

SOCIALIST REPUBLIC OF VIETNAM
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CHARTER
HYDRAULICS CONSTRUCTION CORPORATION NO.4 - JOINT STOCK
COMPANY

(18th Amendment and Supplement)

Ho Chi Minh City, April 28, 2025

TABLE OF CONTENT

| | |
|--|-------------------------|
| CHAPTER I..... | 5 |
| DEFINITIONS OF TERMS IN THE CHARTER..... | 5 |
| ARTICLE 1..... | INTERPRETATION OF TERMS |
| 5 | |
| CHAPTER II..... | 6 |
| NAME, FORM, HEADQUATER, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, OPERATING TERM AND LEGAL REPRESENTATIVE OF THE COMPANY..... | 6 |
| ARTICLE 2. NAME, FORM, HEADQUATER, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS AND OPERATING TERM OF THE COMPANY..... | 6 |
| ARTICLE 3. LEGAL REPRESENTATIVE OF THE COPORATION..... | 7 |
| CHAPTER III..... | 7 |
| OBJECTIVES, BUSINESS SCOPE AND OPERATIONS OF THE COPORATION..... | 7 |
| ARTICLE 4. OBJECTIVES OF THE COPORATION'S OPERATIONS | 8 |
| ARTICLE 5. SCOPE OF BUSINESS AND OPERATIONS OF THE COPORATION..... | 10 |
| CHAPTER IV..... | 10 |
| CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS..... | 10 |
| ARTICLE 6. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS | 10 |
| ARTICLE 7. SHARE CERTIFICATES..... | 11 |
| ARTICLE 8. OTHER SECURITIES CERTIFICATES | 11 |
| ARTICLE 9. SHARE TRANSFER | 11 |
| ARTICLE 10. SHARE REPURCHASE..... | 12 |
| CHAPTER V..... | 12 |
| ORGANIZATIONAL STRUCTURE, GOVERNANCE AND CONTROL..... | 12 |
| ARTICLE 11. ORGANIZATIONAL STRUCTURE, GOVERNANCE AND CONTROL..... | 12 |
| CHAPTER VI..... | 13 |
| SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS..... | 13 |
| ARTICLE 12. RIGHTS OF SHAREHOLDERS..... | 13 |
| ARTICLE 13. OBLIGATIONS OF SHAREHOLDERS..... | 14 |
| ARTICLE 14. GENERAL MEETING OF SHAREHOLDERS | 15 |
| ARTICLE 15. RIGHTS AND OBLIGATIONS OF THE GENERAL MEETING OF SHAREHOLDERS..... | 17 |
| ARTICLE 16. AUTHORIZATION TO ATTEND THE GENERAL MEETING OF SHAREHOLDERS..... | 19 |
| ARTICLE 17. CHANGES TO RIGHTS | 19 |
| ARTICLE 18. CONVENING MEETINGS, MEETING AGENDAS AND NOTICES OF GENERAL MEETINGS OF SHAREHOLDERS | 20 |
| ARTICLE 19. CONDITIONS FOR CONDUCTING THE GENERAL MEETING OF SHAREHOLDERS..... | 22 |
| ARTICLE 20. PROCEDURES FOR CONDUCTING MEETINGS AND VOTING AT THE GENERAL MEETING OF SHAREHOLDERS | 22 |
| ARTICLE 21. CONDITIONS FOR THE GENERAL MEETING OF SHAREHOLDERS RESOLUTIONS TO BE PASSED | 24 |

| | |
|--|-----------|
| ARTICLE 22. AUTHORITY AND PROCEDURES FOR COLLECTING WRITTEN OPINIONS FROM SHAREHOLDERS TO PASS RESOLUTIONS OF THE GENERAL MEETING OF SHAREHOLDERS | 25 |
| ARTICLE 23. RESOLUTIONS AND MINUTES OF THE GENERAL MEETING OF SHAREHOLDERS | 27 |
| ARTICLE 24. REQUEST FOR ANNULMENT OF GENERAL MEETING OF SHAREHOLDERS RESOLUTIONS | 28 |
| CHAPTER VII..... | 28 |
| BOARD OF DIRECTORS..... | 28 |
| ARTICLE 25. NOMINATION AND CANDIDACY OF BOARD OF DIRECTORS MEMBERS | 28 |
| ARTICLE 26. COMPOSITION AND TERM OF BOARD OF DIRECTORS MEMBERS..... | 30 |
| ARTICLE 27. RIGHTS AND OBLIGATIONS OF THE BOARD OF DIRECTORS | 30 |
| ARTICLE 28. REMUNERATION, BONUSES AND OTHER BENEFITS OF BOARD OF DIRECTORS MEMBERS | 32 |
| ARTICLE 29. CHAIRMAN OF THE BOARD OF DIRECTORS..... | 33 |
| ARTICLE 30. MEETINGS OF THE BOARD OF DIRECTORS | 33 |
| ARTICLE 31. SUBCOMMITTEES OF THE BOARD OF DIRECTORS | 35 |
| ARTICLE 32. CORPORATE GOVERNANCE OFFICER..... | 35 |
| ARTICLE 33. COMPANY SECRETARY | 36 |
| CHƯƠNG VIII. | 36 |
| GENERAL DIRECTOR AND OTHER EXECUTIVES..... | 36 |
| ARTICLE 34. MANAGEMENT STRUCTURE | 36 |
| ARTICLE 35. BUSINESS EXECUTIVES OF THE CORPORATION..... | 37 |
| ARTICLE 36. APPOINTMENT, DISMISSAL, DUTIES AND POWERS OF THE GENERAL DIRECTOR | 37 |
| CHAPTER IX. | 38 |
| AUDIT COMMITTEE UNDER THE BOARD OF DIRECTORS | 38 |
| ARTICLE 37. NOMINATION AND ELECTION OF AUDIT COMMITTEE MEMBERS | 38 |
| ARTICLE 38. NUMBER, ORGANIZATIONAL STRUCTURE AND TERM OF OFFICE OF THE AUDIT COMMITTEE | 38 |
| ARTICLE 39. RIGHTS AND OBLIGATIONS OF THE AUDIT COMMITTEE | 39 |
| ARTICLE 40. MEETINGS OF THE AUDIT COMMITTEE..... | 39 |
| ARTICLE 41. REPORT ON THE ACTIVITIES OF INDEPENDENT MEMBERS OF THE BOARD OF DIRECTORS IN THE AUDIT COMMITTEE AT THE ANNUAL GENERAL MEETING OF SHAREHOLDERS | 40 |
| CHAPTER X..... | 40 |
| RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, GENERAL DIRECTOR, SECRETARY, CORPORATE GOVERNANCE OFFICER AND OTHER EXECUTIVES | 40 |
| ARTICLE 42. DUTY OF CARE..... | 40 |
| ARTICLE 43. DUTY OF LOYALTY AND AVOIDANCE OF CONFLICTS OF INTEREST | 40 |
| ARTICLE 44. LIABILITY FOR DAMAGES AND COMPENSATION..... | 41 |
| CHAPTER XI. | 42 |
| RIGHT TO INSPECT BOOKS AND CORPORATION RECORDS..... | 42 |
| ARTICLE 45. RIGHT TO INSPECT BOOKS AND RECORDS..... | 42 |
| CHAPTER XII..... | 43 |

| | |
|--|-----------|
| EMPLOYEES AND TRADE UNION | 43 |
| ARTICLE 46. EMPLOYEES AND TRADE UNION | 43 |
| CHAPTER XIII. | 43 |
| PROFIT DISTRIBUTION..... | 43 |
| ARTICLE 47. PROFIT DISTRIBUTION | 43 |
| ARTICLE 48. BANK ACCOUNTS..... | 44 |
| ARTICLE 49. FISCAL YEAR | 44 |
| ARTICLE 50. ACCOUNTING REGIME..... | 44 |
| CHAPTER XV. | 44 |
| FINANCIAL STATEMENTS, ANNUAL REPORTS AND INFORMATION DISCLOSURE RESPONSIBILITIES..... | 44 |
| ARTICLE 51. ANNUAL, SEMI-ANNUAL AND QUARTERLY FINANCIAL STATEMENTS | 44 |
| ARTICLE 52. ANNUAL REPORT | 45 |
| CHAPTER XVI. | 45 |
| COPORATION AUDIT..... | 45 |
| ARTICLE 53. AUDIT | 45 |
| CHAPTER XVII..... | 45 |
| COPORATION SEAL | 45 |
| ARTICLE 54. COPORATION SEAL..... | 45 |
| CHAPTER XVIII. | 45 |
| COPORATION DISSOLUTION..... | 45 |
| ARTICLE 55. COPORATION DISSOLUTION | 45 |
| ARTICLE 56. EXTENSION OF OPERATION | 46 |
| ARTICLE 57. LIQUIDATION..... | 46 |
| CHAPTER XIX. | 47 |
| INTERNAL DISPUTE RESOLUTION | 47 |
| ARTICLE 58. NTERNAL DISPUTE RESOLUTION | 47 |
| CHAPTER XX. | 47 |
| CHARTER AMENDMENT AND SUPPLEMENTATION | 47 |
| ARTICLE 59. COPORATION CHARTER..... | 47 |
| CHAPTER XXI. | 48 |
| EFFECTIVE DATE | 48 |
| ARTICLE 60. EFFECTIVE DATE..... | 48 |

INTRODUCTION

The Charter of Hydraulic Construction Corporation No. 4 – JSC, as amended and supplemented for the 18th time (“the **Charter**”), was approved pursuant to Resolution No. 01/2025/NQ/TCT-DHDCD of the Annual General Meeting of Shareholders on April 28, 2025.

CHAPTER I. DEFINITIONS OF TERMS IN THE CHARTER

Article 1. Interpretation of Terms

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

- a) **"Corporation"**: means Hydraulics Construction Corporation No.4 - Joint Stock Company;
- b) **"Charter Capital"**: means the total par value of shares sold or registered for purchase upon successful conversion into a joint stock company and as prescribed in Article 6 of this Charter;
- c) **"Law on Enterprises"**: means the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 and Law No. 03/2022/QH15 amending and supplementing a number of articles of the Law on Public Investment, the Law on Investment under the Public-Private Partnership, the Law on Investment, the Law on Housing, the Law on Bidding, the Law on Electricity, the Law on Enterprises, the Law on Special Consumption Tax and the Law on Civil Judgment Enforcement (or any other legislative instruments that may amend, supplement, or replace the aforementioned laws from time to time);
- d) **"Law on Securities"**: means the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019; and Law No. 56/2024/QH15 amending and supplementing a number of articles of the Law on securities, Law on Accounting, Law on Independent, Law on State budget, Law On Management And Use Of Public Property, Law On Tax Administration, Law On Personal Income Tax, Law On National Reserves, And Law On Penalties For Administrative Violations (or any other legislative instruments that may amend, supplement, or replace the aforementioned laws from time to time);
- e) **"Vietnam"**: means the Socialist Republic of Vietnam;
- f) **"Establishment Date"**: means the date the Company is issued the Enterprise Registration Certificate (Business Registration Certificate and equivalent documents) for the first time;
- g) **"Executives"**: means the General Director, Deputy General Directors, Chief Accountant and other executive positions appointed by the Board of Directors within its authority as prescribed by law;
- h) **"Managers"**: means the Company's managers, including the Chairman of the Board of Directors, Vice Chairman of the Board of Directors, members of the Board of Directors,

General Director;

- i) **"Non-Executive Board Member"**: means a member of the Board of Directors who is not an executive as prescribed in Point g, Clause 1, Article 1 of this Charter and legal regulations;
- j) **"Independent Board Member"**: means a member of the Board of Directors as prescribed in Clause 2, Article 155 of the Law on Enterprises;
- k) **"Audit Committee"**: means a body directly under the Board of Directors performing the internal audit function;
- l) **"Related Person"**: means an individual or organization as prescribed in Clause 46, Article 4 of the Law on Securities and Clause 23, Article 4 of the Law on Enterprises;
- m) **"Shareholder"**: means an individual or organization owning at least one (01) share of the Company;
- n) **"Founding Shareholder"**: means a shareholder owning at least one (01) common share and signing the list of founding shareholders of the joint stock company;
- o) **"Major Shareholder"**: means a shareholder as prescribed in Clause 18, Article 4 of the Law on Securities;
- p) **"Operating Term"**: means the operating term of the Company as prescribed in Article 2 of this Charter and the extension period (if any) approved by the Company's General Meeting of Shareholders;
- q) **"Internal Management Regulations"**: means a set of internal guidelines, policies, regulations, procedures and professional guidelines of the Company;
- r) **"Stock Exchange"**: means the Vietnam Exchange and its subsidiaries.

