

**DISCLOSURE OF INFORMATION ON THE ELECTRONIC PORTAL OF
THE STATE SECURITIES COMMISSION AND THE HANOI STOCK
EXCHANGE**

To:

- The State Securities Commission;
- The Hanoi Stock Exchange.

Company Name: Phuoc An Port Investment and Exploitation Petroleum Joint Stock Company

Stock Code: PAP

Head Office Address: Phuoc An Port, Ba Truong Hamlet, Phuoc An Commune, Dong Nai Province, Vietnam

Phone: 02513 685588/ 19005168

Person in charge of information disclosure: Nguyen Van Hoang

Position: Head of Organization & Administration Department / Secretary of the Board of Directors / Authorized Information Disclosure Representative

Type of information disclosed: Extraordinary (within 24 hours)

Content of information disclosure: On March 18, 2026, the Board of Directors of the Company issued Resolution No. 35/NQ-PAP on the promulgation of the Charter of Phuoc An Port Investment and Petroleum Exploitation Joint Stock Company.

This information was disclosed on the Company's website on the same date at the link <https://phuocanport.com>. We hereby certify that the above-disclosed information is true and accurate, and we assume full responsibility before the law for the contents disclosed.

Best regards./.

**PHUOC AN PORT INVESTMENT AND EXPLOITATION
PETROLEUM JOINT STOCK COMPANY
INFORMATION DISCLOSURE REPRESENTATIVE**



NGUYEN VAN HOANG

RESOLUTION

Re: Promulgation of the Charter of Phuoc An Port Investment and Petroleum Exploitation Joint Stock Company

BOARD OF DIRECTORS OF PHUOC AN PORT INVESTMENT AND DEVELOPMENT JOINT STOCK COMPANY

Pursuant to the Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 and its guiding documents for implementation;

Pursuant to the Charter on Organization and Operation of Phuoc An Port Investment and Petroleum Exploitation Joint Stock Company;

Pursuant to Resolution No. 14/NQ-PAP dated February 03, 2026 of the General Meeting of Shareholders (approved in the form of collecting shareholders' written opinions) of Phuoc An Port Investment and Petroleum Exploitation Joint Stock Company;

Pursuant to Resolution No. 31/NQ-PAP dated March 13, 2026 of the Board of Directors approving the results of the Company's private placement of shares.

RESOLUTION

Article 1: Article 1: Promulgate together with this Resolution the "Charter of Phuoc An Port Investment and Petroleum Exploitation Joint Stock Company", consisting of 21 Chapters and 58 Articles (the attached Charter).

Article 2: This Charter shall take effect from March 20, 2026, replacing the Charter issued on October 02, 2025 of the Company.

Article 3: Members of the Board of Directors, the Supervisory Board, and the Board of Management of Phuoc An Port Investment and Petroleum Exploitation Joint Stock Company shall be responsible for the implementation of this Resolution.

Recipients:

- As stated in Article 3;
- State Securities Commission of Vietnam;
- Hanoi Stock Exchange;
- PAP Website;
- Filed at: Administration Office, Board of Directors.



Nguyen Thanh Dat

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

**ARTICLES OF ASSOCIATION OF
PHUOC AN PORT INVESTMENT AND PETROLEUM
EXPLOITATION JOINT STOCK COMPANY**



Dong Nai, March 18, 2026

PREAMBLE

This Charter is adopted pursuant to Resolution No. 14/NQ-PAP dated February 3, 2026 of the General Meeting of Shareholders and Resolution No. 31/NQ-PAP dated March 13, 2026 of the Board of Directors.

I. DEFINITIONS OF TERMS IN THE ARTICLES OF ASSOCIATION

Article 1. Interpretation of Terms

1. In these Articles of Association, the following terms shall be construed as follows:
 - a. "Charter Capital" means the total par value of shares that have been sold or registered for subscription upon the establishment of the joint stock company and in accordance with Article 6 of these Articles of Association;
 - b. "Voting Capital" means share capital under which the holder has the right to vote on matters falling within the decision-making authority of the General Meeting of Shareholders.
 - c. "Law on Enterprises" means the Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
 - d. "Law on Securities" means the Law on Securities No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019.
 - dd. "Vietnam" means the Socialist Republic of Vietnam;
 - e. "Date of Establishment" means the date on which the Company is first granted the Enterprise Registration Certificate;
 - g. "Executive Officers" means the General Director, Deputy General Director, Chief Accountant and other executive officers as stipulated in these Articles of Association;
 - h. "Company Managers" means the managers of the Company, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director, and other individuals holding managerial positions as stipulated in these Articles of Association.
 - i. "Related Person" means an individual or organization as defined in Clause 46, Article 4 of the Law on Securities;
 - k. "Major Shareholder" means a shareholder as defined in Clause 18, Article 4 of the Law on Securities;
 - l. "Term of Operation" means the operational duration of the Company as stipulated in Clause 5, Article 2 of these Articles of Association;
 - m. "Stock Exchange" means the Vietnam Stock Exchange and its subsidiaries.
2. In these Articles of Association, any reference to one or more provisions or other legal documents shall include any amendments thereto or documents replacing them.
3. Headings (chapters and articles of these Articles of Association) are included for convenience of reference only and shall not affect the interpretation or contents of these Articles of Association.

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

Article 2. Name, Form, Head Office, Branches, Representative Offices and Term of Operation of the Company

1. Name of the Company
 - Vietnamese name: PHUOC AN PORT PETROLEUM INVESTMENT AND EXPLOITATION JOINT STOCK COMPANY
 - English name: PETROVIETNAM PHUOC AN PORT INVESTMENT & OPERATION JOINT STOCK COMPANY

- Trading name: PHUOC AN PORT
 - Abbreviation: PAP
2. The Company is a joint stock company with legal entity status in accordance with the applicable laws of Vietnam.
 3. Registered head office of the Company:
 - Address: Phuoc An Port, Ba Truong Hamlet, Phuoc An Commune, Dong Nai Province, Vietnam.
 - Phone: 0251 3685588; 19005168
 - Email: info@phuocanport.com
 - Website: <https://phuocanport.com>
 4. The Company may establish branches and representative offices in business locations in order to achieve the Company's operational objectives in accordance with resolutions of the Board of Directors and within the scope permitted by law.
 5. Unless terminated earlier as provided in Clause 2, Article 54, the term of operation of the Company shall commence from the Date of Establishment and shall be indefinite.

Article 3. Legal Representative of the Company

1. The Chairman of the Board of Directors and the General Director shall be the Legal Representatives of the Company.
2. The rights and obligations of the Legal Representatives shall be exercised in accordance with the provisions of the Law on Enterprises, the Civil Code, and other relevant applicable laws and regulations.

