have legal effect, even in case of election and appointment of members of subcommittee or the Board of Directors may have made a mistake.

Article 29. The subcommittees of the Board of Directors

1. Except for the case of Audit Committee as specifically stipulated in Article 30 below, the Board of Directors may establish additional subcommittees under the Board of Directors in charge of the following matters:
 - a. Subcommittee for development strategy;
 - b. Subcommittee for risk management;
 - c. Subcommittee on human resources and remuneration;
2. The resolutions on establishment of subcommittees must be approved by the General Meeting of Shareholders.

3. The number of members of the subcommittees shall be decided by the Board of Directors. In the case of Audit Committee, the number of members is stipulated in Article 31 below.
4. the Board of Directors shall detail the responsibilities of each subcommittee, the responsibilities of the members of the subcommittees, or the responsibilities of the independent members appointed for these subcommittees.
5. The subcommittee's activities must comply with the regulations of the Board of Directors. Resolutions of the subcommittee shall be effective only when a majority of the members attend and vote at the meeting of the subcommittee being a member of the Board of Directors.
6. The outsiders who are invited to join subcommittees under the Board of Directors shall be given a contract of employment, paid salaries and remunerations according to the regulations, participate in study's activities and update their knowledge.
7. The execution of the resolution of the Board of Directors, or subcommittee under the Board of Directors, or a person who has qualification as the Board of Directors's subcommittee members must be coordinated with the current provisions of law and the provisions of the Company's Charter

Article 30. Criteria for Audit Committee's member

1. Member of Audit Committee must meet the following criteria:
 - a. Keep solid accounting and auditing knowledge and hold a bachelor degree in one of the relevant disciplines such as economics, accounting, finance, banking, law, and business administration. Having a general understanding of the Company's business and related legal regulations;
 - b. Have appropriate personality and skills in Internal Audit (such as collecting, analyzing, evaluating and synthesizing). Commit to adhere to common principles, best practices on Internal Audit and standards for Internal Audit("Standard");
 - c. Have five (5) years or more working in the specialized field of training.

And doesn't belong to the following cases:

- a. Working for accounting and finance department of the Company;
 - b. Being member, staff of acceptable auditing agency who conduct auditing Company's Financial Statement within 03 consecutive years previously.
2. The Chairperson of Audit Committee shall meet all the following criteria:
 - a. Meet the standards of Audit Committee's members as stated in Clause 1 of this Article;
 - b. Having more than three (03) years of working in a leadership role (from deputy or more) in a department or internal control board, internal audit, independent audit and investigation, but should not a person who is working in an accounting department of the Company or at the current company's Independent Audit in the last two (02) years.
 - c. Other additional standards in accordance with legal regulations from time to time.

Article 31. The members of Audit Committee

1. The Audit Committee has three (03) members, Chairperson of Audit Committee shall be independent members of the Board of Directors. Other members shall be non-executive member of Board of Directors.
2. In order to conduct the meeting of Audit Committee, require the presence of at least two thirds (2/3) of the members of the Audit Committee, including the Chairperson of Audit Committee. If Chairperson of Audit Committee can not attend the meeting, the Chairperson of Audit Committee has to authorize the remaining members of the Board of Directors to conduct the meeting.
3. Audit Committee adopts resolution through voting rights at the meeting, getting opinion by writing or other formalities regulated in the Charter or operational regulation of Audit Committee. Each member of Audit Committee has a voting share. Exception of Charter or operational regulation of Audit Committee requires other higher rate, Audit Committee's resolution shall be passed if most of attending members agree; in case voting share is equal, the final decision belongs to the side of Chairperson of Audit Committee's opinion.
4. Chairperson and other member of Audit Committee's appointment shall be adopted by the Board of Directors at its meeting.
5. During the term of the Audit Committee, if a member of Audit Committee resigns or retires, the Board of Directors may consider and appoint another person to replace. The replacement member must also meet the criteria and conditions of the Board of Directors's member as stipulated in Article 30 of this Charter. The term of alternate member shall commence from the date appointed by the Board of Directors and shall conclude simultaneously with the tenure of the current incumbent Audit Committee's members.