- 2. In this Charter, references to one or more provisions or other documents include amendments, supplements or replacement documents.
- 3. The headings (Chapters, Articles of this Charter) are used for convenience in understanding the content and do not affect the content of this Charter.

CHAPTER II.

NAME, FORM, HEADQUATER, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, OPERATING TERM AND LEGAL REPRESENTATIVE OF THE COMPANY

Article 2. Name, Form, Headquater, Branches, Representative Offices, Business Locations and Operating Term of the Company

- 1. Coporation Name:

- Vietnamese Name:
TÔNG CÔNG TY XÂY DỰNG THỦY LỢI 4-CTCP
- Foreign Language Name:
HYDRAULICS CONSTRUCTION CORPORATION No4 - JOINT STOCK COMPANY
- Abbreviated Name:
HYCO4 – JSC
- Logo:



2. The Corporation is a joint stock company with legal entity status in accordance with current Vietnamese law.
3. Registered Headquarter of the Corporation:
 - Headquarter Address: **205A Nguyen Xi, Ward 26, Binh Thanh District, Ho Chi Minh City**
 - Phone: **(028) 38993850 - 38990877**
 - Fax: **(028) 38993851 – 38997845**
 - Email: **thuyloi4@vnn.vn**
 - Website: **http://thuyloi4.com.vn**
4. The Corporation may establish branches, representative offices, and business locations in Vietnam and abroad to implement the Corporation's operational objectives in accordance with the decisions of the Board of Directors and within the scope permitted by law.
5. Unless terminated 1 early as specified in Clause 2, Article 55 or extended as specified in Article 56 of this Charter, the operating term of the Company is indefinite from the Establishment Date.

Article 3. Legal Representative of the Corporation

1. The Corporation has one (01) legal representative. The legal representative of the Corporation may be one of the Chairman of the Board of Directors or the General Director. The Board of Directors decides and assigns the Chairman of the Board of Directors or the General Director as the legal representative of the Corporation.
2. The legal representative of the Corporation has the rights and obligations as prescribed by the Law on Enterprises and the Law on Securities.

CHAPTER III.

OBJECTIVES, BUSINESS SCOPE AND OPERATIONS OF THE CORPORATION

Article 4. Objectives of the Coporation's Operations

1. The Coporation's business lines are:

| No. | Name of Business Lines | Business Code |
|------------|--|----------------------|
| 1. | Other civil engineering construction Details: Construction of civil works, industrial building enclosures. | 4290 |
| 2. | Utility project construction Details: Construction of irrigation works, dykes, drainage systems, hydraulic structures, hydropower, roads, ports. | 4220 (Mainly) |
| 3. | Manufacture of clay building materials Details: Manufacture of building materials (not operating at the headquater). | 2392 |
| 4. | Quarrying of stone, sand, gravel, clay Details: Quarrying of building materials (not operating at the headquater). | 0810 |
| 5. | Wholesale of other building materials and installation equipment Details: Trading in building materials (not operating at the headquater). | 4663 |
| 6. | Technical inspection and analysis Details: Inspection of building material quality and construction quality of irrigation, hydropower, transportation, industrial, civil and technical infrastructure projects. | 7120 |
| 7. | Other specialized wholesale not elsewhere classified Details: Trading in materials and equipment for irrigation. | 4669 |
| 8. | Mechanical processing; metal treatment and coating Details: Manufacturing and installing mechanical structures, structural steel for construction (not operating at the headquater). | 2592 |
| 9. | Maintenance and repair of automobiles and other motor vehicles Details: Repair of motorcycles, construction machinery (not operating at the headquater). | 4520 |
| 10. | Architectural and related technical consultancy activities Details: Investment consulting services for construction projects, construction (excluding construction design, construction surveys). Supervision of construction of irrigation, hydropower, civil and industrial projects. | 7110 |
| 11. | Other specialized construction activities Details: Grouting, foundation and building body reinforcement. | 4390 |
| 12. | Labor supply and management Details: Sending workers and experts to work abroad for a definite term. | 7830 |
| 13. | Other education not elsewhere classified | 8559 |

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| | Details: Foreign language training, orientation education for workers going to work abroad. | |
| 14. | College education | 8541 |
| 15. | Real estate business, land use rights owned, used or leased Details: Real estate business. | 6810 |
| 16. | Other support services related to transportation Details: Airline ticket agency. | 5229 |
| 17. | Tour operation Details: Domestic and international travel services. | 7912 |
| 18. | General support services Details: Providing general services as requested by customers such as regular interior cleaning, maintenance, garbage disposal, mail delivery, reception, laundry and related services to meet customer needs. These activities are not related or responsible for the customer's main work or activities. | 8110 |
| 19. | Electricity generation (excluding transmission, national power system dispatching and construction, operation of multi-purpose hydropower, nuclear power) | 3511 |
| 20. | Real estate consulting, brokerage, auction, land use rights auction Details: Real estate management on a fee or contract basis. | 6820 |
| 21. | Road freight transport Details: Passenger transport by car (excluding liquefied gas for transport) | 4933 |
| 22. | Manufacture of metal components | 2511 |
| 23. | Construction of residential buildings | 4101 |
| 24. | Construction of non-residential buildings | 4102 |
| 25. | Construction of railways | 4211 |
| 26. | Construction of roads | 4212 |
| 27. | Demolition | 4311 |
| 28. | Site preparation | 4312 |
| 29. | Electrical system installation | 4321 |
| 30. | Installation of plumbing, heating and air conditioning systems (excluding installation of refrigeration equipment (freezers, cold storage, ice machines, air conditioners, water coolers) using R22 refrigerant in the seafood processing industry and excluding mechanical processing, waste recycling, electroplating at the headquarter) | 4322 |
| 31. | Installation of other building systems | 4329 |
| 32. | Completion of construction works | 4330 |
| 33. | Warehousing and storage of goods | 5210 |
| 34. | Headquarter activities | 7010 |
| 35. | Car rental | 7710 |
| 36. | Rental of machinery, equipment and other tangible goods without operators | 7730 |

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| 37. | Private security activities | 8010 |
| 38. | Security system services | 8020 |

2. Objectives of the Coporation's Operations:

Mobilize and use capital effectively in the process of developing production and business in the above areas, including investing in the construction of hydropower projects; investing in real estate business; and services to achieve the highest profit, increase dividends for shareholders; create stable jobs for employees, contribute to the state budget and develop the Coporation.

Article 5. Scope of Business and Operations of the Coporation

1. The Coporation is permitted to conduct business activities in the industries and professions specified in this Charter that have been registered, notified of changes in registration content to the business registration agency and published on the National Business Registration Information Portal.
2. The Coporation may register business activities in other industries, professions and fields not prohibited by law and must be approved by the General Meeting of Shareholders.

CHAPTER IV.
CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 6. Charter Capital, Shares, Founding Shareholders

1. The Charter Capital of the Coporation is: **160,083,380,000 VND (One hundred sixty billion, eighty-three million, three hundred eighty thousand Vietnamese Dong)**. The total charter capital of the Coporation is divided into **16,008,338** shares with a par value of 10,000 VND/share.
2. The Coporation may change its charter capital when approved by the General Meeting of Shareholders and in accordance with the provisions of law.
3. All shares of the Coporation as of the date of approval of this Charter are common shares. The Coporation may have preference shares as decided by the General Meeting of Shareholders. The rights and obligations of shareholders holding each type of share are specified in Articles 12 and 13 of this Charter.
4. The Coporation may issue other types of preference shares after obtaining the approval of the General Meeting of Shareholders and in accordance with the provisions of law.
5. The Coporation was converted from a State-owned Coporation, so it does not have founding shareholders.
6. Common shares must be offered for sale to existing shareholders in priority at a ratio corresponding to their ownership ratio of common shares in the Coporation, unless the General Meeting of Shareholders decides otherwise. The number of shares not subscribed by shareholders will be decided by the Coporation's Board of Directors. The Board of Directors may distribute those shares to shareholders and others with conditions no more

favorable than those offered to existing shareholders, unless the General Meeting of Shareholders approves otherwise.

7. The Coporation may repurchase its issued shares in the manner prescribed in this Charter and current law. Repurchased shares are treasury shares, and the Board of Directors may offer them for sale in a manner consistent with the provisions of this Charter, the Law on Securities and related guiding documents.
8. The Coporation may issue other types of securities as prescribed by law.

Article 7. Share Certificates

1. Shareholders of the Coporation are issued share certificates corresponding to the number and type of shares they own.
2. Shares are securities confirming the legal rights and interests of the owner in a portion of the charter capital of the issuer. Shares must have all the contents specified in Clause 1, Article 121 of the Law on Enterprises.
3. Within thirty (30) days from the date of full submission of the application for transfer of share ownership as prescribed by the Coporation or within two (02) months from the date of full payment for shares as prescribed in the Coporation's share issuance plan (or another term as specified in the issuance terms), the share owner is issued a share certificate. The share owner does not have to pay the Coporation for the cost of printing the share certificate.
4. In case the share certificate is lost, damaged or destroyed in another form, the shareholder is reissued a share certificate by the Coporation at the request of that shareholder. The shareholder's request must include the following contents:
 - a. Information about the shares that have been lost, damaged or destroyed in another form;
 - b. Commitment to take responsibility for disputes arising from the reissue of new shares.

Article 8. Other Securities Certificates

Bond certificates or other securities certificates issued by the Coporation must bear the signature of the legal representative and the Coporation's seal.

Article 9. Share Transfer

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

prescribed by law.