III. OBJECTIVES, BUSINESS SCOPE AND OPERATIONS OF THE COMPANY

Article 4. Objectives of the Company

1. Business lines of the Company:
 - Investment, operation and exploitation of seaports and logistics; real estate business; investment in construction and business of infrastructure for industrial parks, residential areas and urban areas; housing services for workers and other related services in accordance with the provisions of law.
 - Electricity generation, **industry code 3511** (excluding the construction and operation of multi-purpose hydropower plants and nuclear power plants of special importance to the socio-economic development).
 - Electricity transmission and distribution, **industry code 3512** (excluding national electricity transmission, national power system dispatching and management of electricity distribution grids, multi-purpose hydropower plants and nuclear power plants of special importance to the socio-economic development).
 - Construction of electrical works, **industry code 4221** (excluding the construction and operation of multi-purpose hydropower plants and nuclear power plants of special importance to the socio-economic development).
2. Objectives of the Company:
 - a. To maximize profits;
 - b. To continuously enhance the interests of the Shareholders;
 - c. To create employment opportunities and improve the income and welfare of employees;
 - d. To further develop and strengthen the Company;
 - e. To contribute to the State budget.

Article 5. Business Scope and Operations of the Company

The Company is permitted to conduct business activities in the business lines specified in these Articles of Association that have been duly registered and whose changes have been notified to the business registration authority and published on the National Enterprise Registration Portal. In the case where the Company engages in conditional business lines, the Company must satisfy all business conditions as prescribed by the Law on Investment and other relevant specialized laws.

IV. CHARTER CAPITAL, SHARES AND FOUNDING SHAREHOLDERS

Article 6. Charter Capital, Shares and Founding Shareholders

1. The charter capital of the Company at the time of adoption of these Articles of Association is VND 3,570,000,000,000 (three trillion five hundred and seventy billion Vietnamese dong). The total charter capital of the Company is divided into 357,000,000 (three hundred and fifty-seven million) shares with a par value of VND 10,000 (ten thousand Vietnamese dong) per share.
2. The Company may change its charter capital upon approval by the General Meeting of Shareholders and in accordance with the provisions of law.
3. All shares of the Company at the date of adoption of these Articles of Association are ordinary shares. The rights and obligations of shareholders holding each class of shares are stipulated in Article 12 and Article 13 of these Articles of Association.
4. The Company may issue other classes of preference shares subject to the approval of the General Meeting of Shareholders and in accordance with the provisions of law.
5. Ordinary shares must be offered for sale to existing shareholders in priority in proportion to their respective holdings of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. Any shares not subscribed for by shareholders shall be decided by the Board of Directors. The Board of Directors may distribute such shares to shareholders and other persons on terms not more favorable than those offered to the existing shareholders unless otherwise approved by the General Meeting of Shareholders.
6. The Company may repurchase shares issued by the Company in accordance with the methods prescribed in these Articles of Association and applicable laws.
7. The Company may issue other types of securities in accordance with the provisions of law.

Article 7. Share Certificates

1. Shareholders of the Company shall be issued share certificates corresponding to the number and class of shares they own.
2. A share certificate is a type of security certifying the lawful rights and interests of its holder in respect of a portion of the share capital of the issuing organization. A share certificate must contain all contents as prescribed in Clause 1, Article 121 of the Law on Enterprises.
3. Within sixty (60) days from the date of submission of a complete application for transfer of share ownership in accordance with the Company's regulations, or within sixty (60) days (or another period as stipulated in the issuance terms) from the date of full payment for shares in accordance with the Company's share issuance plan, the owner of such shares shall be issued a share certificate. The shareholder shall not be required to pay the Company any cost for the printing of the share certificate.
4. In the event that a share certificate is lost, destroyed, or damaged in any other form, the shareholder shall be re-issued a share certificate by the Company upon request. Such request must include the following contents:
 - a. Information on the share certificate that has been lost, damaged, or otherwise destroyed;
 - b. A commitment to assume responsibility for any disputes arising from the issuance of the new share certificate.

Article 8. Other Securities Certificates

Bond certificates or other securities certificates issued by the Company shall bear the signature of the legal representative and the seal of the Company.

Article 9. Transfer of Shares

1. All shares may be freely transferred unless otherwise provided for in these Articles of Association or by law. Shares listed or registered for trading on the Stock Exchange shall be transferred in accordance with the provisions of the laws on securities and the securities market.
2. Shares that have not been fully paid for shall not be transferred and shall not enjoy related rights and benefits such as the right to receive dividends, the right to receive shares issued for capital increase from equity, the right to purchase newly offered shares, and other rights and benefits in accordance with the provisions of law.

Article 10. Share Forfeiture

1. In the event that a shareholder fails to fully and timely pay the amount payable for the subscription of shares, the Board of Directors shall issue a notice and shall have the right to request such shareholder to pay the outstanding amount together with interest on such amount and any expenses incurred due to the failure to make full payment to the Company.
2. The above payment notice must specify a new payment deadline (which shall be at least seven (07) days from the date the notice is sent), the place of payment, and shall clearly state that if the payment is not made in accordance with the notice, the unpaid shares shall be subject to forfeiture.
3. The Board of Directors shall have the right to forfeit shares that have not been fully and timely paid for in the event that the requirements set out in the above notice are not complied with.
4. Shares that are forfeited shall be deemed shares available for offering as stipulated in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly sell or authorize the sale and redistribution of such shares under such terms and in such manner as it deems appropriate.
5. A shareholder whose shares are forfeited shall cease to be a shareholder in respect of such shares but shall remain liable to pay all relevant amounts and accrued interest at a rate not exceeding 150% of the lending interest rate for the same term offered by the best bank in Vietnam at the time of forfeiture, as determined by the Board of Directors, from the date of forfeiture until the date of payment. The Board of Directors shall have full authority to decide on the enforcement of payment of the full value of the shares at the time of forfeiture.
6. A notice of forfeiture shall be sent to the holder of the forfeited shares prior to the forfeiture. The forfeiture shall remain valid even in the event of any error or negligence in the sending of such notice.

V. ORGANIZATIONAL STRUCTURE, MANAGEMENT AND SUPERVISION

Article 11. Organizational Structure, Management and Supervision

The organizational structure for management, governance and supervision of the Company shall comprise:

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

VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of Shareholders

1. Ordinary shareholders shall have the following rights:
 - a. To attend and speak at meetings of the General Meeting of Shareholders and to exercise voting rights directly at such meetings or through an authorized representative or other forms as provided for by the Company's Articles of Association and applicable laws. Each ordinary share shall carry one vote;
 - b. To receive dividends at the rate decided by the General Meeting of Shareholders;
 - c. To freely transfer their shares to other persons, except in cases provided for in Clause 3, Article 120 and Clause 1, Article 127 of the Law on Enterprises and other relevant provisions of law;
 - d. To have priority in subscribing for new shares in proportion to their respective holdings of ordinary shares in the Company;
 - e. To examine, search for and extract information relating to names and contact addresses in the list of shareholders entitled to vote; and to request correction of inaccurate information relating to themselves;
 - f. To examine, search for, extract or copy the Company's Articles of Association, minutes of meetings of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;
 - g. In the event that the Company is dissolved or declared bankrupt, to receive a portion of the remaining assets corresponding to their shareholding ratio in the Company;
 - h. To request the Company to repurchase their shares in the cases provided for in Article 132 of the Law on Enterprises;
 - i. To be treated equally. Each share of the same class shall confer equal rights, obligations and interests on its holder. Where the Company has different classes of preference shares, the rights and obligations attached to such preference shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;
 - j. To have full access to periodic and extraordinary information disclosed by the Company in accordance with the provisions of law;
 - k. Other rights as provided for by law and these Articles of Association.
2. Shareholders or groups of shareholders holding 5% or more of the total ordinary shares shall have the following rights:
 - a. To request the Board of Directors to convene a meeting of the General Meeting of Shareholders in accordance with the provisions of Clause 3, Article 115 and Article 140 of the Law on Enterprises;
 - b. To examine, search for and extract minutes, resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, contracts and transactions subject to approval by the Board of Directors, and other documents, except for documents relating to the Company's trade secrets and business secrets;
 - c. To request the Board of Supervisors to inspect specific matters relating to the management and operation of the Company when deemed necessary. Such request must be made in writing and must include the following information: full name, contact address, nationality, and legal identification documents in respect of individual shareholders; name, enterprise code or legal identification documents and head office address in respect of organizational shareholders; number of shares and the time of share registration of each shareholder, the total number of shares held by the group of shareholders and the ownership ratio in the total number of shares of the Company; matters to be inspected and the purpose of the inspection;