Article 32. Right and responsibility of Audit Committee

1. The Audit Committee has the following rights:
 - a. Access all kind of documents relating to operational situation of the Company and exchange with other members of the Board of Directors, General Director and other Executives. General Director must responsible for arranging documents and information requested by the Audit Committee;
 - b. Attend meetings of the Board of Directors, General Director and other Executives about the development of the company's strategic, long-term and annual business plans, including a summary analysis of the key risks (strategic, operational, compliance and financial) of the Board of Directors and General Director in order to prepare the annual work plan of Audit Committee;
 - c. Request to provide adequate resources for the implementation of the annual plan of Audit Committee approved by the Board of Directors and extraordinary or unexpected audits required by the Board of Directors;
 - d. Request representative of acceptable audit agency to attend and answer all relevant issues of audited financial statements at Audit Committee's meetings.
 - e. Use legal consulting, accounting service or other outside consultancies when necessary, by its own costs, designate a third party or hire an independent consultant to investigate any material issues within the scope of the responsibilities of the Board of Directors and General Director, but must notice first to the Board of Directors, General Director and the selection of third parties outside or the independent consultant must be in accordance with the specific facts of the company and in accordance with the market competition rules;

- f. Select, evaluate and recommend to the General Meeting of Shareholders about appointment of the Independent Auditor to audit the financial statements of the Company; Check prior to the proposal to provide audit services and auditing fees of the Independent Auditor to submit to the Board of Directors for consideration and approval of the use of services of the Independent Auditor in order to ensure its independence and fairview; Supervise annually the process of Independent Auditor performance, including interim and year-end reviews, and periodic reviews or when there are significant changes in the Company's operating structure and reporting the Board of Directors about the results of supervision of Independent Auditor;
 - g. Build and submit all supervised and managerial policies of risks to the Board of Directors; propose all risky resolved measurement arising during Company's operation.
 - h. Check transactions with related party in authority of Board of Directors or the General Meeting of Shareholders and make suggestion the transactions approved by the Board of Directors or the General Meeting of Shareholders;
 - i. Supervise General Director and other Executives of the Company; have access to the monthly business report of General Director to plan to analyze progress and question the results achieved;
 - j. Make written report to send to the Board of Directors when discovering Board of Directors' member, General Director and other Executives not to implement full of its responsibilities in accordance with regulations of Law on Enterprise and its Charter.
 - k. Supervise truthfulness of Company's financial statement and announce official finance results of the Company;
 - l. Supervise internal audit department of the Company;
 - m. Audit Committee shall have a meeting at least twice a year. The Meeting Minutes of Audit Committee is made in detail and clearly. Recorder and attending members of Audit Committee shall sign onto the Meeting Minutes. The Meeting Minutes of Audit Committee shall be stored sufficiently.
 - n. Select and recommend to the Board of Directors for approval of appropriate training courses to provide all members of Audit Committee according to annual work plans approved by the Board of Directors; Encourage and support the members of Audit Committee study and attend the training course of qualified international internal audit certificates with the company's expense in accordance with approval of the Board of Directors.
 - o. Other rights permitted by the Law on Enterprise, the Company's Charter, Regulations of Audit Committee and the resolutions of General Meeting of Shareholders.
2. The Audit Committee has the following responsibilities:
- a. Half-year and full-year financial statements: auditing interim financial statements (quarterly, semi-annual and nine-month) and full-year, including disclosures in the annual report before submitting to the Board of Directors for considering and approving. During the audit of the financial statement (six months and the whole year), it must co-operate with the Independent Auditor to jointly provide comprehensive guarantee of the financial statements of the Company;
 - b. Internal Control: Examines the adequacy and effectiveness of the Company's internal control system, including security and control of information technology. Check key internal controls as the basis for financial reporting; works with Independent Auditor to collect reports on important findings and recommendations, along with responses from the General Director and other Executives;

- c. Internal Audit: Prepare "Annual Plan of the Internal Audit Function" based on the strategic and long-term plans, annual business plans and a summary analysis of key risks of the Board of Directors and General Director to submit to the Board of Directors for consideration and approval. Carry out periodic audits in accordance with the approved annual work plan and any unusual or unexpected audits required by the Board of Directors. Ensuring that a follow-up mechanism is in place to respond to audit recommendations is implemented within a reasonable time frame as agreed with management and relevant business operators. Coordinate with the activities of the Independent Auditor as required by the audit standards. Assist the Board of Directors and General Director by establishing corporate ethics policies and appropriate complaints and denunciations;
- d. Compliance: Evaluate the effectiveness the compliance monitoring system and regulations of the Company (including legal functions, compliance reviews at the business units), results of the audit Inspection and corrective action (including disciplinary actions) of the Executives for any non-compliance. To timely inform the Board of Directors about non-compliance cases for the Board of Directors to take appropriate safeguards, if necessary;
- e. Reporting responsibilities: Regularly report to the Board of Directors on the activities, issues and recommendations of the Audit Committee. Specific reporting responsibilities are detailed in the regulations of Audit Committee;
- f. Other responsibilities: Other responsibilities are stipulated by the law, the Company's Charter and the regulations of Audit Committee of each period.