Article 10. Share Repurchase

1. In case a shareholder fails to pay the full and on-time amount payable for the purchase of shares, the Board of Directors shall notify and have the right to request that shareholder to pay the remaining amount and be liable corresponding to the total par value of the registered shares for the Coporation's financial obligations arising from the failure to pay in full.
2. The payment notice mentioned above must clearly state the new payment deadline (at least 07 days from the date of sending the notice), the payment location and the notice must clearly state that if payment is not made as requested, the unpaid shares will be repurchased.
3. The Board of Directors has the right to repurchase unpaid shares in case the requests in the notice mentioned above are not fulfilled.
4. Repurchased shares are considered shares entitled to be offered for sale as prescribed by the Law on Enterprises. The Board of Directors may directly or authorize the sale and redistribution under the conditions and methods that the Board of Directors deems appropriate.
5. Shareholders holding repurchased shares must relinquish their shareholder status for those shares, but are still liable corresponding to the total par value of the registered shares for the Coporation's financial obligations arising at the time of repurchase as decided by the Board of Directors from the date of repurchase to the date of payment. The Board of Directors has full authority to decide on the enforcement of full payment of share value at the time of repurchase.
6. The repurchase notice is sent to the holder of the repurchased shares before the repurchase. The repurchase is still valid even in case of errors or negligence in sending the notice.

CHAPTER V.

ORGANIZATIONAL STRUCTURE, GOVERNANCE AND CONTROL

Article 11. Organizational Structure, Governance and Control

1. The organizational structure of management, governance and control of the Coporation includes:
 - a. General Meeting of Shareholders.
 - b. Board of Directors; Audit Committee under the Board of Directors.
 - c. General Director.
2. The Coporation ensures that at least 20% of the members of the Board of Directors are independent members and establishes an Audit Committee under the Board of Directors. Independent members of the Board of Directors and the Audit Committee participate in the supervision and organization of internal control over the management and administration of the Coporation.

CHAPTER VI.
SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of Shareholders

1. Common shareholders have the following rights:
 - a. Attend and speak at the General Meeting of Shareholders and exercise voting rights directly or through authorized representatives or other forms prescribed by the Coporation's Charter and the law. Each common share has one vote;
 - b. Receive dividends at the rate decided by the General Meeting of Shareholders;
 - c. Have priority to buy new shares in proportion to the ownership ratio of common shares of each shareholder in the Coporation;
 - d. Freely transfer their shares to others, except as provided in the Law on Enterprises and other relevant laws;
 - e. Review, search and extract information about the name and contact address in the list of shareholders with voting rights; request correction of their inaccurate information;
 - f. Review, search, extract or copy the Coporation's Charter, minutes of the General Meeting of Shareholders and Resolutions of the General Meeting of Shareholders;
 - g. When the Coporation is dissolved or bankrupt, receive a portion of the remaining assets corresponding to the ownership ratio of shares in the Coporation;
 - h. Request the Coporation to repurchase shares in the cases specified in Article 132 of the Law on Enterprises;
 - i. Be treated equally. Each share of the same type gives the owning shareholders equal rights, obligations and benefits. In case the Coporation has preference shares, the rights and obligations attached to the preference shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;
 - j. Have full access to periodic and extraordinary information disclosed by the Coporation as prescribed by law;
 - k. Have their legitimate rights and interests protected; request the suspension and cancellation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors as prescribed by the Law on Enterprises;
 - l. Other rights as prescribed by law and this Charter.
2. Shareholders or groups of shareholders owning 05% or more of the total common shares have the following rights:
 - a. Request the Board of Directors to convene the General Meeting of Shareholders as

- prescribed by the Law on Enterprises;
- b. Review, search, extract minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Audit Committee, contracts and transactions subject to the approval of the Board of Directors and other documents, except documents related to trade secrets and business secrets of the Coporation;
 - c. Request the Board of Directors to inspect specific issues related to the management and administration of the Coporation when deemed necessary. The request must be in writing and must include the following contents: full name, contact address, nationality, legal document number of the individual shareholder; name, enterprise code or legal document number of the organization, headquarter address of the organizational shareholder; number of shares and time of share registration of each shareholder, total number of shares of the group of shareholders and ownership ratio in the total number of shares of the Coporation; issues to be inspected, purpose of inspection. In this case, the inspection is conducted directly by the Audit Committee and reported to the Board of Directors;
 - d. Propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Coporation no later than three (03) working days before the opening date. The proposal must state the shareholder's name, number of shares of each type of the shareholder, and the issues proposed to be included in the meeting agenda;
 - e. Other rights as prescribed by law and this Charter.
3. Shareholders or groups of shareholders owning 10% or more of the total common shares have the right to nominate and apply for positions on the Board of Directors. The nomination of candidates for the Board of Directors is carried out as follows:
- a. Common shareholders forming a group to nominate candidates for the Board of Directors must notify the attending shareholders of the group meeting before the opening of the General Meeting of Shareholders;
 - b. Based on the number of members of the Board of Directors, shareholders or groups of shareholders specified in this clause have the right to nominate one or more persons as candidates for the Board of Directors as decided by the General Meeting of Shareholders. If the number of candidates nominated by shareholders or groups of shareholders is lower than the number of candidates they are entitled to nominate as decided by the General Meeting of Shareholders, the remaining candidates are nominated by the Board of Directors and other shareholders.

Article 13. Obligations of Shareholders

Common shareholders have the following obligations:

1. Pay in full and on time the number of shares committed to buy.
2. Do not withdraw contributed capital in the form of common shares from the Coporation

in any form, except when the shares are repurchased by the Coporation or others. In case a shareholder withdraws part or all of the contributed share capital in violation of this clause, that shareholder and related parties in the Coporation must jointly be liable for the Coporation's debts and other property obligations within the value of the withdrawn shares and the damages incurred.

3. Comply with the Coporation's Charter and internal management regulations.
4. Comply with the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
5. Keep confidential the information provided by the Coporation as prescribed in the Coporation's Charter and the law; use the provided information only to exercise and protect their legal rights and interests; strictly prohibit the dissemination or copying and sending of information provided by the Coporation to other organizations and individuals.
6. Attend the General Meeting of Shareholders and exercise voting rights through the following forms:
 - a. Attend and vote directly at the meeting;
 - b. Authorize other individuals or organizations to attend and vote at the meeting;
 - c. Attend and vote through online conferences, electronic voting or other electronic forms;
 - d. Send voting ballots to the meeting via mail, fax, email;
 - e. Send voting ballots by other means as prescribed in this Charter.
7. Be personally liable when acting on behalf of the Coporation in any form to perform one of the following acts:
 - a. Violate the law;
 - b. Conduct business and other transactions for personal gain or to serve the interests of other organizations and individuals;
 - c. Pay off debts that are not due before financial risks to the Coporation.
8. Fulfill other obligations as prescribed by current law.

Artricle 14. General Meeting of Shareholders

1. The General Meeting of Shareholders comprises all shareholders with voting rights and is the highest decision-making body of the Coporation. The Annual General Meeting of Shareholders is held once a year and within four (04) months from the end of the fiscal year. The Board of Directors decides to extend the Annual General Meeting of Shareholders if necessary, but not more than six (06) months from the end of the fiscal

year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The venue of the General Meeting of Shareholders is determined as the place where the chairperson attends the meeting and is located in Vietnam.

2. The Board of Directors convenes the Annual General Meeting of Shareholders and selects a suitable venue. The Annual General Meeting of Shareholders decides on issues prescribed by law and the Corporation's Charter, especially approving the audited annual financial statements. If the audit report on the Corporation's annual financial statements contains material exceptions, adverse audit opinions or disclaimers, the Corporation must invite a representative of the approved audit organization to audit the Corporation's financial statements to attend the Annual General Meeting of Shareholders, and the representative of the approved audit organization mentioned above is responsible for attending the Corporation's Annual General Meeting of Shareholders.
3. The Board of Directors must convene an Extraordinary General Meeting of Shareholders in the following cases:
 - a. The Board of Directors deems it necessary for the benefit of the Corporation;
 - b. The remaining number of members of the Board of Directors is less than the minimum number of members prescribed by law;
 - c. At the request of shareholders or groups of shareholders owning 05% or more of the total common shares; the request to convene the General Meeting of Shareholders must be in writing, stating the reasons and purposes of the meeting, with the full signatures of the relevant shareholders or the request document is made in multiple copies and collects the full signatures of the relevant shareholders;
 - d. The number of members of the Board of Directors is reduced by more than 1/3 compared to the number of members specified in this Charter or the number of independent members of the Board of Directors is reduced, not ensuring the minimum number specified in this Charter;
 - e. Other cases as prescribed by law and this Charter.
4. Convening an Extraordinary General Meeting of Shareholders
 - a. The Board of Directors must convene the General Meeting of Shareholders within thirty (30) days from the date the remaining number of members of the Board of Directors is as prescribed in point b, clause 3 of this Article or from the date of receiving the request specified in point c, clause 3 of this Article;
 - b. If the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in point a, clause 4 of this Article, then within the next thirty (30) days, the Shareholder or group of Shareholders requesting the meeting as specified in point c, clause 3 of this Article has the right to represent the Corporation to convene the General Meeting of Shareholders.

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Agency to

supervise the order and procedures for convening, conducting the meeting and issuing the resolution of the General Meeting of Shareholders. All costs for convening and conducting the General Meeting of Shareholders are reimbursed by the Coporation. These costs do not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

- c. The procedures for organizing the General Meeting of Shareholders are as prescribed by the Law on Enterprises.

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

1. The General Meeting of Shareholders has the following rights and obligations:
 - a. Approve the development direction of the Coporation;
 - b. Decide on the type of shares and the total number of shares of each type authorized for sale; decide on the annual dividend rate for each type of share;
 - c. Elect, dismiss, and remove members of the Board of Directors;
 - d. Decide to invest or sell assets with a value of 50% or more of the total asset value recorded in the Coporation's most recent financial statements;
 - e. Decide to amend and supplement the Coporation's Charter;
 - f. Approve the annual financial statements;
 - g. Decide to repurchase more than 10% of the total number of sold shares of each type;
 - h. Review and handle violations of members of the Board of Directors that cause damage to the Coporation and its shareholders;
 - i. Decide on the reorganization and dissolution of the Coporation;
 - j. Decide on the budget or total remuneration, bonuses and other benefits for the Board of Directors;
 - k. Approve the Internal Governance Regulations; Operating Regulations of the Board of Directors;
 - l. Approve the list of approved audit firms; decide on the approved audit firm to audit the Coporation's operations, and dismiss the approved auditor when deemed necessary;
 - m. Other rights and obligations as prescribed by law.
2. The General Meeting of Shareholders discusses and approves the following issues:

- a. The Coporation's annual business plan;
 - b. The audited annual financial statements;
 - c. The Board of Directors' report on the management and performance of the Board of Directors and each member of the Board of Directors; independent members of the Board of Directors in the Audit Committee are responsible for reporting at the Annual General Meeting of Shareholders;
 - d. The dividend rate for each share of each type;
 - e. The number of members of the Board of Directors;
 - f. Elect, dismiss, and remove members of the Board of Directors;
 - g. Decide on the budget or total remuneration, bonuses and other benefits for the Board of Directors;
 - h. Approve the list of approved audit firms; decide on the approved audit firm to audit the Coporation's operations when deemed necessary;
 - i. Supplement and amend the Coporation's Charter;
 - j. The type of shares and the number of new shares issued for each type of share;
 - k. Divide, separate, merge, consolidate or convert the Coporation;
 - l. Reorganize and dissolve (liquidate) the Coporation and appoint the liquidator;
 - m. Decide to invest or sell assets with a value of 50% or more of the total asset value recorded in the Coporation's most recent financial statements;
 - n. Decide to repurchase more than 10% of the total number of sold shares of each type;
 - o. The Coporation enters into contracts and transactions with the subjects specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the Coporation's total asset value recorded in the most recent financial statements;
 - p. Approve the transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
 - q. Approve the internal regulations on corporate governance, the operating regulations of the Board of Directors;
 - r. Other issues as prescribed by law and this Charter.
3. All resolutions and issues included in the meeting agenda must be discussed and voted on

at the General Meeting of Shareholders.