- d. To propose matters to be included in the agenda of the General Meeting of Shareholders. Such proposal must be made in writing and sent to the Company no later than three (03) working days prior to the opening date of the meeting. The proposal must clearly state the name of the shareholder, the number of each class of shares held by the shareholder, and the matter proposed to be included in the meeting agenda;
 - e. Other rights as provided for by law and these Articles of Association.
3. Shareholders or groups of shareholders holding 10% or more of the total ordinary shares, or a smaller percentage as provided in the Company's Articles of Association, shall have the right to nominate candidates to the Board of Directors and the Board of Supervisors. The nomination of candidates to the Board of Directors and the Board of Supervisors shall be carried out as follows:
 - a. Ordinary shareholders forming a group to nominate candidates to the Board of Directors and the Board of Supervisors 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 and the Board of Supervisors, shareholders or groups of shareholders specified in this clause shall have the right to nominate one or more candidates as members of the Board of Directors and the Board of Supervisors in accordance with the decision of the General Meeting of Shareholders. In the event that the number of candidates nominated by shareholders or groups of shareholders is less than the number of candidates they are entitled to nominate according to the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Board of Supervisors and other shareholders

Article 13. Obligations of Shareholders

Ordinary shareholders shall have the following obligations:

1. To comply with the Company's Articles of Association and internal regulations; and to abide by the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
2. Not to withdraw the capital contributed in the form of ordinary shares from the Company in any manner, except where such shares are repurchased by the Company or transferred to another person. In the event that a shareholder withdraws part or all of the contributed share capital in violation of this provision, such shareholder and the related persons in the Company shall be jointly liable for the Company's debts and other property obligations within the value of the shares withdrawn and for any damages incurred.
3. To keep confidential the information provided by the Company in accordance with the Company's Articles of Association and applicable laws; to use such information only for the purpose of exercising and protecting their lawful rights and interests; and not to disclose, copy or send such information provided by the Company to other organizations or individuals.
4. To attend meetings of the General Meeting of Shareholders and exercise voting rights through the following forms:
 - a. Attending and voting directly at the meeting;
 - b. Authorizing another individual or organization to attend and vote at the meeting;
 - c. Attending and voting through online meetings, electronic voting or other electronic forms;
 - d. Sending voting ballots to the meeting by mail, fax or email.
5. To pay in full and on time the number of shares committed to be purchased.
To fulfill other obligations in accordance with the provisions of applicable laws.
6. To bear personal responsibility when acting in the name of the Company in any form to carry out any of the following acts:

- a. Violating the law;
- b. Conducting business or other transactions for personal gain or for the benefit of other organizations or individuals;
- c. Paying debts that are not yet due in the face of financial risks to the Company.

Article 14. General Meeting of Shareholders

1. The General Meeting of Shareholders (“GMS”) consists of all shareholders with voting rights and is the highest decision-making body of the Company. The Annual General Meeting of Shareholders shall be held once every year. The Annual General Meeting of Shareholders must be convened within four (04) months from the end of the fiscal year. The Board of Directors may decide to extend the time for convening the Annual General Meeting of Shareholders where necessary, but not exceeding six (06) months from the end of the fiscal year. In addition to the annual meeting, the GMS may hold extraordinary meetings. The location of the GMS shall be determined as the place where the chairperson attends the meeting and must be within the territory of Vietnam.
2. The Board of Directors shall convene the Annual General Meeting of Shareholders and select an appropriate venue. The Annual General Meeting of Shareholders shall decide on matters as prescribed by law and the Company’s Charter, particularly the approval of the audited annual financial statements. In the event that the audit report on the Company’s annual financial statements contains material qualifications, adverse opinions, or disclaimers, the Company must invite a representative of the approved auditing organization that conducted the audit of the Company’s financial statements to attend the Annual General Meeting of Shareholders, and such representative shall be responsible for attending the Company’s Annual General Meeting of Shareholders.
3. The Board of Directors must convene an Extraordinary General Meeting of Shareholders in the following cases
 - a. When the Board of Directors deems it necessary for the interests of the Company.
 - b. When the number of remaining members of the Board of Directors or the Supervisory Board is less than the minimum number as prescribed by law;
 - c. Upon request of a shareholder or a group of shareholders as stipulated in Clause 2, Article 115 of the Law on Enterprises. The request for convening the General Meeting of Shareholders must be made in writing, clearly stating the reason and purpose of the meeting, and must bear the signatures of the relevant shareholders, or the request may be made in several documents containing sufficient signatures of the relevant shareholders
 - d. Upon request of the Supervisory Board
 - 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 number of remaining members of the Board of Directors or Supervisors falls as prescribed in Point b, Clause 3 of this Article, or from the date of receipt of the request stipulated in Points c and d, Clause 3 of this Article;
 - b. In the event that the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in Point a, Clause 4 of this Article, within the following thirty (30) days, the Supervisory Board shall replace the Board of Directors in convening the General Meeting of Shareholders in accordance with Clause 3, Article 140 of the Law on Enterprises;
 - c. In the event that the Supervisory Board fails to convene the General Meeting of Shareholders as prescribed in Point b, Clause 4 of this Article, the shareholder or group of shareholders stipulated in Point c, Clause 3 of this Article shall have the right to represent the Company in convening the General Meeting of Shareholders in accordance with the Law on Enterprises.

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

- d. Procedures for organizing the General Meeting of Shareholders shall comply with Clause 5, Article 140 of the Law on Enterprises.