Article 33. Independent member of Board of Directors's Activities Report in Audit Committee at the annual meeting of General Meeting of Shareholders

- 1. Independent member of Board of Directors in Audit Committee shall be responsible for reporting its activities at the annual meeting of General Meeting of Shareholders.
- 2. Report its activities in Audit Committee at the annual meeting of General Meeting of Shareholders shall ensure the following content:
 - a. Audit Committee and its member's remuneration, operational cost and other interests under regulation of Law on Enterprise and Company's Charter;
 - b. Summary on Audit Committee's meetings and conclusion, suggestions;
 - c. Supervising result in respect of Company's Financial Statement, operational status and financial status;
 - d. Assessment report on transaction between the Company, its subsidiaries, other company controlled over 50% of charter capital by the Company with member of Board of Directors, Director (General Director), Company' other executives and such subject's related person; transaction between the Company and company in which member of Board of Directors, Director (General Director), other executives of company is founding member or management within 3 years latest before transaction time;
 - e. Assessment result on internal control system and Company's risky management;
 - f. Supervising result in respect of Board of Directors, Director (General Director) and Company's other executives;
 - g. Assessment result in relation to cooperation between Audit Committee and Board of Directors, Director (General Director) and shareholders;
 - h. Other contents (if any).

Article 34. The regulations of the Audit Committee

The Audit Committee is responsible for drafting Audit Committee's operational regulation in which includes detailed regulations on meeting activities, reporting tasks and responsibilities and other issues, submitted to the Board of Directors for approval in accordance with sample guided by General Director of Ministry of Finance (MoF) in respect of Audit Committee's operation regulation.

Article 35. Person in charge of Corporate Governance of the Company

1. The Board of Directors must nominate at least one (1) person in charge of Corporate Governance of the Company. The term of person in charge of Corporate Governance is decided by the Board of Directors, a maximum of five (05) years.
2. A person in charge of Corporate Governance of the Company has the following standards:
 - a. Knowledgeable about the Law;
 - b. Not work for the independent auditing company performing audits of the Company's financial statements;
 - c. Other standards stipulated in Law, this Charter and the resolution of the Board of Directors.
3. The Board of Directors may dismiss the person in charge of Corporate Governance of the company when necessary but not against with contravention of the prevailing laws on labor. the Board of Directors may appoint an assistant of the Person in charge of Corporate Governance of the Company from time to time.
4. A Person in charge of Corporate Governance of the Company has the following rights and obligations:
 - a. Advising the Board of Directors on the organization of convening the General Meeting of Shareholders in compliance with regulations and the related work between Company and shareholders;
 - b. Preparing meetings of the Board of Directors and General Meeting of Shareholders according to the request of the Board of Directors or Audit Committee;
 - c. Consulting on the procedures of the meetings;
 - d. Attending the meetings;
 - e. Advising on procedures for resolutions of the Board of Directors in accordance with the Law;
 - f. Providing financial information, copies of meeting minutes of the Board of Directors and other information to members of the Board of Directors and member of Audit Committee;
 - g. Monitoring and reporting to the Board of Directors on information disclosure of company.

- h. Being contact point to relevant parties' interests;
- i. Keeping information confidentiality in accordance with the provisions of Law and the Company's Charter;
- k. Other rights and obligations in accordance with provisions of Law.

VIII. GENERAL DIRECTOR AND OTHER EXECUTIVES

Article 36. Organization of the management apparatus

The Corporate Governance of the Company must be ensured that the managerial apparatus shall be liable to the Board of Directors and shall be under the leadership of the Board of Directors in the daily business of the Company. The Company shall have a Director (General Director), some vice-director (Vice General Director), a Chief Accountant and other Executives who are appointed by the Board of Directors. The appointment or of the title that mentioned above must be approved by resolutions of the Board of Directors.