Article 16. Authorization to Attend the General Meeting of Shareholders

1. Shareholders or authorized representatives of organizational shareholders may attend the meeting directly, or authorize one or more other individuals or organizations to attend the meeting, or attend the meeting through one of the forms specified in Clause 3, Article 144 of the Law on Enterprises.
2. The authorization of individuals or organizations to represent and attend the General Meeting of Shareholders as specified in Clause 1 of this Article must be in writing. The authorization document is prepared in accordance with the provisions of civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of authorized shares, the content of the authorization, the scope of the authorization, the term of the authorization, and the signatures of the authorizing party and the authorized party.

The authorized person attending the General Meeting of Shareholders must submit the authorization document when registering to attend the meeting. In case of re-authorization, the attendee must present the original authorization document of the shareholder or the authorized representative of the organizational shareholder (if not previously registered with the Corporation).

3. The voting ballot of the authorized person attending the meeting within the scope of the authorization is still valid when one of the following cases occurs, unless:
 - a. The authorizing person has died, has limited civil act capacity or has lost civil act capacity;
 - b. The authorizing person has canceled the authorization appointment;
 - c. The authorizing person has revoked the authority of the person performing the authorization.

This clause does not apply if the Corporation receives notice of one of the above events before the opening of the General Meeting of Shareholders or before the meeting is reconvened.

Article 17. Changes to Rights

1. The change or cancellation of special rights attached to a type of preference share is effective when it is approved by shareholders representing 65% or more of the total voting shares of all attending shareholders. The resolution of the General Meeting of Shareholders on the content that adversely changes the rights and obligations of preference shareholders is only passed if it is approved by shareholders of the same type holding 75% or more of the total preference shares of that type attending the meeting or is approved by shareholders of the same type holding 75% or more of the total preference shares of that type in case of passing the resolution in the form of written opinions.
2. The organization of a meeting of shareholders holding a type of preference share to

approve the above-mentioned change of rights is only valid when there are at least two (02) shareholders (or their authorized representatives) and holding at least one third (1/3) of the par value of the issued shares of that type. If there are not enough delegates as mentioned above, the meeting is reconvened within the next thirty (30) days and the holders of shares of that type (regardless of the number of people and shares) present directly or through authorized representatives are considered to have enough delegates required. At the meetings of preference shareholders mentioned above, the holders of shares of that type present directly or through representatives may request a secret ballot. Each share of the same type has equal voting rights at the above meetings.

3. The procedures for conducting such separate meetings are carried out similarly to the provisions of Articles 19, 20 and 21 of this Charter.
4. Unless the share issuance terms provide otherwise, the special rights attached to the types of shares with preferential rights to some or all issues related to the distribution of profits or assets of the Company are not changed when the Company issues additional shares of the same type.

Article 18. Convening Meetings, Meeting Agendas and Notices of General Meetings of Shareholders

1. The Board of Directors convenes the Annual and Extraordinary General Meetings of Shareholders. The Board of Directors convenes Extraordinary General Meetings of Shareholders in the cases specified in Clause 3, Article 14 of this Charter.
2. The person convening the General Meeting of Shareholders must perform the following tasks:
 - a. Prepare a list of eligible shareholders to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders is prepared no more than ten (10) days before the date of sending the notice of the General Meeting of Shareholders. The Corporation must disclose information about the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days before the record date or earlier if the law on enterprises and securities provides otherwise;
 - b. Prepare the agenda and content of the meeting;
 - c. Prepare documents for the meeting;
 - d. Draft the resolution of the General Meeting of Shareholders according to the expected content of the meeting;
 - e. Determine the form of organizing the meeting directly or online, determine the time and place of the meeting;
 - f. Notify and send notices of the meeting to the contact address of each shareholder entitled to attend the meeting. The contact address of the shareholder is one of the following types of information: registered headquarter address for organizations; permanent residence address, temporary residence address, workplace address,

phone number, email; or other address of the individual that the individual registers with the Coporation as the contact address; In case the Coporation sends the notice of meeting by email, the email address of the shareholder receiving the notice is the address stored and provided by the Vietnam Securities Depository and Clearing Corporation, or the email address registered by the Shareholder with the Coporation. In case the shareholder is a Coporation employee, the Notice may be delivered directly to them at the workplace;

g. Other tasks serving the meeting.

3. The notice of the General Meeting of Shareholders is sent to all shareholders by a method that ensures it reaches the shareholder's contact address (express delivery to the shareholder's contact address or sent electronically from the Coporation's email address to the shareholder's email address registered with the Vietnam Securities Depository and Clearing Corporation or text message, fax, etc.), and is also published on the Coporation's website and the State Securities Commission, the Stock Exchange where the Coporation's shares are listed or registered for trading. The person convening the General Meeting of Shareholders must send the notice of the meeting to all shareholders in the list of shareholders entitled to attend the meeting no later than twenty-one (21) days before the opening date of the meeting, calculated from the date the notice is sent or properly delivered or earlier if the law on enterprises and securities provides otherwise. The agenda of the General Meeting of Shareholders and documents related to issues to be voted on at the meeting are sent to shareholders and/or posted on the Coporation's website. If the documents are not included with the notice of the General Meeting of Shareholders, the notice of the meeting must clearly state the link to all meeting documents for shareholders to access, including:
 - a. Meeting agenda, documents used in the meeting;
 - b. List and detailed information of candidates in case of electing members of the Board of Directors;
 - c. Voting ballots;
 - d. Draft resolutions for each issue on the meeting agenda.
4. Shareholders or groups of shareholders as prescribed in Clause 2, Article 12 of this Charter have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Coporation no later than three (03) working days before the opening date of the meeting. The proposal must clearly state the shareholder's name, number of shares of each type of the shareholder, and the issues proposed to be included in the meeting agenda.
5. The person convening the General Meeting of Shareholders has the right to refuse the proposal specified in clause 4 of this Article if it falls into one of the following cases:
 - a. The proposal is not sent in accordance with the provisions of clause 4 of this Article;
 - b. At the time of the proposal, the shareholder or group of shareholders does not hold

enough 05% or more of the common shares as prescribed in Clause 2, Article 12 of this Charter;

- c. The proposed issue is not within the decision-making authority of the General Meeting of Shareholders;
- d. Other cases as prescribed by law and this Charter.

The person convening the General Meeting of Shareholders must accept and include the proposal specified in clause 4 of this Article in the draft agenda and content of the meeting, except for the cases specified in clause 5 of this Article; the proposal is officially added to the agenda and content of the meeting if it is approved by the General Meeting of Shareholders.

Article 19. Conditions for Conducting the General Meeting of Shareholders

- 1. The General Meeting of Shareholders is conducted when the number of attending shareholders represents more than 50% of the total voting shares.
- 2. If the first meeting does not meet the conditions for conducting as prescribed in clause 1 of this Article, the notice of the second meeting is sent within thirty (30) days from the scheduled date of the first meeting. The second General Meeting of Shareholders is conducted when the number of attending shareholders represents 33% or more of the total voting shares.
- 3. If the second meeting does not meet the conditions for conducting as prescribed in clause 2 of this Article, the notice of the third meeting must be sent within twenty (20) days from the scheduled date of the second meeting. The third General Meeting of Shareholders is conducted regardless of the total voting shares of the attending shareholders.

Article 20. Procedures for Conducting Meetings and Voting at the General Meeting of Shareholders

- 1. Before the opening of the meeting, the Corporation must conduct the shareholder registration procedure and must register until all eligible attending shareholders have registered in the following order:
 - a. When conducting shareholder registration, the Corporation issues each shareholder or authorized representative with voting rights a voting card and/or voting ballot, election ballot (if any), indicating the registration number, full name of the shareholder, full name of the authorized representative and the number of voting shares of that shareholder. The General Meeting of Shareholders discusses and votes on each issue on the agenda. The voting is conducted by voting for, against and abstaining. At the meeting, the number of cards voting for the resolution is collected first, the number of cards voting against the resolution is collected later, and finally the total number of votes for or against is counted to decide. The vote counting results are announced by the chairperson immediately before the closing of the meeting. The meeting elects people responsible for counting votes or supervising vote counting at the request of the chairperson. The number of members of the vote counting committee is decided by the General Meeting of Shareholders based on



- the request of the chairperson of the meeting;
- b. Shareholders, authorized representatives of organizational shareholders or authorized persons who arrive after the meeting has opened have the right to register immediately and then have the right to participate and vote at the meeting immediately after registration. The chairperson is not responsible for stopping the meeting to allow late shareholders to register and the validity of the previously voted content remains unchanged.
2. The election of the chairperson, secretary and vote counting committee is specified as follows:
 - a. The Chairman of the Board of Directors acts as the chairperson or authorizes another member of the Board of Directors to act as the chairperson of the General Meeting of Shareholders convened by the Board of Directors. If the Chairman is absent or temporarily unable to work, the remaining members of the Board of Directors elect one of them to act as the chairperson of the meeting by majority vote.
 - b. Unless otherwise provided in point a of this clause, the person who signed the notice of the General Meeting of Shareholders presides over the meeting to elect the chairperson of the meeting, and the person with the highest number of votes is the chairperson of the meeting;
 - c. The chairperson appoints one or more persons to act as the secretary of the meeting;
 - d. The General Meeting of Shareholders elects one or more persons to the vote counting committee at the request of the chairperson of the meeting.
 3. The agenda and content of the meeting must be approved by the General Meeting of Shareholders at the opening session. The agenda must specify and detail the time for each issue on the meeting agenda.
 4. The chairperson of the meeting has the right to take necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda and reflect the wishes of the majority of attendees:
 - a. Arrange seating at the General Meeting of Shareholders venue;
 - b. Ensure the safety of everyone present at the meeting venue;
 - c. Create conditions for shareholders to attend (or continue to attend) the meeting. The person convening the General Meeting of Shareholders has full authority to change the above measures and apply all necessary measures. The applied measures may include issuing admission tickets or using other forms of selection.
 5. The General Meeting of Shareholders discusses and votes on each issue on the agenda. The voting is conducted by voting for, against and abstaining. The vote counting results are announced by the chairperson immediately before the closing of the meeting.