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

1. The General Meeting of Shareholders has the following rights and duties:
 - a. Approving the development orientation of the Company;
 - b. Deciding on the classes of shares and the total number of shares of each class authorized to be offered; deciding the annual dividend rate for each class of shares;
 - c. Electing, dismissing, and removing members of the Board of Directors and Supervisors;
 - d. Deciding on investments or the sale of assets with a value equal to or greater than 35% of the total asset value recorded in the most recent financial statements of the Company;
 - e. Deciding on amendments and supplements to the Company's Charter;
 - f. Approving the annual financial statements;
 - g. Deciding on the repurchase of more than 10% of the total number of issued shares of each class
 - h. Reviewing and handling violations committed by members of the Board of Directors or Supervisors that cause damage to the Company and its shareholders;
 - i. Deciding on the reorganization or dissolution of the Company;
 - j. Deciding the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
 - k. Approving the Internal Corporate Governance Regulation and the Operating Regulations of the Board of Directors and the Supervisory Board;
 - l. Approving the list of approved auditing firms; deciding the approved auditing firm to examine the Company's operations and dismissing an approved auditor when deemed necessary;
 - m. Other rights and duties as prescribed by law.
2. The General Meeting of Shareholders shall discuss and approve the following matters:
 - a. The Company's annual business plan;
 - b. The audited annual financial statements;
 - c. The report of the Board of Directors on corporate governance and the performance of the Board of Directors and each of its members;
 - d. The report of the Supervisory Board on the Company's business performance and on the performance of the Board of Directors and the General Director;
 - e. The self-assessment report on the performance of the Supervisory Board and each Supervisor;
 - f. The dividend rate for each share of each class;
 - g. The number of members of the Board of Directors and the Supervisory Board;
 - h. Approving the list of approved auditing firms; deciding the approved auditing firm to examine the Company's activities when deemed necessary;
 - i. Electing, dismissing, and removing members of the Board of Directors and the Supervisory Board;

- j. Deciding the budget or the total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
 - k. Amending and supplementing the Company's Charter;
 - l. The classes of shares and the number of new shares to be issued for each class and the transfer of shares of founding shareholders within the first three (03) years from the date of establishment
 - m. Dividing, separating, consolidating, merging, or converting the Company;
 - n. Reorganizing and dissolving (liquidating) the Company and appointing a liquidator;
 - o. Deciding on investment transactions or the sale of assets with a value equal to or greater than 35% of the total asset value of the Company recorded in the most recent financial statements;
 - p. Deciding on the repurchase of more than 10% of the total issued shares of each class;
 - q. The Company entering into contracts or transactions with the entities specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total asset value of the Company recorded in the most recent financial statements;
 - r. Approving 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;
 - s. Other matters as prescribed by law and this Charter.
3. All resolutions and matters 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. A shareholder or the authorized representative of an institutional shareholder may attend the meeting in person or authorize one or more individuals or organizations to attend the meeting on their behalf, or attend the meeting through one of the forms specified in Clause 3, Article 144 of the Law on Enterprises.
- 2. The authorization of an individual or organization to represent a shareholder in attending the General Meeting of Shareholders as stipulated in Clause 1 of this Article must be made in writing. The power of attorney shall be prepared in accordance with civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the content and scope of authorization, the term of authorization, and the signatures of both the authorizing and the authorized parties

The authorized representative attending the General Meeting of Shareholders must submit the power of attorney upon registration for the meeting. In case of re-authorization, the attendee must additionally present the original power of attorney from the shareholder or the authorized representative of the institutional shareholder (if it has not been previously registered with the Company).

- 3. The voting ballot of the authorized representative attending the meeting within the authorized scope shall remain valid in the event that one of the following circumstances occurs:
 - a. The authorizing person has died, has limited civil act capacity, or has lost civil act capacity;
 - b. The authorizing person has revoked the authorization;
 - c. The authorizing person has revoked the authority of the person carrying out the authorization.

This provision shall not apply if the Company receives notice of any of the above events before the opening time of the General Meeting of Shareholders or before the meeting is reconvened.

Article 17. Variation of Rights

1. Any amendment or cancellation of special rights attached to a class of preference shares shall be effective when approved by shareholders representing at least sixty-five percent (65%) of the total voting votes of all shareholders attending the meeting. A resolution of the General Meeting of Shareholders that adversely changes the rights and obligations of shareholders holding preference shares shall only be adopted if it is approved by shareholders holding the same class of preference shares attending the meeting and representing at least seventy-five percent (75%) of the total number of such preference shares, or by shareholders holding the same class of preference shares representing at least seventy-five percent (75%) of the total number of such preference shares in the case where the resolution is adopted by written consultation.
2. A meeting of shareholders holding a particular class of preference shares to approve the above-mentioned change shall only be valid when attended by at least two (02) shareholders (or their authorized representatives) holding at least one-third (1/3) of the total par value of the issued shares of that class. In the event that the required quorum is not met, the meeting shall be reconvened within thirty (30) days thereafter, and the shareholders holding such class of shares present in person or through authorized representatives (regardless of the number of participants and shares held) shall be deemed sufficient to constitute a quorum. At such meetings of shareholders holding preference shares, the shareholders holding such class of shares present in person or through their authorized representatives may request a secret ballot. Each share of the same class shall carry equal voting rights at the above meetings.
3. The procedures for conducting such separate meetings shall be carried out in accordance with the provisions of Articles 19, 20, and 21 of this Charter.
4. Unless otherwise provided in the terms of issuance of shares, the special rights attached to classes of shares having preferential rights with respect to certain or all matters relating to the distribution of profits or assets of the Company shall not be altered when the Company issues additional shares of the same class.

Article 18. Convening, Meeting Agenda and Notice of the General Meeting of Shareholders

1. The Board of Directors shall convene the Annual General Meeting of Shareholders and Extraordinary General Meetings of Shareholders. The Board of Directors shall convene an Extraordinary General Meeting 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 the list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than ten (10) days before the date of sending the notice of invitation to the General Meeting of Shareholders. The Company must disclose information on the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days before the record date;
 - b. Prepare the meeting agenda and contents of the meeting;
 - c. Prepare documents for the meeting;
 - d. Draft resolutions of the General Meeting of Shareholders according to the expected contents of the meeting;
 - e. Determine the time and venue for the meeting;
 - f. Notify and send the notice of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;
 - g. Perform other tasks serving the meeting.

3. The notice of the General Meeting of Shareholders shall be sent to all shareholders by a method that ensures delivery to the shareholders' contact addresses and simultaneously published on the Company's website and the websites of the State Securities Commission and the Stock Exchange where the Company's shares are listed or registered for trading. The person convening the General Meeting of Shareholders must send the notice of invitation 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 General Meeting of Shareholders (calculated from the date the notice is properly sent or dispatched).