Article 37. Executives

1. At the General Director's request and upon approval of the Board of Directors, the company shall be permitted to recruit the Executives as needed with the quantity and quality consistent with the structure and practice of Company's management proposed by the Board of Directors. The Executives must have the necessary diligence for the operations and organization of company to achieve the objectives.
2. Salary, remuneration, benefits and other terms in an employment contract with the General Director shall be decided by the Board of Directors.

Article 38. Appointment, dismissal, rights and responsibilities of General Director

1. Appointment: The Board of Directors shall appoint a member of the Board or another person to be the General Director and shall enter into a contract which shall specify the salary, remuneration, benefits and other terms related to the recruitment. The information about salary, allowances and benefits of the General Director must be reported at the annual meeting of the General Meeting of Shareholders and must be itemized in the annual report of the Company.
2. Term: The term of General Director shall be five (5) years unless the Board of Directors has other regulation and may be reappointed. The appointment may be terminated in accordance with provisions of the labor contract. The General Director must be a person who does not fall into the category of persons prohibited by law from being a General Director such as minors, persons whose civil acts capacity is restricted or lost, person sentenced or serving prison sentences, member of people's armed forces, of state officials and employees who had been judged to make their previously company bankrupt.
3. Rights and Responsibilities:

The General Director has the following rights and responsibilities:

- a. To make decisions on all issues with regard to day-to-day Company's business works without belonging scope of the Board of Directors's authority;
- b. To organize implementation of decisions adopted by the Board of Directors;

- c. To organize implementation Company's business plan and investment project;
 - d. To suggest organizational structure plan, Company's internal regulation;
 - e. To appoint and dismiss managerial position in the Company, except the position by Board of Directors's authority;
 - f. To decide salary and other interests in respect of employee in the Company, including management appointed by General Director;
 - g. Labour recruitment;
 - h. To suggest method of dividend payment or how to deal with loss in business;
 - 1. To implement all other activities under regulations of this Charter and Company's regulations, Board of Directors's resolution and law.
4. Dismissal: Board of Directors may dismiss the General Director when majority members of the Board of Directors with the voting rights approve for it and appoint new General Director as replacement.

IX. DUTIES OF MEMBERS OF THE BOARD OF DIRECTORS, THE GENERAL DIRECTOR

Article 39. Responsible to be prudent for members of the Board of Directors, General Director and other Executives

Members of the Board of Directors, the General Director and other Executives are responsible to perform their responsibilities including those as a members of subcommittee under the Board of Directors with true and best interests of the Company and with an extent of prudence expected from any prudent peer under similar circumstances.

Article 40. Responsibility to be honest and avoid conflicts of interests

- 1. Members of the Board of Directors, the General Director and other Executives are not permitted to take advantage of profitable business opportunities of the Company for personal purposes; and concurrently not permitted to use information obtained by virtue of their positions for their personal interest or for the interests of other individuals or organizations.
- 2. Members of the Board of Directors, the General Director and other Executives shall be obliged to notify the Board of Directors of any interests to which may conflict with those of the Company and to which they may be entitled via other economic legal entities, transactions or individuals. The above-mentioned persons only use those opportunities when the members of the Board of Directors who have no relevant interests were decided not to investigate this matter.
- 3. Member of Board of Directors, Audit Committee, General Director and other management shall obligate to give a notice in writing to Board of Directors, Audit Committee in respect of transaction between the Company, its subsidiaries, other company controlled over 50% of charter capital by public company and such subjects or related person of such subjects under regulations of law. For such transactions approved by General Meeting of Shareholders or Board of Directors, the Company shall announce information in relation to this resolution under Law on Securities about information announcement.
- 4. Member of Board of Directors, Audit Committee, General Director, other management and related persons of such subjects shall not use or reveal to other person about internal information for implementing relevant transaction.