6. Shareholders or authorized persons who arrive after the meeting has opened are still allowed to register and have the right to participate in voting immediately after registration; in this case, the validity of the previously voted content remains unchanged.
7. The person convening the meeting or the chairperson of the General Meeting of Shareholders has the following rights:
 - a. Request all attendees to undergo inspection or other legal and reasonable security measures;
 - b. Request the competent authority to maintain order at the meeting; expel those who do not comply with the chairperson's direction, intentionally disrupt order, prevent the normal progress of the meeting or do not comply with security inspection requirements from the General Meeting of Shareholders.
8. The chairperson has the right to postpone the General Meeting of Shareholders that has a sufficient number of registered attendees for a maximum of three (03) working days from the scheduled opening date of the meeting and may only postpone the meeting or change the meeting venue in the following cases:
 - a. The meeting venue does not have enough convenient seating for all attendees;
 - b. The communication facilities at the meeting venue do not ensure that attending shareholders can participate, discuss and vote;
 - c. Attendees obstruct, disrupt order, or risk making the meeting unfair and unlawful.
9. If the chairperson postpones or suspends the General Meeting of Shareholders in violation of clause 8 of this Article, the General Meeting of Shareholders elects another person from among the attendees to replace the chairperson to conduct the meeting until the end; all resolutions passed at that meeting are valid.
10. If the Corporation applies modern technology to organize the General Meeting of Shareholders through online meetings, the Corporation is responsible for ensuring that shareholders can attend and vote by electronic voting or other electronic forms in accordance with relevant laws and detailed provisions in the Corporation's Internal Governance Regulations.

Article 21. Conditions for the General Meeting of Shareholders Resolutions to be Passed

1. Resolutions on the following content are passed if they are approved by shareholders representing 65% or more of the total voting shares of all attending shareholders, except as provided in clauses 3, 4 and 6, Article 148 of the Law on Enterprises:
 - a. Type of shares and total number of shares of each type;
 - b. Change of business lines and fields;



- c. Change of the Coporation's management organizational structure;
 - d. Investment project or sale of assets with a value of 50% or more of the total asset value recorded in the Coporation's most recent financial statements;
 - e. Reorganization, dissolution of the Coporation.
2. Resolutions are passed when they are approved by shareholders holding more than 50% of the total voting shares of all attending shareholders, except as provided in clause 1 of this Article and clauses 3, 4 and 6, Article 148 of the Law on Enterprises.
 3. Resolutions of the General Meeting of Shareholders passed by 100% of the total voting shares are legal and valid even if the procedures for convening the meeting and passing the resolution violate the provisions of the Law on Enterprises and the Coporation's Charter.

Arrticle 22. Authority and Procedures for Collecting Written Opinions from Shareholders to Pass Resolutions of the General Meeting of Shareholders

The authority and procedures for collecting written opinions from shareholders to pass resolutions of the General Meeting of Shareholders are carried out as follows:

1. The Board of Directors has the right to collect written opinions from shareholders to pass resolutions of the General Meeting of Shareholders on all issues within the decision-making authority of the General Meeting of Shareholders when deemed necessary for the benefit of the Coporation.
2. The Board of Directors must prepare opinion ballots, draft resolutions of the General Meeting of Shareholders, documents explaining the draft resolutions and send them to all shareholders with voting rights no later than ten (10) days before the deadline for returning the opinion ballots. The requirements and methods for sending opinion ballots and acCoporationing documents are carried out in accordance with the provisions of clause 3, Article 18 of this Charter.
3. The opinion ballot must have the following main contents:
 - a. Name, headquater address, enterprise code;
 - b. Purpose of collecting opinions;
 - c. Full name, contact address, nationality, legal document number of the individual shareholder; name, enterprise code or legal document number of the organization, headquater address of the organizational sharcholder or full name, contact address, nationality, legal document number of the individual representing the organizational shareholder; number of shares of each type and number of voting shares of the shareholder;
 - d. Issues to be voted on for decision;
 - e. Voting options including for, against and abstaining for each issue to be voted on;

- f. Deadline for returning the answered opinion ballots to the Coporation;
 - g. Full name and signature of the Chairman of the Board of Directors.
4. Shareholders may send answered opinion ballots to the Coporation by mail, fax or email as follows:
- a. In case of sending by mail, the answered opinion ballots must bear the signature of the individual shareholder, the authorized representative or the legal representative of the organizational shareholder. The opinion ballots sent to the Coporation must be in a sealed envelope and no one has the right to open it before counting the votes;
 - b. In case of sending by fax or email, the opinion ballots sent to the Coporation must be kept confidential until the time of counting the votes;
 - c. Opinion ballots sent to the Coporation after the deadline specified in the content of the opinion ballot or opened in case of sending by mail and disclosed in case of sending by fax or email are invalid. Opinion ballots not sent back are considered abstentions.
5. The Board of Directors counts the votes and prepares a vote counting record under the supervision of a shareholder who does not hold a management position in the Coporation. The vote counting record must have the following main contents:
- a. Name, headquater address, enterprise code;
 - b. Purpose and issues to be voted on for passing resolutions;
 - c. Number of shareholders with total voting shares participating in voting, distinguishing between valid and invalid voting shares and methods of sending voting ballots, with an appendix listing participating shareholders;
 - d. Total number of votes for, against and abstaining for each issue;
 - e. Issues passed and corresponding voting rates;
 - f. Full name and signature of the Chairman of the Board of Directors, vote counters and vote supervisors.
- Members of the Board of Directors, vote counters and vote supervisors are jointly responsible for the honesty and accuracy of the vote counting record; jointly responsible for damages arising from decisions passed due to dishonest and inaccurate vote counting.
6. The vote counting record and resolutions must be sent to shareholders within fifteen (15) days from the end of the vote counting. Sending the vote counting record and resolutions can be replaced by posting them on the Coporation's website within twenty-four (24) hours from the end of the vote counting.

7. Answered opinion ballots, vote counting records, passed resolutions and related documents enclosed with the opinion ballots must be kept at the Corporation's headquarter.
8. Resolutions passed in the form of collecting written opinions from shareholders are valid if they are approved by shareholders holding more than 50% of the total voting shares of all voting shareholders and have the same validity as resolutions passed at the General Meeting of Shareholders.

Article 23. Resolutions and Minutes of the General Meeting of Shareholders

1. The General Meeting of Shareholders must be minuted and may be recorded or stored electronically. The minutes must be in Vietnamese, may be in a foreign language, and contain the following main contents:
 - a. Name, headquarter address, enterprise code;
 - b. Time and place of the General Meeting of Shareholders;
 - c. Meeting agenda and content;
 - d. Full names of the chairperson and secretary;
 - e. Summary of the meeting proceedings and opinions expressed at the General Meeting of Shareholders on each item on the agenda;
 - f. Number of shareholders and total voting shares of attending shareholders, appendix of the list of registered shareholders, attending shareholder representatives with corresponding shares and voting shares;
 - g. Total voting shares for each voting item, clearly stating the voting method, total valid votes, invalid votes, votes for, against, and abstentions; corresponding percentage of the total voting shares of attending shareholders;
 - h. Issues passed and corresponding voting rates;
 - i. Full names and signatures of the chairperson and secretary. If the chairperson or secretary refuses to sign the minutes, the minutes are valid if signed by all other attending members of the Board of Directors and contain all the contents specified in this clause. The meeting minutes must clearly state the refusal of the chairperson and secretary to sign the minutes.
2. The minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The chairperson and secretary of the meeting or other persons signing the minutes are jointly responsible for the honesty and accuracy of the minutes.
3. Minutes in Vietnamese and foreign languages have the same legal validity. If there is a difference in content between the Vietnamese and foreign language minutes, the content in the Vietnamese minutes prevails.

4. Resolutions, minutes of the General Meeting of Shareholders, appendix of the list of registered attending shareholders with shareholder signatures, authorization documents to attend the meeting, all attached documents (if any) and related documents attached to the meeting notice must be disclosed in accordance with the law on information disclosure in the securities market and must be kept at the Coporation's headquater.

Article 24. Request for Annulment of General Meeting of Shareholders Resolutions

Within ninety (90) days from the date of receipt (or from the time the Coporation discloses information in accordance with the law on the Coporation's website) of the resolution or minutes of the General Meeting of Shareholders or the vote counting record of the General Meeting of Shareholders, shareholders or groups of shareholders specified in the Law on Enterprises have the right to request the Court or Arbitration to review and annul the resolution or part of the resolution of the General Meeting of Shareholders in the following cases:

1. The procedures for convening the meeting and making decisions by the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the Coporation's Charter, except as specified in Clause 3, Article 21 of this Charter.
2. The content of the resolution violates the law or this Charter.

CHAPTER VII. BOARD OF DIRECTORS

Article 25. Nomination and Candidacy of Board of Directors Members

1. If candidates for the Board of Directors have been identified, the Coporation must disclose information related to the candidates at least ten (10) days before the opening date of the General Meeting of Shareholders on the Coporation's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must provide a written commitment to the honesty and accuracy of the disclosed personal information and must commit to performing their duties honestly, diligently and in the best interests of the Coporation if elected as a member of the Board of Directors. Information related to candidates for the Board of Directors includes:

- a. Full name, date of birth;
- b. Professional qualifications;
- c. Work history;
- d. Other management positions (including Board of Directors positions of other companies);
- e. Related interests with the Coporation and related parties of the Coporation;
- f. Other information (if any) as specified in this Charter;
- g. The Coporation (public Coporation) is responsible for disclosing information about

companies where the candidate holds a position as a member of the Board of Directors, other management positions and related interests with the candidate's Corporation (if any).

2. Shareholders or groups of shareholders owning 10% or more of the total common shares have the right to nominate candidates for the Board of Directors as follows:
 - a. Shareholders or groups of shareholders owning from 10% to less than 15% of the total voting shares may nominate a maximum of one (01) candidate for the Board of Directors;
 - b. Shareholders or groups of shareholders owning from 15% to less than 30% of the total voting shares may nominate a maximum of two (02) candidates for the Board of Directors;
 - c. Shareholders or groups of shareholders owning from 30% to less than 40% of the total voting shares may nominate a maximum of three (03) candidates for the Board of Directors;
 - d. Shareholders or groups of shareholders owning from 40% to less than 50% of the total voting shares may nominate a maximum of four (04) candidates for the Board of Directors;
 - e. Shareholders or groups of shareholders owning from 50% to less than 60% of the total voting shares may nominate a maximum of five (05) candidates for the Board of Directors;
 - f. Shareholders or groups of shareholders owning from 60% to less than 70% of the total voting shares may nominate a maximum of six (06) candidates for the Board of Directors;
 - g. Shareholders or groups of shareholders owning from 70% to less than 80% of the total voting shares may nominate a maximum of seven (07) candidates for the Board of Directors;
 - h. Shareholders or groups of shareholders owning from 80% to less than 90% of the total voting shares may nominate a maximum of eight (08) candidates for the Board of Directors.
3. Shareholders holding less than 10% of the total voting shares may combine their voting shares to meet the conditions for nominating members of the Board of Directors.
4. If the number of candidates for the Board of Directors through nomination and candidacy is still insufficient as required in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors introduces additional candidates or organizes nominations as specified in this Charter, the Corporation's Internal Governance Regulations and the Board of Directors' Operating Regulations. The incumbent Board of Directors' introduction of additional candidates must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

5. Members of the Board of Directors must meet the standards and conditions specified in Article 155 of the Law on Enterprises and this Charter.