The agenda of the General Meeting of Shareholders and documents related to matters to be voted on at the meeting shall be sent to shareholders and/or posted on the Company's website. In case such documents are not attached to the notice of the General Meeting of Shareholders, the notice must clearly state the link to all meeting documents so that shareholders can access them, including:

- a. The meeting agenda and documents to be used at the meeting;
 - b. The list and detailed information of candidates in the case of election of members of the Board of Directors or Supervisors;
 - c. Voting ballots;
 - d. Form of authorization for appointing a representative to attend the meeting;
 - e. Draft resolutions for each matter on the meeting agenda.
4. A shareholder or group of shareholders as stipulated in Clause 2, Article 12 of this Charter has the right to propose matters to be included in the agenda of the General Meeting of Shareholders. Such proposals must be made in writing and sent to the Company no later than three (03) working days before the opening date of the General Meeting of Shareholders. The proposal must include the full name of the shareholder, the number of shares of each class held by the shareholder, and the matters proposed to be included in the meeting agenda.
 5. The person convening the General Meeting of Shareholders has the right to refuse proposals specified in Clause 4 of this Article in any of the following cases:
 - a. The proposal is not submitted in accordance with Clause 4 of this Article;
 - b. At the time of the proposal, the shareholder or group of shareholders does not hold at least five percent (5%) of the ordinary shares as stipulated in Clause 2, Article 12 of this Charter;
 - c. The proposed matter does not fall within the decision-making authority of the General Meeting of Shareholders;
 - d. Other cases as prescribed by law and this Charter.
 6. The person convening the General Meeting of Shareholders must accept and include proposals specified in Clause 4 of this Article in the proposed meeting agenda and contents, except in the cases specified in Clause 5 of this Article. Such proposals shall be officially added to the meeting agenda and contents if approved by the General Meeting of Shareholders.

Article 19. Conditions for Holding a General Meeting of Shareholders

1. A General Meeting of Shareholders shall be conducted when the number of shareholders attending the meeting represents more than 50% of the total voting shares.
2. In the event that the first meeting does not meet the conditions for conducting the meeting as stipulated in Clause 1 of this Article, the invitation notice for the second meeting must be sent within 30 days from the originally scheduled date of the first meeting. The second General Meeting of Shareholders shall be conducted when the number of shareholders attending the meeting represents at least 33% of the total voting shares.
3. In the event that the second meeting does not meet the conditions for conducting the meeting as stipulated in Clause 2 of this Article, the invitation notice for the third meeting

must be sent within 20 days from the originally scheduled date of the second meeting. The third General Meeting of Shareholders shall be conducted regardless of the total number of voting shares represented by the shareholders attending the meeting.

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

1. Before the opening of the meeting, the Company must carry out shareholder registration procedures and must continue the registration process until all shareholders entitled to attend the meeting have completed their registration in the following order:
 - a. When conducting shareholder registration, the Company shall issue to each shareholder or authorized representative with voting rights a voting card indicating the registration number, the full name of the shareholder, the full name of the authorized representative, and the number of voting shares of such shareholder. The General Meeting of Shareholders shall discuss and vote on each matter included in the meeting agenda. Voting shall be conducted by approving, disapproving, or abstaining. At the meeting, approval cards shall be collected first, followed by disapproval cards; thereafter, the total number of approval or disapproval votes shall be counted to determine the result. The vote-counting result shall be announced by the Chairperson immediately before the closing of the meeting. The General Meeting shall elect persons responsible for vote counting or supervising the vote counting as proposed by the Chairperson. The number of members of the vote-counting committee shall be decided by the General Meeting of Shareholders based on the proposal of the Chairperson.
 - b. Shareholders or authorized representatives of institutional shareholders arriving after the meeting has been opened shall have the right to register immediately and thereafter participate in and vote at the meeting after registration. The Chairperson is not responsible for suspending the meeting for late-arriving shareholders to register, and the validity of matters already voted on before their arrival shall remain unchanged.
2. The election of the Chairperson, Secretary, and the vote-counting committee shall be conducted as follows:
 - a. The Chairperson of the Board of Directors shall act as the Chairperson of the meeting or authorize another member of the Board of Directors to act as the Chairperson at meetings of the General Meeting of Shareholders convened by the Board of Directors. In the event that the Chairperson is absent or temporarily unable to perform his/her duties, the remaining members of the Board of Directors shall elect one among them to act as the Chairperson of the meeting by majority principle. If a Chairperson cannot be elected, the Head of the Supervisory Board shall preside over the election for the General Meeting of Shareholders to elect a Chairperson from among the attendees, and the person receiving the highest number of votes shall act as the Chairperson.
 - b. Except for the case specified in Point a of this Clause, the person signing the notice convening the General Meeting of Shareholders shall preside over the election of the meeting Chairperson by the General Meeting of Shareholders, and the person receiving the highest number of votes shall be appointed as the Chairperson.
 - c. The Chairperson shall appoint one or more persons to act as the meeting secretary;
 - d. The General Meeting of Shareholders shall elect one or more persons to the vote-counting committee as proposed by the Chairperson.
3. The meeting agenda and contents must be approved by the General Meeting of Shareholders at the opening session. The agenda must clearly and specifically determine the time allocated for each matter in the meeting agenda.
4. The Chairperson of the meeting has the right to implement necessary measures to conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda, and reflecting the wishes of the majority of attendees.
 - a. Arrange seating at the venue of the General Meeting of Shareholders;

- b. Ensure safety for all persons present at the meeting venue;
 - c. Facilitate shareholders attending (or continuing 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. Such measures may include issuing entry cards or using other selection methods.
5. The General Meeting of Shareholders shall discuss and vote on each matter included in the agenda. Voting shall be conducted by approval, disapproval, or abstention. The vote-counting results shall be announced by the Chairperson immediately before the closing of the meeting.
 6. Shareholders or authorized representatives arriving after the meeting has been opened may still register and participate in voting immediately after registration; in such case, the validity of matters already voted on before their arrival shall remain 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 comply with inspection procedures or other lawful and reasonable security measures;
 - b. Request competent authorities to maintain order at the meeting; expel persons who do not comply with the authority of the Chairperson, intentionally cause disorder, obstruct the normal progress of the meeting, or fail to comply with security inspection requirements from the General Meeting of Shareholders.
 8. The Chairperson has the right to postpone a General Meeting of Shareholders that has met the quorum for attendance for no more than 03 working days from the originally scheduled opening date and may only postpone the meeting or change the meeting venue in the following cases:
 - a. The meeting venue does not have sufficient seating for all attendees;
 - b. The communication facilities at the meeting venue do not ensure that shareholders can participate, discuss, and vote;
 - c. Attendees obstruct or cause disorder, posing a risk that the meeting cannot be conducted fairly and lawfully.
 9. If the Chairperson postpones or suspends the General Meeting of Shareholders contrary to the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the Chairperson and conduct the meeting until its conclusion; all resolutions adopted at such meeting shall remain valid.
 10. In case the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company is responsible for ensuring that shareholders can participate and vote through electronic voting or other electronic methods in accordance with Article 144 of the Law on Enterprises and Clause 3, Article 273 of Government Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities.

Article 21. Adoption of Resolutions of the General Meeting of Shareholders

1. Resolutions on the following matters shall be adopted if approved by shareholders representing 65% or more of the total voting shares of all shareholders attending and voting at the meeting, except for the cases specified in Clauses 3, 4 and 6, Article 148 of the Law on Enterprises:
 - a. Types of shares and the total number of shares of each type;
 - b. Changes in business lines, sectors, and fields;
 - c. Changes in the Company's organizational and management structure;
 - d. Investment projects or the sale of assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial statements, except where the Company's Charter provides for a different ratio or value;

- e. Reorganization or dissolution of the Company.
2. Other resolutions shall be adopted when approved by shareholders holding more than 50% of the total voting shares of all shareholders attending and voting at the meeting, except for the cases specified in Clause 1 of this Article and Clauses 3, 4 and 6, Article 148 of the Law on Enterprises, with specific ratios as stipulated in the Company's Charter.
3. Resolutions of the General Meeting of Shareholders approved by 100% of the total voting shares shall be lawful and effective even if the procedures and formalities for adopting such resolutions do not comply with the provisions of the Law on Enterprises and the Company's Charter.