5. Unless otherwise decided by the General Meeting of Shareholders, the Company shall not be lent or guaranteed to any member of the Board of Directors, members of the Audit Committee, General Director, other executives and related individuals or organizations, to the aforementioned members or legal persons who have financial interests unless the public company and the organization related to such member are companies in the same group or companies operating by group of companies, including parent company - subsidiaries, economic groups and specialized laws have different regulations. Contracts or transactions between the Company with one or more members of the Board of Directors, General Director, other business executives, or persons related to them or the Company, partner, association, or organization of which one or more members of the Board of Directors, other business executives or persons related to them being members, or related financial interests, shall not be disabled for such relationships, either because of such member or and the Executives is present or involved in the relevant meeting or in the board or subcommittee who has authorized the performance of the contract or transaction, or because their votes are also counted for voting purposes that, if:

- a. For the contracts valued at less than 20% of the total value of assets recorded in the latest audited financial statements of the company, important elements of the contract or transaction as well as relations and interests of executives or member of the Board of Directors has been reported to the Board of Directors or subcommittee. At the same time, the Board of Directors or subcommittee has authorized the performance of such contract or transaction in an honest manner by a majority of votes cast by the members of the Board who have no relevant interests; or
- b. For the contracts valued at more than 20% of the total value of assets recorded in the latest audited financial statements of the Company, significant elements of this contract or transaction as well as the relationship and interests of Executives or member of the Board of Directors has been disclosed to shareholders who have no vested interests to have the right to vote on that matter, and those shareholders who have voted in favor of the contract or transaction;
- c. Such contract or transaction which is considered by the independent consultant fair and reasonable in all respects by shareholders of the Company at the time of the transaction or the agreement is approved by the Board of Directors or a subcommittee under the Board of Directors or authorized from shareholders to execute, pass or approve.

Member of the Board of Directors, General Director, other executives or their affiliated persons are not allowed to buy or sell or trade in any forms the Company's or its subsidiaries' stock at the time that they have certain information that will affect the price of the stock and other shareholders do not know those information.

Article 41. Responsibility for loss and compensation

1. Responsibility for loss: Members of the Board of Directors, the General Director and Executives who breach the obligations and responsibilities for honesty and prudence or fail to fulfil their obligations with due diligence and professional capability must be responsible for any damages caused by their breaches.
2. Compensation: The Company shall pay compensation to any person who has been, is, or is likely become a related party in any claim, suit, or legal proceedings (including civil and administrative cases other than those initiated by the Company) if such person was or is a member of the Board of Directors, the General Director, the Executives, the employees of the Company or an Authorized Representative of the Company, or such person acted or is acting at the request of the Company in the capacity as a member of the Board of Directors, the General Director, the Executives, the employees of the Company or an Authorized

Representative of the Company. Costs compensated include the costs incurred (including attorney's fee), judgment costs, fines, payable amounts or payment incurred in fact or regarded as a reasonable level while addressing this case in the framework of law, on the condition that such acted honestly, prudently and diligently in the interests of the Company and without conflicting with interests of the Company, based on compliance with law and there is no evidence that they failed to perform their responsibilities. The Company may purchase liability insurance for such persons in order to cover the said responsibilities for compensation.

3. When implementing functions, responsibilities or work authorized by the Company, the members of the Board of Directors, the General Director, the Executives, employee of the Company or an Authorized Representative of the Company, shall be entitled to compensation paid by the Company when they become a related party in any claim, suit or legal proceeding (excluding legal actions initiated by the Company) in the following cases:
 - a. They acted honestly, prudently and diligently in the interests of the Company and without conflicting with the interests of the Company;
 - b. They complied with law and there is no evidence that they failed to perform their responsibilities.

The expenses for compensation shall comprise arising expense (including lawyer's fees), judgement expenses, fines and payable actually arising or deemed reasonable when dealing with such cases within the framework permitted by Law. The Company purchases liability insurance for such persons in order to cover the said responsibilities for compensation.

X. RIGHT TO INVESTIGATE BOOKS AND PROFILE OF THE COMPANY

Article 42. Right to investigate books and profiles

1. Ordinary shareholder shall be entitled to review, search and excerpt information relating to name, contact address in the list of shareholders entitled to vote; request to amend its inaccurate information; review, search and excerpt Company's charter, General Meeting of Shareholders' meeting minutes and General Meeting of Shareholders's resolution;
2. Shareholders or groups of shareholders referred to Article 11.3 of this Charter shall have the right to send, directly or via any authorized representatives, a written request for review, search, excerpt minute book and resolution, Board of Directors's decision, semi-annual and annual financial statement, Audit Committee's report, contract, transaction which shall be approved by Board of Directors and other documents, exception documents relating to Company's trading secret and business secret. A request for inspection by the authorized representative of the Shareholder must be accompanied by a power of attorney of the Shareholder represented by such person or a notarized copy of such power of attorney.
3. Members of the Board of Directors, the General Director, members of the Audit Committee and other Executives shall have the right to inspect the Company's Register of Shareholders, the list of Shareholders and other books and records of the Company for any purposes relating to their positions on the condition that the information must be treated as confidential.
4. The Company shall keep this Charter and its amendments and additions, the Enterprise Registration Certificate, regulations, documents proving asset ownership, meeting minutes of the General Meeting of Shareholders and the Board of Directors, annual financial statements, accounting books, and any other documents in accordance with the Law at the