Article 26. Composition and Term of Board of Directors Members

1. The number of members of the Board of Directors ranges from three (03) to seven (07) persons. The specific number of members for each term is decided by the General Meeting of Shareholders.
2. The term of a member of the Board of Directors is no more than five (05) years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a Corporation for no more than two (02) consecutive terms. If all members of the Board of Directors end their term at the same time, those members continue to be members of the Board of Directors until new members are elected to replace them and take over the work.
3. The structure of the Board of Directors is as follows:
 - a. The Corporation's Board of Directors must ensure that at least one-third (1/3) of the total members of the Board of Directors are non-executive members. The Corporation minimizes the number of Board of Directors members holding executive positions in the Corporation to ensure the independence of the Board of Directors.
 - b. The number of independent members of the Board of Directors must comply with the requirements of applicable laws.
4. A member of the Board of Directors no longer has the status of a member of the Board of Directors in the event of being dismissed, removed, or replaced by the General Meeting of Shareholders in accordance with the Law on Enterprises.
5. The appointment of members of the Board of Directors must be disclosed in accordance with the law on information disclosure in the securities market.
6. Members of the Board of Directors are not required to be shareholders of the Corporation.

Article 27. Rights and Obligations of the Board of Directors

1. The Board of Directors is the Corporation's management body, with full authority to act on behalf of the Corporation to decide and exercise the rights and obligations of the Corporation, except for the rights and obligations under the authority of the General Meeting of Shareholders.
2. The powers and obligations of the Board of Directors are prescribed by law, the Corporation's Charter and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and obligations:
 - a. Decide on the Corporation's medium-term development strategy and plan and annual business plan;

- b. Propose the type of shares and the total number of shares authorized for sale of each type;
- c. Decide to sell unsold shares within the scope of the number of shares authorized for sale of each type; decide to raise additional capital in other forms;
- d. Decide on the selling price of the Coporation's shares and bonds;
- e. Decide to repurchase shares in accordance with Clause 1 and Clause 2, Article 133 of the Law on Enterprises;
- f. Decide on investment plans and investment projects within the authority and limits prescribed by law;
- g. Decide on market development, marketing and technology solutions;
- h. Approve contracts for purchase, sale, loan, lending and other contracts and transactions with a value of 35% or more of the total asset value recorded in the Coporation's most recent financial statements, unless the contracts and transactions are under the decision-making authority of the General Meeting of Shareholders as specified in Point d, Clause 2, Article 138 and Clause 1, Clause 3, Article 167 of the Law on Enterprises;
- i. Elect, dismiss, remove the Chairman of the Board of Directors; appoint, dismiss, sign contracts, terminate contracts with the General Director, Deputy General Director, Chief Accountant and other important managers; decide on salaries, remuneration, bonuses and other benefits of those managers; appoint authorized representatives to participate in the Members' Council or General Meeting of Shareholders in other companies, decide on the remuneration and other benefits of those persons;
- j. Supervise and direct the General Director and other managers in the daily business operations of the Coporation;
- k. Decide on the organizational structure, internal management regulations of the Coporation, decide to establish subsidiaries, branches, representative offices and contribute capital to, purchase shares of other enterprises;
- l. Approve the agenda, content of documents for the General Meeting of Shareholders, convene the General Meeting of Shareholders or collect opinions for the General Meeting of Shareholders to pass resolutions;
- m. Submit the audited annual financial statements to the General Meeting of Shareholders;
- n. Propose the dividend rate to be paid; decide on the time and procedures for paying dividends or handling losses arising in the course of business;
- o. Propose the reorganization and dissolution of the Coporation; request the



bankruptcy of the Coporation;

- p. Decide to issue the Board of Directors' Operating Regulations, the Coporation's Internal Governance Regulations after being approved by the General Meeting of Shareholders; decide to issue the Operating Regulations of the Audit Committee under the Board of Directors, the Coporation's Information Disclosure Regulations; and other regulations under its authority;
 - q. Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other legal provisions and the Coporation's Charter.
3. The Board of Directors must report to the General Meeting of Shareholders on the operating results of the Board of Directors in accordance with the law on securities.

Article 28. Remuneration, Bonuses and Other Benefits of Board of Directors Members

- 1. The Coporation has the right to pay remuneration and bonuses to members of the Board of Directors based on business results and performance.
- 2. Members of the Board of Directors are entitled to work remuneration and bonuses. Work remuneration is calculated based on the number of working days required to complete the duties of members of the Board of Directors and the daily remuneration rate. The Board of Directors estimates the remuneration for each member on a unanimous basis.
- 3. The Chairman of the Board of Directors, full-time members of the Board of Directors or members concurrently holding executive positions are entitled to salaries according to the Coporation's salary and bonus regulations or salaries as agreed upon and approved by the Board of Directors.
- 4. The total remuneration and bonuses of the Board of Directors are decided by the General Meeting of Shareholders at the annual meeting.
- 5. The remuneration of each member of the Board of Directors is included in the Coporation's business expenses in accordance with the law on corporate income tax, is presented as a separate item in the Coporation's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.
- 6. Members of the Board of Directors holding executive positions or members of the Board of Directors working in the Committees/Subcommittees of the Board of Directors or performing other tasks outside the scope of the normal duties of a member of the Board of Directors may be paid additional fees, salaries, bonuses in the form of time-based salary, lump-sum salary, installments, or in other forms according to the Coporation's Salary Regulations or as decided by the Board of Directors.
- 7. Members of the Board of Directors have the right to be reimbursed for all travel, accommodation and other reasonable expenses they have incurred in performing their duties as members of the Board of Directors, including expenses incurred in attending the General Meeting of Shareholders, Board of Directors meetings or Board of Directors subcommittee meetings.

8. Members of the Board of Directors may be purchased liability insurance by the Corporation after approval by the General Meeting of Shareholders. This insurance does not include insurance for the responsibilities of members of the Board of Directors related to violations of the law and the Corporation's Charter.

Article 29. Chairman of the Board of Directors

1. The Chairman of the Board of Directors is elected, dismissed, or discharged by the Board of Directors from among its members.
2. The Chairman of the Board of Directors shall not concurrently hold the position of General Director.
3. The Chairman of the Board of Directors has the following rights and obligations:
 - a. Prepare the program and plan of activities of the Board of Directors;
 - b. Prepare the agenda, content, and documents for the meeting; convene, preside over, and chair the meetings of the Board of Directors;
 - c. Organize the passage of resolutions and decisions of the Board of Directors;
 - d. Supervise the organization and implementation of the resolutions and decisions of the Board of Directors;
 - e. Chair the General Meeting of Shareholders;
 - f. Other rights and obligations as prescribed by the Law on Enterprises and this Charter.
4. In case the Chairman of the Board of Directors submits a resignation letter or is dismissed or discharged, the Board of Directors must elect a replacement within 10 days from the date of receipt of the resignation letter or dismissal or discharge.
5. In case the Chairman of the Board of Directors is absent or unable to perform their duties, they must authorize another member in writing to perform the rights and obligations of the Chairman of the Board of Directors. In case there is no authorized person or the Chairman of the Board of Directors dies, is missing, is detained, is serving a prison sentence, is serving an administrative handling measure at a compulsory detoxification center, compulsory education institution, escapes from their place of residence, is restricted or loses civil act capacity, has difficulties in cognition or controlling behavior, is prohibited by the Court from holding a position, prohibited from practicing a profession or doing a certain job, the remaining members elect one of them to hold the position of Chairman of the Board of Directors by a majority vote of the remaining members until a new decision is made by the Board of Directors.

Article 30. Meetings of the Board of Directors

1. The Chairman of the Board of Directors is elected at the first meeting of the Board of Directors within seven (07) working days from the date of the end of the election of that

Board of Directors. This meeting is convened and chaired by the member with the highest number of votes or the highest percentage of votes. In case there are more than one member with the highest and equal number of votes or percentage of votes, the members vote by majority to select one of them to convene the meeting of the Board of Directors.

2. The Board of Directors must meet at least once every quarter and may hold extraordinary meetings.
3. The Chairman of the Board of Directors convenes the meeting of the Board of Directors in the following cases:
 - a. Upon the request of an independent member of the Board of Directors;
 - b. Upon the request of the General Director or at least 05 other managers;
 - c. Upon the request of at least 02 members of the Board of Directors;
 - d. Other necessary cases (if any).
4. The request specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed and decisions within the authority of the Board of Directors.
5. The Chairman of the Board of Directors must convene the meeting of the Board of Directors within seven (07) working days from the date of receipt of the request specified in Clause 3 of this Article. In case of failure to convene the meeting of the Board of Directors as requested, the Chairman of the Board of Directors shall be liable for damages caused to the Coporation; the requester has the right to replace the Chairman of the Board of Directors to convene the meeting of the Board of Directors.
6. The Chairman of the Board of Directors or the person convening the meeting of the Board of Directors must send the notice of the meeting at least three (03) working days before the meeting date. The notice of the meeting must specify the time and place of the meeting, the agenda, the issues to be discussed and decided. The notice of the meeting must be accompanied by documents used at the meeting and the voting ballots of the members.

The notice of the meeting of the Board of Directors may be sent by invitation letter, telephone, fax, electronic means or other methods and ensure that it reaches the contact address of each member of the Board of Directors registered with the Coporation.
7. The meeting of the Board of Directors is conducted when at least three-quarters (3/4) of the total number of members attend. If the meeting convened in accordance with this clause does not have enough members attending as required, it shall be convened for the second time within seven (07) days from the scheduled date of the first meeting. In this case, the meeting is conducted if more than half of the members of the Board of Directors attend.
8. Members of the Board of Directors are considered to have attended and voted at the meeting in the following cases:

- a. Attending and voting directly at the meeting;
 - b. Authorizing others to attend and vote as specified in Clause 11 of this Article;
 - c. Attending and voting through online conferences, electronic voting or other electronic forms;
 - d. Sending voting ballots to the meeting by mail, fax, email;
 - e. Sending voting ballots by other means as prescribed by the Coporation.
9. In case of sending voting ballots to the meeting by mail, the voting ballots must be in a sealed envelope and must be delivered to the Chairman of the Board of Directors no later than 01 hour before the opening. The voting ballots shall only be opened in the presence of all attendees.
10. Members must attend all meetings of the Board of Directors. Members may authorize others to attend and vote if approved by a majority of the members of the Board of Directors.
11. Resolutions and decisions of the Board of Directors are passed if approved by a majority of the members attending the meeting; in case of a tie, the final decision belongs to the side with the opinion of the Chairman of the Board of Directors.

Article 31. Subcommittees of the Board of Directors

1. The Board of Directors may establish subordinate committees to provide consultation, advice, and assistance to the Board of Directors in matters related to development policy, human resources, remuneration, internal audit, and risk management. The number of committee members shall be determined by the Board of Directors but shall consist of no fewer than three (03) members, including members of the Board of Directors and/or external individuals. The operation of such committees must comply with the rules and regulations set forth by the Board of Directors. A committee's resolution shall only be valid and effective if it is approved by a majority of the members attending and voting at the committee meeting.
2. The implementation of decisions of the Board of Directors or subcommittees of the Board of Directors must comply with current legal regulations and the provisions of the Coporation's Charter, the Coporation's Internal Governance Regulations.