Article 22. Authority and Procedures for Collecting Shareholders' Written Opinions to Adopt Resolutions of the General Meeting of Shareholders

The authority and procedures for collecting shareholders' written opinions to adopt resolutions of the General Meeting of Shareholders shall be implemented as follows:

1. The Board of Directors has the right to collect shareholders' written opinions to adopt resolutions of the General Meeting of Shareholders when deemed necessary for the interests of the Company, including matters specified in Clause 2, Article 147 of the Law on Enterprises.
2. The Board of Directors must prepare opinion solicitation ballots, draft resolutions of the General Meeting of Shareholders, and explanatory documents for the draft resolutions, and send them to all shareholders with voting rights at least ten (10) days before the deadline for returning the opinion ballots. The requirements and method of sending the opinion ballots and accompanying documents shall comply with Clause 3, Article 18 of this Charter.
3. The opinion ballot must contain the following principal contents:
 - a. Name, address of the head office, and enterprise registration number;
 - b. Purpose of the opinion solicitation;
 - c. Full name, contact address, nationality, and legal identification number for individual shareholders; name, enterprise registration number or legal document number, and head office address for organizational shareholders; or full name, contact address, nationality, and legal identification number of the representative of an organizational shareholder; number of shares of each class and the number of voting rights of the shareholder;
 - d. Matters on which opinions are sought for adoption of resolutions;
 - e. Voting options including approval, disapproval, and abstention for each matter;
 - f. Deadline for returning the completed opinion ballot to the Company;
 - g. Full name and signature of the Chairperson of the Board of Directors.
4. The returned opinion ballot must bear the signature of the individual shareholder, or the legal representative of an organizational shareholder, or the authorized representative of the organization.
5. Opinion ballots may be returned to the Company in the following forms:
 - a. By mail: The opinion ballot must be placed in a sealed envelope and no one is allowed to open it before the vote counting;
 - b. By fax or email: Opinion ballots sent by fax or email must be kept confidential until the time of vote counting;
 - c. Opinion ballots returned to the Company after the deadline stated in the ballot, or opened in the case of mailing, or disclosed before the vote counting in the case of fax or email shall be considered invalid. Opinion ballots not returned shall be deemed as not participating in the vote.

6. The Board of Directors shall conduct the vote counting and prepare the vote-counting minutes in the presence of the Supervisory Board or shareholders who do not hold managerial positions in the Company. The vote-counting minutes must contain the following principal contents:
 - a. Name, address of the head office, and enterprise registration number;
 - b. Purpose and matters on which opinions are sought to adopt resolutions;
 - c. Number of shareholders and total number of voting shares participating in the vote, specifying the number of valid and invalid ballots and the method of sending the ballots, together with an appendix listing the shareholders participating in the vote;
 - d. Total number of votes in favor, against, and abstentions for each matter;
 - e. Matters adopted and the corresponding approval ratios;
 - f. Full names and signatures of the Chairperson of the Board of Directors, the vote counters, and the vote-counting supervisors.

Members of the Board of Directors, vote counters, and vote-counting supervisors shall be jointly responsible for the truthfulness and accuracy of the vote-counting minutes and jointly liable for any damages arising from resolutions adopted due to dishonest or inaccurate vote counting.

7. The vote-counting minutes and resolutions must be sent to shareholders within fifteen (15) days from the date of completion of vote counting. If the Company has an official website, the sending of the vote-counting minutes and resolutions may be replaced by posting them on the Company's website within twenty-four (24) hours from the time the vote counting is completed.
8. The returned opinion ballots, vote-counting minutes, adopted resolutions, and related documents attached to the opinion ballots must be kept at the Company's head office.
9. A resolution adopted through written opinion collection shall be valid if approved by shareholders holding more than fifty percent (50%) of the total voting shares of all shareholders with voting rights and shall have the same validity as a resolution adopted at a meeting of the General Meeting of Shareholders.

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

1. The meeting of the General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese and may also be prepared in a foreign language, and must contain the following principal contents:
 - a. Name, address of the head office, and enterprise registration number;
 - b. Time and venue of the General Meeting of Shareholders;
 - c. Meeting agenda and contents of the meeting;
 - d. Full name of the chairperson and the secretary;
 - e. Summary of the developments of the meeting and opinions expressed at the General Meeting of Shareholders on each issue in the meeting agenda;
 - f. Number of shareholders and total number of voting rights of shareholders attending the meeting; appendix of the list of registered shareholders and shareholder representatives attending the meeting with the corresponding number of shares and voting rights
 - g. Total number of votes for each voting matter, clearly stating the voting method, the total number of valid votes, invalid votes, votes in favor, votes against, and abstentions; and the corresponding percentage of the total voting rights of shareholders attending the meeting

- h. Matters approved and the corresponding percentage of votes in favor;
 - i. Signatures of the chairperson and the secretary. In case the chairperson or the secretary refuses to sign the minutes, such minutes shall remain valid if they are signed by all other members of the Board of Directors attending the meeting and contain all the contents as prescribed in this clause. The minutes must clearly state the refusal of the chairperson or the secretary to sign the minutes.
2. Minutes prepared in Vietnamese and in a foreign language shall have equal legal validity. In case of any discrepancy between the Vietnamese and the foreign language versions, the Vietnamese version shall prevail.
3. The minutes of the General Meeting of Shareholders must be completed and approved before the closing of the meeting. The chairperson and the secretary of the meeting or other persons signing the minutes shall be jointly responsible for the truthfulness and accuracy of the contents of the minutes.
4. Resolutions and minutes of the General Meeting of Shareholders, the appendix of the list of shareholders registering to attend the meeting with shareholders' signatures, powers of attorney for attending the meeting, all documents attached to the minutes (if any), and relevant documents enclosed with the meeting invitation must be disclosed in accordance with the laws on information disclosure on the securities market and must be kept at the Company's head office.

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

Within ninety (90) days from the date of receipt of the resolution or the minutes of the General Meeting of Shareholders, or the minutes of vote-counting results for the written opinions of the General Meeting of Shareholders, a shareholder or group of shareholders as prescribed in Clause 2 Article 115 of the Law on Enterprises shall have the right to request the Court or an Arbitration body to review and annul the resolution or part of the contents of the resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening the meeting or collecting shareholders' opinions in writing, and the issuance of decisions of the General Meeting of Shareholders, seriously violate the provisions of the Law on Enterprises and this Charter, except for the case prescribed in Clause 3 Article 21 of this Charter.
2. The contents of the resolution violate the law or this Charter.