head office of the Company or elsewhere with conditions as Shareholders and business registration agencies are informed the location storing documents.

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

XI. EMPLOYEES AND THE TRADE UNION

Article 43. Employees and the Trade Union

1. The General Director must prepare a plan for the Board of Directors to approve the matters relating to labor (recruitment, approval for employee's resignation, salary, social insurance) and welfare, rewards and disciplines to employees and other managers.
2. The General Director must make plan for approval matters by Board of Directors relating with the relationship between Company with the Trade Union in accordance with the standards, the best practices and management policies, practices and policies stipulated in this Charter, Company's regulations and the applicable Laws.

XII. PROFIT DISTRIBUTION

Article 44. Dividend

1. Pursuant to the resolution of the General Meeting of Shareholders and in accordance with the law, dividends will be announced and paid from the retained profits of Company.
2. The Company shall not pay interest on dividend payments or on payments relating to any class of shares.
3. The Board of Directors may request the General Meeting of Shareholders to approve payment of all or part of dividends by specific assets (such as fully paid shares or bonds issued by another company), and the Board of Directors shall be the body implementing such resolution.
4. Where any dividend payment or other payments relating to one class of shares shall be paid by cash, the Company must make such payment in Vietnamese dong and can pay by check or by postal order to the registered address of the beneficiary and in case of arising risks (from the registered address of shareholder), the shareholder must bear it. In addition, dividend payments or other cash payments related to a class of shares may be paid by bank transfer when the Company detailed bank information of shareholder to allow the Company to make direct transfers to the shareholder's bank account. In case that the Company make a bank transfer based on the exact banking detail provided by a Shareholder but such Shareholder cannot receive money, the Company shall not be liable for amount which it has transferred to the Shareholder entitled to such amount. Dividend payment for shares listed on the Stock Exchange may be made through a Securities Company or Vietnam Securities Depository and Clearing Corporation.
5. According to Law on Enterprise, Law on stocks, the Board of Directors shall approve a resolution determining a specific date to close the list of Shareholders of the Company. Based on such date, any person who has registered as a shareholder or owner of other securities shall be entitled to receive dividends, interest, profit distribution, by cash or to receive share certificates, notices or other records.
6. Other issues related to distribution of profits shall be implemented in accordance with the provisions of law.

XIII. BANK ACCOUNT, FISCAL YEAR AND ACCOUNTING SYSTEM

Article 45. Bank account

1. The Company will open accounts at Vietnamese banks or foreign banks permitted to operate in Vietnam.
2. Subject to the prior approval from the competent authority, the Company may open a bank account in a foreign country in accordance with the Law.
3. The Company will make all payments and accounting transactions via its Vietnamese dong accounts or foreign currency accounts at the bank where the Company opened such accounts.

Article 46. Fiscal year

The Company's fiscal year shall begin from the first day of January each year and shall end on the 31st day of December of the same year. The first fiscal year of the Company shall begin from the issuing date of Enterprise Registration Certificate and shall end on the 31st day of December after the issuing date of Enterprise Registration Certificate.

Article 47. Accounting system

1. The accounting system used by the Company shall be the Vietnamese Accounting System (VAS) or another accounting system approved by the Minister of Finance (competent authority).
2. The Company shall prepare accounting books in Vietnamese. The Company will keep the accounting records in accordance with the form of business operations in which the Company shall be engaged. These records must be accurate, updated, systematic and sufficient to prove and explain the transactions of the Company.
3. The Company uses the Vietnamese dong as the official currency in accounting. In case the Company accrues substantially economic business by a certain foreign currency, it's free to choose such foreign currency as currency unit in the accounting and take itself responsibilities for such choices under regulations of law and inform to direct tax management agency.