Article 32. Corporate Governance Officer

1. The Board of Directors of the Coporation must appoint at least 01 corporate governance officer to support the corporate governance work at the enterprise. The corporate governance officer may concurrently act as the Coporation Secretary as prescribed in Clause 5, Article 156 of the Law on Enterprises.
2. The corporate governance officer shall not concurrently work for an approved audit organization that is auditing the Coporation's financial statements.

3. The corporate governance officer has the following rights and obligations:
- a. Advise the Board of Directors in organizing the General Meeting of Shareholders in accordance with regulations and related matters between the Corporation and shareholders;
 - b. Prepare meetings of the Board of Directors, the Audit Committee and the General Meeting of Shareholders as requested by the Board of Directors or the Audit Committee;
 - c. Advise on meeting procedures;
 - d. Attend meetings;
 - e. Advise on procedures for drafting resolutions of the Board of Directors in accordance with the law;
 - f. Provide financial information, copies of minutes of meetings of the Board of Directors and other information to members of the Board of Directors and members of the Audit Committee;
 - g. Supervise and report to the Board of Directors on the Corporation's information disclosure activities;
 - h. Act as the focal point for communication with stakeholders;
 - i. Maintain confidentiality of information in accordance with the law and the Corporation's Charter;
 - j. Other rights and obligations as prescribed by law and this Charter.

Article 33. Company Secretary

The Board of Directors appoints one (01) or more persons to act as the Corporation Secretary with terms and conditions, powers, and responsibilities as decided by the Board of Directors. The Board of Directors may dismiss the Corporation Secretary when necessary, but not contrary to current labor laws. The Corporation Secretary has the powers and obligations as decided by the Board of Directors.

CHƯƠNG VIII. GENERAL DIRECTOR AND OTHER EXECUTIVES

Article 34. Management Structure

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

resolutions and decisions of the Board of Directors.

Article 35. Business Executives of the Coporation

1. At the proposal of the General Director and with the approval of the Board of Directors, the Coporation may recruit other executives with the number and standards appropriate to the Coporation's structure and management regulations as prescribed by the Board of Directors. Business Executives shall be responsible for assisting the Coporation in achieving its stated operational and organizational goals.
2. The General Director is paid a salary and bonus. The salary and bonus of the General Director are decided by the Board of Directors.
3. The salary of Business Executives is included in the Coporation's business expenses in accordance with the law on enterprise income tax, is presented as a separate item in the Coporation's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.

Article 36. Appointment, Dismissal, Duties and Powers of the General Director

1. The Board of Directors appoints 01 member of the Board of Directors or hires another person to be the General Director.
2. The General Director is the person who manages the Coporation's daily business; subject to the supervision of the Board of Directors; responsible to the Board of Directors and before the law for the performance of assigned rights and obligations.
3. The term of office of the General Director is no more than 05 years and may be reappointed for an unlimited number of terms. The General Director must meet the standards and conditions prescribed by law and the Coporation's Charter.
4. The General Director has the following rights and obligations:
 - a. Decide on matters related to the Coporation's daily business operations. An activity is considered a daily business activity of the Coporation if it is not under the decision-making authority of the General Meeting of Shareholders and the Board of Directors;
 - b. Organize the implementation of resolutions and decisions of the Board of Directors;
 - c. Organize the implementation of the Coporation's business plan and investment plan;
 - d. Propose organizational structure plans, internal management regulations of the Coporation;
 - e. Appoint, dismiss, and discharge management titles in the Coporation, except for titles under the authority of the Board of Directors;
 - f. Decide on salaries and other benefits for employees in the Coporation, including

- managers under the General Director's appointment authority;
 - g. Recruit employees;
 - h. Propose dividend payment plans or handle business losses;
 - i. Other rights and obligations as prescribed by law, the Corporation's Charter and resolutions, decisions of the Board of Directors.
5. The Board of Directors may dismiss the General Director when a majority of the voting members of the Board of Directors attending the meeting agree and appoint a new General Director to replace them.

CHAPTER IX. AUDIT COMMITTEE UNDER THE BOARD OF DIRECTORS

Article 37. Nomination and Election of Audit Committee Members

1. The Chairman of the Audit Committee and other members of the Audit Committee are appointed by the Board of Directors and are not executives of the Corporation.
2. The appointment of the Chairman of the Audit Committee and other members of the Audit Committee must be approved by the Board of Directors at a meeting of the Board of Directors.

Article 38. Number, Organizational Structure and Term of Office of the Audit Committee

1. The Audit Committee is established by the Board of Directors and performs supervisory functions on the principles of independence, honesty, objectivity and confidentiality.
2. The number of members of the Audit Committee is from two (02) members or more. The specific number of members of the Audit Committee will be decided by the Board of Directors at the first meeting of the Board of Directors for that term. In which, the Chairman of the Audit Committee must be an independent member of the Board of Directors. Other members of the Audit Committee must be non-executive members of the Board of Directors.
3. The term of office of the Audit Committee corresponds to the term of office of the Board of Directors. Accordingly, the term of office of a member of the Audit Committee is no more than five (05) years and must not exceed the term of office of that member of the Board of Directors. Members of the Audit Committee may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a Corporation for no more than 02 consecutive terms.
4. Members of the Audit Committee must have knowledge of accounting, auditing, a general understanding of the law and the Corporation's operations and must not fall into the following cases:
 - a. Working in the Corporation's accounting and finance department;

- b. Being a member or employee of an independent audit firm that audits the Coporation's financial statements in the previous three (03) consecutive years.
5. The Chairman of the Audit Committee must have a university degree or higher in one of the majors of economics, finance, accounting, auditing, law, business administration or a major related to the business operations of the enterprise.

Article 39. Rights and Obligations of the Audit Committee

1. The Audit Committee has the rights and obligations specified in Article 161 of the Law on Enterprises, the Coporation's Charter and the following rights and obligations:
 - a. Supervise the accuracy of the Coporation's financial statements and official disclosures related to the Coporation's financial results;
 - b. Review the internal control and risk management system;
 - c. Review transactions with related persons under the approval authority of the Board of Directors or the General Meeting of Shareholders and make recommendations on transactions that require approval from the Board of Directors or the General Meeting of Shareholders;
 - d. Supervise the Coporation's internal audit department;
 - e. Recommend an independent audit firm, remuneration and related terms in the contract with the audit firm for the Board of Directors to approve before submitting to the Annual General Meeting of Shareholders for approval;
 - f. Monitor and evaluate the independence, objectivity of the audit firm and the effectiveness of the audit process, especially in cases where the Coporation uses non-audit services of the audit firm;
 - g. Supervise to ensure the Coporation's compliance with legal regulations, management agency requirements and other internal regulations of the Coporation.
2. The Chairman of the Audit Committee has the following powers and responsibilities:
 - a. Convene meetings of the Audit Committee.
 - b. Exchange with the Board of Directors, General Director, Chief Accountant and other managers and executives to collect information for the activities of the Audit Committee.
 - c. Prepare and sign the report of the Audit Committee to submit to the Board of Directors and the General Meeting of Shareholders.
3. Other rights and duties as prescribed by law and this Charter.

Article 40. Meetings of the Audit Committee

1. The Audit Committee must meet at least twice (02) a year. Minutes of the Audit Committee meetings must be prepared in detail, clearly and fully kept. The minute taker and members of the Audit Committee attending the meeting must sign the minutes of the meeting.

2. The Audit Committee passes decisions by voting at meetings, collecting written opinions or other forms as prescribed by the Audit Committee's Operating Regulations. Each member has one vote. Unless the Operating Regulations of the Committee stipulate a higher rate, the decision of the Audit Committee is passed if approved by a majority of the members attending the meeting; in case of a tie, the final decision belongs to the side with the opinion of the Chairman of the Audit Committee.

Article 41. Report on the Activities of Independent Members of the Board of Directors in the Audit Committee at the Annual General Meeting of Shareholders

1. Independent members of the Board of Directors in the Audit Committee are responsible for reporting on their activities at the Annual General Meeting of Shareholders.
2. The activity report of independent members of the Board of Directors in the Audit Committee must ensure the following contents:
 - a. Remuneration, operating expenses and other benefits of the Audit Committee and each member of the Audit Committee as prescribed by the Law on Enterprises and this Charter;
 - b. Summary of the Committee's meetings and the Audit Committee's conclusions and recommendations;
 - c. Results of supervision of the Corporation's financial statements, operating situation and financial situation;
 - d. Report on the assessment of transactions between the Corporation and related persons under the approval authority of the Board of Directors or the General Meeting of Shareholders;
 - e. Results of evaluating the coordination of activities between the Audit Committee and the Board of Directors, General Director and shareholders;
 - f. Other contents under the authority of the Audit Committee specified in this Charter.

CHAPTER X.

RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, GENERAL DIRECTOR, SECRETARY, CORPORATE GOVERNANCE OFFICER AND OTHER EXECUTIVES

Article 42. Duty of Care

Members of the Board of Directors, General Director, Corporation Secretary, Corporate Governance Officer and other executives are responsible for performing their duties, including duties as members of the Committees/Subcommittees of the Board of Directors, honestly, carefully and in the interests of the Corporation.

Article 43. Duty of Loyalty and Avoidance of Conflicts of Interest



1. Members of the Board of Directors, General Director, Deputy General Director, Chief Accountant and other Executives and Managers must disclose related interests as prescribed by the Law on Enterprises and related legal documents.
2. Members of the Board of Directors, General Director, Deputy General Director, Chief Accountant and other Executives and Managers and their Related Persons may only use information obtained through their positions to serve the interests of the Coporation.
3. Members of the Board of Directors, General Director, Deputy General Director, Chief Accountant and other Executives and Managers are obliged to notify the Board of Directors in writing of transactions between the Coporation, its subsidiaries, and other companies where the Coporation holds control over 50% or more of the charter capital with themselves or with their Related Persons as prescribed by law. For the above transactions approved by the General Meeting of Shareholders or the Board of Directors, the Coporation must disclose information about these resolutions in accordance with securities law on information disclosure.
4. Members of the Board of Directors shall not vote on transactions that bring benefits to themselves or their Related Persons as prescribed by the Law on Enterprises and this Charter.
5. Members of the Board of Directors, General Director, Deputy General Director, Chief Accountant and other Executives and Managers and their Related Persons shall not use or disclose internal information to others to conduct related transactions.
6. Transactions between the Coporation and one or more members of the Board of Directors, General Director, Deputy General Director, Chief Accountant and other Executives and Managers and individuals and organizations related to these persons are not invalid in the following cases:
 - a. For transactions with a value less than or equal to 35% of the total asset value recorded in the most recent financial statements, the important contents of the contract or transaction as well as the relationships and interests of members of the Board of Directors, General Director, other executives have been reported to the Board of Directors and approved by the Board of Directors by a majority vote of the members of the Board of Directors who do not have related interests;
 - b. For transactions with a value of more than 35% or transactions that result in the transaction value arising within twelve (12) months from the date of the first transaction with a value of 35% or more of the total asset value recorded in the most recent financial statements, the important contents of this transaction as well as the relationships and interests of members of the Board of Directors, General Director, other executives have been disclosed to shareholders and approved by the General Meeting of Shareholders by the votes of shareholders who do not have related interests.