VII. BOARD OF DIRECTORS

Article 25. Nomination and Candidacy for Members of the Board of Directors

1. In cases where candidates for the Board of Directors have been identified, the Company must disclose information relating to such candidates at least ten (10) days prior to the opening date of the General Meeting of Shareholders on the Company's website so that shareholders may review the candidates before voting. Candidates for the Board of Directors must provide a written commitment to the truthfulness and accuracy of the personal information disclosed and must undertake to perform their duties honestly, prudently, and in the best interests of the Company if elected as members of the Board of Directors. Information relating to candidates for the Board of Directors to be disclosed includes
 - a. Full name; date, month, and year of birth;
 - b. Professional qualifications;
 - c. Working experience
 - d. Other managerial positions (including membership of the Board of Directors of other companies);
 - e. Interests related to the Company and its related parties;
 - f. Other information (if any);

- g. A public company must disclose information about the companies in which the candidate currently holds positions as a member of the Board of Directors, other managerial positions, and interests related to such companies of the candidate for the Board of Directors (if any).
2. Shareholders holding ordinary shares have the right to aggregate their voting rights to nominate candidates for the Board of Directors. A shareholder or group of shareholders holding from ten percent (10%) to less than twenty percent (20%) of shares may nominate a maximum of one (01) candidate; from twenty percent (20%) to less than forty percent (40%) may nominate a maximum of two (02) candidates; and from forty percent (40%) or more may nominate a maximum of three (03) candidates.
3. In cases where the number of candidates for the Board of Directors nominated or self-nominated is still insufficient as required under Clause 5 Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with the Company's Charter, the Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.
4. Members of the Board of Directors must satisfy the standards and conditions prescribed in Clause 1 and Clause 2 Article 155 of the Law on Enterprises. A member of the Company's Board of Directors must not simultaneously serve as a member of the Board of Directors of more than five (05) other companies.

Article 26. Composition and Term of Office of Members of the Board of Directors

1. The Board of Directors shall consist of seven (07) members.
2. The term of office of a member of the Board of Directors shall not exceed five (05) years and such member may be re-elected for an unlimited number of terms. In the event that all members of the Board of Directors simultaneously complete their terms, such members shall continue to serve as members of the Board of Directors until new members are elected to replace them and assume their duties.
3. The composition of the Board of Directors shall be as follows: The total number of non-executive members of the Board of Directors must account for at least one-third (1/3) of the total number of members of the Board of Directors.
4. A member of the Board of Directors shall cease to hold such position if he/she is dismissed, removed, or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.
5. The appointment of members of the Board of Directors must be disclosed in accordance with the laws and regulations on information disclosure on the securities market.
6. Members of the Board of Directors are not required to be shareholders of the Company.

Article 27. Rights and Obligations of the Board of Directors

1. The Board of Directors is the management body of the Company and has full authority, on behalf of the Company, to decide and exercise the rights and obligations of the Company, except for those rights and obligations falling under the authority of the General Meeting of Shareholders.
2. The rights and obligations of the Board of Directors shall be prescribed by law, the Company's Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors shall have the following rights and obligations:
 - a. To decide on the Company's strategy, medium-term development plan, and annual business plan;
 - b. To elect, dismiss, and remove the Chairperson of the Board of Directors; to appoint, dismiss, enter into, and terminate contracts with the Director/General Director and other

- key managers as prescribed by the Company's Charter; to decide on salaries, remuneration, bonuses, and other benefits of such managers; to appoint authorized representatives to participate in the Members' Council or the General Meeting of Shareholders of other companies and to decide on the remuneration and other benefits of such representatives;
- c. To supervise and direct the General Director and other managers in the conduct of the Company's daily business operations;
 - d. To decide on investment plans and investment projects within its authority and limits as prescribed by law;
 - e. To decide on solutions for market development, marketing, and technology;
 - f. To approve contracts for purchase, sale, borrowing, lending, and other contracts and transactions with a value of thirty-five percent (35%) or more of the total asset value recorded in the Company's most recent financial statements, except for contracts and transactions falling under the decision-making authority of the General Meeting of Shareholders as prescribed in Point d Clause 2 Article 138, and Clauses 1 and 3 Article 167 of the Law on Enterprises;
 - g. To decide on the organizational structure and internal management regulations of the Company; to decide on the establishment of subsidiaries, branches, representative offices, and on capital contributions or the purchase of shares in other enterprises;
 - h. To decide on the organizational structure of the Company, the establishment of subsidiaries, branches, representative offices, and the contribution of capital or purchase of shares in other enterprises;
 - i. To propose the reorganization or dissolution of the Company; to request the bankruptcy of the Company;
 - j. To decide on the issuance of the Operating Regulations of the Board of Directors and the Internal Regulations on Corporate Governance after approval by the General Meeting of Shareholders; to decide on the issuance of the Company's Information Disclosure Regulations;
 - k. To approve the agenda and contents of documents serving the General Meeting of Shareholders; to convene meetings of the General Meeting of Shareholders or collect shareholders' opinions for the General Meeting of Shareholders to adopt resolutions;
 - l. To propose the dividend rate; to decide on the time limit and procedures for dividend payment or the handling of losses arising in business operations;
 - m. To propose the types of shares and the total number of shares of each type authorized to be offered;
 - n. To decide on the sale of unsold shares within the number of shares authorized to be offered of each type; to decide on raising additional capital in other forms;
 - o. To decide on the selling price of shares and bonds of the Company;
 - p. To decide on the repurchase of shares in accordance with Clauses 1 and 2 Article 133 of the Law on Enterprises;
 - q. To submit the annual audited financial statements to the General Meeting of Shareholders;
 - r. Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other relevant laws, and the Company's Charter.
3. The Board of Directors must report to the General Meeting of Shareholders on the performance results of the Board of Directors in accordance with Article 280 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.

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

1. The Company has the right to pay remuneration and bonuses to members of the Board of Directors based on business results and performance.
2. Members of the Board of Directors are entitled to remuneration and bonuses. Remuneration shall be calculated based on the number of working days required to fulfill the duties of a member of the Board of Directors and the daily remuneration rate. The Board of Directors shall estimate the remuneration for each member on the principle of consensus. The total remuneration and bonuses of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.
3. The remuneration of each member of the Board of Directors shall be recorded as a business expense of the Company in accordance with the laws on corporate income tax, shall be presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.
4. Members of the Board of Directors holding executive positions, or members working in committees of the Board of Directors, or performing tasks which, in the opinion of the Board of Directors, fall outside the normal scope of duties of a member of the Board of Directors, may be paid additional remuneration in the form of a lump-sum fee per assignment, salary, commission, percentage of profits, or other forms as decided by the Board of Directors.
5. Members of the Board of Directors are entitled to reimbursement of all travel, accommodation, and other reasonable expenses incurred in the performance of their responsibilities as members of the Board of Directors, including expenses incurred for attending meetings of the General Meeting of Shareholders, the Board of Directors, or committees of the Board of Directors.
6. Members of the Board of Directors may be covered by liability insurance purchased by the Company after approval by the General Meeting of Shareholders. Such insurance shall not cover liabilities of members of the Board of Directors arising from violations of the law or the Company's Charter.