XIV. FINANCIAL STATEMENTS AND ANNUAL REPORT

Article 48. Annual, semi-annual and quarterly financial statements

1. The Company must prepare an annual financial statements in accordance with the provisions of the Law as well as those of the State Securities Commission and such statement must be audited in accordance with Article 50 of this Charter, and must submit annual financial statements which have been approved by General Meeting of Shareholders to the competent taxation authority, the State Securities Commission, the Stock Exchange and the business registration authority.
2. The annual financial statements must include reports on the results of business and production activities which reflect truthfully and fairly the profit and loss situation of the Company in the fiscal year, a balance sheet which reflects truthfully and fairly the activities of the Company up to date of preparing such report, a cash flow statement and explanatory notes to the financial statements under regulations of law on enterprise's accounting. If the Company is a parent company, it is essential to prepare not only the annual financial

statements but also a consolidated financial statement on the operation of the Company and its subsidiaries at the end of each fiscal year.

3. The Company must formulate semi-annual and quarterly reports in accordance with the regulations of law with regard to announcement information on the securities market and submit them to the State Securities Commission and the Stock Exchange.
4. The annual audited financial statements, quarterly and semi-annual financial statements of the Company must be disclosed on the Company's website. Interested organizations or individuals shall be entitled to examine or copy the annual audited financial statements and the semi-annual and quarterly reports during the working hours of Company at the head office of the Company, and shall be required to pay a reasonable amount of copying fees.

Article 49. Annual report

The Company must prepare and publish the annual report in accordance with the Law of Securities and Stock Exchange.

XV. AUDITING OF THE COMPANY

Article 50. Auditing

1. At the Annual General Meeting of Shareholders, an independent auditing company which is legally operating in Vietnam and is approved by the State Securities Commission shall be selected to conduct the Company audit for the next fiscal year on the basis of the terms and conditions as agreed with the Board of Directors. For the first fiscal year, the Board of Directors will appoint an auditing company to conduct auditing activities of the Company after received Enterprise Registration Certificate.
2. The Company must prepare and submit an annual financial statement to the independent auditing company after the end of each fiscal year.
3. The independent auditing company shall investigate, certify and make a report on the annual financial statements which reflects the income and expenditure of the Company, and shall prepare an audit report and submit the same to the Board of Directors within two months from the end of a fiscal year. The independent auditors performing the works must be approved by the State Securities Commission.
4. A copy of the audit report must be accompanied with the annual financial statement of the Company.
5. The independent auditor providing audit service to the Company shall be invited to attend all meetings of the General Meeting of Shareholders and shall be entitled to receive notifications and other information relating to any meeting of the General Meeting of Shareholders where any Shareholder has the right to receive and also has the right to express his or her opinions at the General Meeting of Shareholders regarding audit-related matters.

XVI. THE SEAL

Article 51. The seal

1. The Seal includes seal made from seal engraved facility or seal through forms of digital signature under regulations of law on electronic transaction..
2. Board of Directors decides kind of seal, quantity, form and content of seal of Company, its branch, its representative office (if any).
3. The Board of Directors, the General Director use and manage the seal in accordance with current laws.

XVII. TERMINATION OF OPERATIONS AND LIQUIDATION

Article 52. Termination of operations

1. The Company may be dissolved or terminated in the following cases:
 - a. The Operation Term of the Company expires, including after extension that no extended decision;
 - b. Under General Meeting of Shareholders's resolution, decision;
 - c. Revoke Enterprise Registration Certificate, exception Law on Management Tax stipulates otherwise;
 - d. A competent court of Vietnam declares the Company bankrupt in accordance with the applicable Law;
 - e. The Company shall be early dissolved as decided by the General Meeting of Shareholders;
 - f. Other cases as stipulated by Law.
2. The early dissolution of the Company (including any extended period) shall be decided by the General Meeting of Shareholders and shall be implemented by the Board of Directors. The decision on dissolution must be notified to, or must be approved by (if so required) the competent body in accordance with the regulations.

Article 53. Cases of Deadlock between members of the Board of Directors and Shareholders

Except this Charter has other regulations, The Shareholders holding half of the outstanding shares with voting rights in the election of members of the Board of Directors shall have the right to lodge an application to a Court for dissolution based on one or more of the following grounds:

1. Members of the Board of Directors failed to reach a consensus on management of the Company which results in their failure to obtain the required number of votes for their acts.
2. Due to the Shareholders' failure to agree, the required number of votes cannot be obtained in order to proceed with election of Members of the Board of Directors.
3. There is an internal disagreement within the Company and two or more factions of Shareholders are divided so that dissolution is the option in the best interests of all the Shareholders.