Article 44. Liability for Damages and Compensation

1. Members of the Board of Directors, General Director and other executives who violate their duties, responsibilities of honesty and care, and fail to fulfill their obligations shall

- be liable for damages caused by their violations.
2. The Coporation compensates those who have been, are or may become a party involved in claims, lawsuits, prosecutions (including civil, administrative and non-lawsuits initiated by the Coporation) if that person has been or is a member of the Board of Directors, General Director, other executives, employees or representatives authorized by the Coporation who have been or are performing their duties under the Coporation's authorization, have acted honestly, carefully for the benefit of the Coporation on the basis of compliance with the law and there is no evidence confirming that they have violated their responsibilities.
 3. Compensation costs include judgment costs, fines, and actual payable amounts (including legal fees) when resolving these cases within the framework of the law. The Coporation may purchase insurance for these persons to avoid the above compensation responsibilities.

CHAPTER XI.

RIGHT TO INSPECT BOOKS AND COPORATION RECORDS

Article 45. Right to Inspect Books and Records

1. Common shareholders have the right to inspect books and records, specifically as follows:
 - a. Common shareholders have the right to review, inspect and extract information about names and contact addresses in the list of voting shareholders; request correction of inaccurate information about themselves; review, inspect, extract or copy the Coporation's Charter, minutes of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;
 - b. Shareholders or groups of shareholders holding 5% or more of the total common shares have the right to review, inspect, extract minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Audit Committee, contracts, transactions subject to approval by the Board of Directors and other documents, except documents related to the Coporation's trade secrets and business secrets.
2. In case the authorized representative of shareholders and groups of shareholders requests to inspect books and records, they must enclose the authorization letter of the shareholders and groups of shareholders they represent or a notarized copy of this authorization letter.
3. Members of the Board of Directors, General Director and other executives have the right to inspect the Coporation's shareholder register, shareholder list, books and other records of the Coporation for purposes related to their positions, provided that this information is kept confidential.
4. The Coporation must keep this Charter and amendments and supplements to the Charter, Business Registration Certificate, regulations, documents proving asset ownership, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes

of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Audit Committee, annual financial statements, accounting books and other documents as prescribed by law at the headquarter or another location provided that shareholders and the Business Registration Agency are notified of the location of these documents.

5. The Coporation's Charter must be published on the Coporation's website.

CHAPTER XII. EMPLOYEES AND TRADE UNION

Article 46. Employees and Trade Union

1. The General Director must prepare a plan for the Board of Directors to approve issues related to recruitment, employee dismissal, salary, social insurance, benefits, rewards and discipline for employees and Executives.
2. The General Director must prepare a plan for the Board of Directors to approve issues related to the Coporation's relationship with trade union organizations in accordance with best practices, customs and management policies, practices and policies specified in this Charter, the Coporation's regulations and current legal regulations.

CHAPTER XIII. PROFIT DISTRIBUTION

Article 47. Profit Distribution

1. The General Meeting of Shareholders decides the dividend payment rate and the form of annual dividend payment from the Coporation's retained profits.
2. The Coporation does not pay interest on dividend payments or payments related to a type of share.
3. The Board of Directors may propose that the General Meeting of Shareholders approve the payment of all or part of the dividend in shares and the Board of Directors is the implementing body of this decision.
4. In case dividends or other amounts related to a type of share are paid in cash, the Coporation must pay in Vietnamese Dong. Payment can be made directly or through banks based on bank account details provided by shareholders. In case the Coporation has transferred money according to the bank details provided by the shareholders but the shareholders do not receive the money, the Coporation is not responsible for the money the Coporation has transferred to these shareholders. Dividend payments for listed/registered shares traded on the Stock Exchange can be made through securities companies or the Vietnam Securities Depository and Clearing Corporation.
5. Based on the Law on Enterprises, the Law on Securities, the Board of Directors passes resolutions and decisions specifying a specific date to close the shareholder list. Based on that date, those registered as shareholders or owners of other securities are entitled to receive cash or stock dividends, receive notices or other documents.

6. Other issues related to profit distribution are carried out in accordance with the law.

CHAPTER XIV. BANK ACCOUNTS, FISCAL YEAR AND ACCOUNTING REGIME

Article 48. Bank Accounts

1. The Coporation opens accounts at Vietnamese banks or foreign bank branches licensed to operate in Vietnam.
2. With the prior approval of the competent authority, if necessary, the Coporation may open bank accounts abroad in accordance with legal regulations.
3. The Coporation conducts all payments and accounting transactions through Vietnamese Dong or foreign currency accounts at banks where the Coporation has opened accounts.

Article 49. Fiscal Year

The Coporation's fiscal year is calculated according to the calendar year, starting from January 01 every year and ending on December 31 every year.

Article 50. Accounting Regime

1. The accounting regime used by the Coporation is the enterprise accounting regime or the specific accounting regime issued and approved by the competent authority.
2. The Coporation prepares accounting books in Vietnamese and keeps accounting records in accordance with accounting laws and related laws. These records must be accurate, up-to-date, systematic and sufficient to prove and explain the Coporation's transactions.
3. The Coporation uses Vietnamese Dong as the accounting currency. In case the Coporation has economic transactions mainly in a foreign currency, it may choose that foreign currency as the accounting currency, be responsible for that choice before the law and notify the direct tax management agency.

CHAPTER XV. FINANCIAL STATEMENTS, ANNUAL REPORTS AND INFORMATION DISCLOSURE RESPONSIBILITIES

Article 51. Annual, Semi-Annual and Quarterly Financial Statements

1. The Coporation must prepare annual financial statements and the annual financial statements must be audited in accordance with the law. The Coporation publishes audited annual financial statements in accordance with the law on information disclosure in the securities market and submits them to competent state agencies.
2. The annual financial statements must include all reports, appendices and explanations in accordance with enterprise accounting laws. The annual financial statements must reflect

the Coporation's operating situation honestly and objectively.

3. The Coporation must prepare and publish reviewed semi-annual financial statements and quarterly financial statements in accordance with the law on information disclosure in the securities market and submit them to competent state agencies.

Article 52. Annual Report

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

CHAPTER XVI. COPORATION AUDIT

Article 53. Audit

1. The General Meeting of Shareholders appoints an independent audit firm or approves a list of independent audit firms and authorizes the Board of Directors to decide to select one of these units to audit the Coporation's financial statements for the next fiscal year based on the terms and conditions agreed with the Board of Directors.
2. The audit report is attached to the Coporation's annual financial statements.
3. Independent auditors who audit the Coporation's financial statements are entitled to attend the General Meeting of Shareholders and have the right to receive notices and other information related to the General Meeting of Shareholders and have the right to speak at the meeting on matters related to the audit of the Coporation's financial statements.

CHAPTER XVII. COPORATION SEAL

Article 54. Coporation Seal

1. The seal includes a seal made at a seal engraving establishment or a seal in the form of a digital signature in accordance with the law on electronic transactions.
2. The Board of Directors decides on the type of seal, quantity, form and content of the Coporation's seal, branches and representative offices of the Coporation.
3. The Board of Directors and the General Director use and manage the seal in accordance with current legal regulations.

CHAPTER XVIII. COPORATION DISSOLUTION

Article 55. Coporation Dissolution

1. The Coporation may be dissolved in the following cases:

- a. The operating term specified in the Coporation's Charter expires without a decision to extend it;
 - b. According to the resolutions and decisions of the General Meeting of Shareholders;
 - c. The Business Registration Certificate is revoked, unless the Law on Tax Administration provides otherwise;
 - d. Other cases as prescribed by law.
2. The early dissolution of the Coporation (including the extended term) is decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified or approved by the competent authority (if required) as prescribed.

Article 56. Extension of Operation

1. The Board of Directors convenes the General Meeting of Shareholders at least 07 months before the end of the operating term so that shareholders can vote on the extension of the Coporation's operation as proposed by the Board of Directors.
2. The operating term is extended when the number of shareholders representing 65% or more of the total voting shares of all attending shareholders of the General Meeting of Shareholders agree.

Article 57. Liquidation

1. At least 06 months before the end of the Coporation's operating term or after the decision to dissolve the Coporation, the Board of Directors must establish a Liquidation Committee consisting of 03 members, of which 02 members are appointed by the General Meeting of Shareholders and 01 member is appointed by the Board of Directors from an independent audit firm. The Liquidation Committee prepares its operating regulations. Members of the Liquidation Committee may be selected from among the Coporation's employees or independent experts. All liquidation costs are paid by the Coporation in priority over other debts of the Coporation.
2. The Liquidation Committee is responsible for reporting to the Business Registration Agency on the Establishment Date and the start date of operation. From that point on, the Liquidation Committee represents the Coporation in all matters related to the liquidation of the Coporation before the Court and administrative agencies.
3. Proceeds from the liquidation are paid in the following order:
 - a. Liquidation costs;
 - b. Salary debts, severance allowances, social insurance and other benefits of employees under collective labor agreements and signed labor contracts;
 - c. Tax debts;

- d. Other debts of the Coporation;
- e. The remainder after paying all debts from items (a) to (d) above is distributed to shareholders. Preferred shares are paid first.

CHAPTER XIX. INTERNAL DISPUTE RESOLUTION

Article 58. nternal Dispute Resolution

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

- a. Shareholders and the Coporation;
- b. Shareholders and the Board of Directors, General Director or other executives;

The parties concerned try to resolve the dispute through negotiation and mediation. Unless the dispute relates to the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors presides over the dispute resolution and requests each party to present information related to the dispute within thirty (30) working days from the date the dispute arises. In case the dispute relates to the Board of Directors or the Chairman of the Board of Directors, either party may request the appointment of an independent expert to mediate the dispute resolution process.

2. If a mediation decision is not reached within six (06) weeks from the start of the mediation process or if the mediator's decision is not accepted by the parties, one party may take the dispute to Arbitration or the Court.
3. The parties bear their own costs related to the negotiation and mediation procedures. The payment of Court costs is made in accordance with the Court's ruling.

CHAPTER XX. CHARTER AMENDMENT AND SUPPLEMENTATION

Article 59. Coporation Charter

1. The amendment and supplementation of this Charter must be considered and decided by the General Meeting of Shareholders.
2. In case the law has provisions related to the Coporation's operations that are not mentioned in this Charter or in case there are new legal provisions that differ from the provisions in this Charter, those provisions shall apply to adjust the Coporation's operations.

**CHAPTER XXI.
EFFECTIVE DATE**

Article 60. Effective Date

1. This Charter is amended and supplemented for the 18th time, including 21 chapters and 60 articles, unanimously approved by the General Meeting of Shareholders of Waterway Construction Corporation 4 - JSC on April 28, 2025 and agrees to the full text effectiveness of this Charter.
2. The Charter is made in five (05) copies, with equal validity and kept at the Coporation's headquater.
3. This Charter is the sole and official Charter of the Coporation.
4. Copies or excerppts of the Coporation's Charter are only valid when signed by the Chairman of the Board of Directors or the Coporation's legal representative.

**LEGAL REPRESENTATIVE
HYDRAULICS CONSTRUCTION CORPORATION NO.4 -
JOINT STOCK COPORATION**



NGUYEN DINH QUYEN