Article 54. Extension of operation

1. The Board of Directors shall convene a meeting of the General Meeting of Shareholders at least seven (7) months before the expiry of the Operation Term in order to enable the Shareholders to vote on the extension of the Company's Operation Term at the request of the Board of Directors.
2. The Operation Term shall be extended when it is approved by 65% or more of the total votes of the Shareholders or by authorized representative with voting rights at the General Meeting of Shareholders.

Article 55. Liquidation

1. At least six months before the expiry of the Operation Term or after a decision to dissolve the Company, the Board of Directors must establish a Liquidation Committee consisting of

three members. Two of these members shall be appointed by the General Meeting of Shareholders and one shall be appointed by the Board of Directors from an independent auditing company. The Liquidation Committee shall formulate its own operational regulations. The members of the Liquidation Committee may be selected from the Company's employees or independent experts. All expenses relating to liquidation shall be paid by the Company in priority to the Company's other debts.

2. The Liquidation Committee shall be responsible to report its dates of establishment and commencement of operation to the business registration authority. From such point of time, the Liquidation Committee will represent the Company in all work relating to the liquidation before a Court and the administrative authorities.
3. Proceeds from the liquidation shall be disbursed in the following order:
 - a. Expenses of liquidation;
 - b. Wages, allowance due to resignation and insurance costs (including social insurance and other interests) for employees under collective labor agreement and labor agreement has been signed;
 - c. Taxes and other items paid to the State;
 - d. Other debts of the Company;
 - e. After all the debts from (a) to (d) above have been paid, the balance shall be distributed to Shareholders. Payment of the preferential shares shall be given priority.

XVIII. INTERNAL DISPUTE RESOLUTION

Article 56. Internal dispute resolution

1. In case of a dispute or complaint relating to the Company work or the Shareholders' rights arises out of this Charter or any rights or obligations stipulated in the Law on Enterprise or the other laws or the administrative regulations, between:
 - a. Shareholders and the Company; or
 - b. Shareholders and the Board of Directors, the General Director or Executives

The concerned parties will try to resolve such dispute through reconciliation. Except where such dispute concerning the Board of Directors or the Chairperson of the Board of Directors, such Chairperson will preside over any meeting for dispute resolution and shall require each party to present the actual factors relating to the dispute within 30 working days from the date of the arising. If the conflict concerns the Board of Directors or the Chairperson of the Board, either party may request appointment of an independent expert who shall act as an arbitrator for the dispute resolution.

2. In case no reconciliation is reached within six weeks days from the date of issuing notice of dispute of a part or if the resolution of mediation does not accepted by the parties, disputes may be sent by either party to the Commercial arbitration or the Court.
3. Each party will bear its own costs relating to procedures for negotiation and reconciliation. Payment of the arbitration/court expenses shall be made in accordance with the judgment of the arbitration tribunal/court.

XIX. AMENDATION AND ADDITION OF THE CHARTER

Article 57. Supplement and Amendment of the Charter

1. Any addition to or amendment of this Charter shall be considered and made resolution by the General Meeting of Shareholders.
2. Where any legal provision relating to the Company's operation has not been mentioned in this Charter or where any new legal provision is different from the terms of this Charter, such provision of Law shall automatically apply, and shall govern the Company's operation.

XX. EFFECTIVE DATE

Article 58. Effective date

1. This Charter consists of 58 Articles, approved by the General Meeting of Shareholders of Refrigeration Electrical Engineering Corporation amended, supplemented, and approved together the context of this Charter enters into force at the General Meeting of Shareholders on April 1st, 2025.
2. The Charter is made in 04 copies of equal validity, of which:
 - 01 copy shall be submitted to the State Security Commission of Vietnam;
 - 03 copies shall be filed in the office of the Company.
3. This Charter is the unique and official Charter of the Company
4. Copies and extracts of this Charter are valid only when they bear the signature of the Chairperson of the Board of Directors or the signature of at least half of the total number of members of the Board of Directors. *mlm*

Ho chi minh City, dated April 1st, 2025

LEGAL REPRESENTATIVE OF THE COMPANY


Nguyen Thi Mai Thanh