Article 29. Chairperson of the Board of Directors

1. The Chairperson of the Board of Directors shall be elected, dismissed, or removed by the Board of Directors from among its members.
2. The Chairperson of the Board of Directors shall not concurrently hold the position of General Director of the Company.
3. The Chairperson of the Board of Directors shall have the following rights and obligations;
 - a. To formulate programs and plans for the activities of the Board of Directors;
 - b. To prepare agendas, contents, and documents for meetings; to convene, preside over, and chair meetings of the Board of Directors;
 - c. To organize the adoption of resolutions and decisions of the Board of Directors;
 - d. To supervise the implementation of resolutions and decisions of the Board of Directors;
 - e. To chair the meetings of the General Meeting of Shareholders;
 - f. Other rights and obligations as prescribed by the Law on Enterprises.
3. In case the Chairperson of the Board of Directors submits a resignation letter or is dismissed or removed from office, the Board of Directors must elect a replacement within ten (10) days from the date of receipt of the resignation letter or the decision on dismissal or removal.
4. In case the Chairperson of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize in writing another member to exercise the rights and obligations of the Chairperson. In case there is no authorized person, or the Chairperson

dies, is missing, is temporarily detained, is serving a prison sentence, is subject to administrative measures at a compulsory detoxification establishment or compulsory education establishment, absconds from the place of residence, has limited or lost civil act capacity, has difficulties in cognition or behavior control, or is prohibited by the Court from holding certain positions, practicing certain professions, or performing certain jobs, the remaining members shall elect one among themselves to act as Chairperson of the Board of Directors based on the principle of majority approval of the remaining members until a new decision of the Board of Directors is made.

Article 30. Meetings of the Board of Directors

1. The Chairperson of the Board of Directors shall be elected at the first meeting of the Board of Directors within seven (07) working days from the date of completion of the election of that Board of Directors. This meeting shall be convened and chaired by the member having the highest number of votes or the highest voting ratio. In case there is more than one (01) member having the highest number of votes or the highest voting ratio, the members shall elect, by majority vote, one (01) among them to convene the meeting of the Board of Directors.
2. The Board of Directors shall meet at least once every quarter and may hold extraordinary meetings when necessary.
3. The Chairperson of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:
 - a. At the request of the Board of Supervisors;
 - b. At the request of the General Director or at least five (05) other managers;
 - c. At the request of at least two (02) members of the Board of Directors;
 - d. Other cases (if any).
4. A request specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed, and decisions falling under the authority of the Board of Directors.
5. The Chairperson of the Board of Directors must convene a meeting of the Board of Directors within seven (07) working days from the date of receipt of the request specified in Clause 3 of this Article. If the Chairperson fails to convene the meeting as requested, he/she shall be responsible for any damage caused to the Company; the persons requesting the meeting as stated in Clause 3 of this Article shall have the right to convene the meeting of the Board of Directors in place of the Chairperson.
6. The Chairperson of the Board of Directors or the person convening the meeting must send the notice of the meeting of the Board of Directors no later than three (03) working days prior to the meeting date. The notice must specify the time and venue of the meeting, the agenda, and the matters to be discussed and decided. The meeting notice must be accompanied by documents to be used at the meeting and voting forms of the members.

The meeting notice may be sent by invitation letter, telephone, fax, electronic means, or other methods, and must ensure that it reaches the registered contact address of each member of the Board of Directors at the Company.
7. The Chairperson of the Board of Directors or the convener shall send the meeting notice and accompanying documents to the Supervisors in the same manner as to members of the Board of Directors.
8. Supervisors have the right to attend meetings of the Board of Directors and to participate in discussions but shall not have voting rights.

Meetings of the Board of Directors shall be conducted when at least three-quarters (3/4) of the total number of members attend.

If the required number of attending members is not met, a second meeting must be convened within seven (07) days from the originally scheduled meeting date. The second meeting

shall be conducted if more than one-half (1/2) of the members of the Board of Directors attend.

9. A member of the Board of Directors shall be deemed to attend and vote at the meeting in the following cases:
 - a. Attending and voting directly at the meeting;
 - b. Authorizing another person to attend and vote on his/her behalf in accordance with Clause 12 of this Article;
 - c. Attending and voting via online conference, electronic voting, or other electronic means;
 - d. Sending voting forms to the meeting via mail, fax, or email;
 - e. Sending voting forms by other means.
10. Meetings of the Board of Directors may be conducted via online conference among members of the Board of Directors when all or some members are in different locations, provided that each participating member is able to:
 - a. Hear other members of the Board of Directors speaking at the meeting.
 - b. Speak simultaneously with other participating members.

Discussions among members may be conducted directly via telephone or other communication methods, or by combining these methods. Members participating in such meetings shall be deemed "present" at the meeting. The meeting venue organized under this provision shall be the location where the largest number of Board members are present or the location where the chairperson of the meeting is present.

Decisions adopted at meetings conducted via telephone that are organized and conducted lawfully shall take effect immediately upon the conclusion of the meeting but must be confirmed by the signatures of all Board members attending the meeting in the meeting minutes.

11. In the case of sending voting forms to the meeting by mail, the voting form must be placed in a sealed envelope and delivered to the Chairperson of the Board of Directors no later than one (01) hour before the opening of the meeting. Voting forms shall only be opened in the presence of all attendees at the meeting.
12. Members must attend all meetings of the Board of Directors. A member may authorize another person to attend and vote on his/her behalf if approved by a majority of the members of the Board of Directors.
13. The Board of Directors shall adopt decisions and pass resolutions based on the majority approval of attending members. In the event of an equal number of votes for and against, the vote of the Chairperson of the Board of Directors shall be the deciding vote.
14. Resolutions adopted in the form of written consultation shall be passed based on the majority approval of members of the Board of Directors having voting rights. Such resolutions shall have the same validity and effect as those adopted at a meeting.

Article 31. Sub-committees of the Board of Directors

1. The Board of Directors may establish sub-committees under its authority to be responsible for development policy, personnel, remuneration, internal audit, and risk management. The number of members of each sub-committee shall be decided by the Board of Directors and must be at least three (03), including members of the Board of Directors and external members. Non-executive members of the Board of Directors should constitute the majority of the sub-committee members, and one of these members shall be appointed as the Head of the sub-committee by decision of the Board of Directors. The activities of the sub-committee must comply with the regulations of the Board of Directors. A resolution of a sub-committee shall only be effective when approved by a majority of the members attending and voting at the meeting of the sub-committee.

2. The implementation of decisions of the Board of Directors or of sub-committees under the Board of Directors must comply with the applicable laws and the provisions of the Company's Charter and the Internal Regulations on Corporate Governance.

Article 32. Person in Charge of Corporate Governance

1. The Board of Directors shall appoint at least one (01) person as the Person in charge of corporate governance to support corporate governance activities at the Company. The Person in charge of corporate governance may concurrently serve as the Company Secretary in accordance with Clause 5 Article 156 of the Law on Enterprises.
2. The Person in charge of corporate governance must not concurrently work for the approved auditing organization that is performing the audit of the Company's financial statements.
3. The Person in charge of corporate governance shall have the following rights and obligations:
 - a. To advise the Board of Directors on the organization of meetings of the General Meeting of Shareholders in accordance with regulations and on matters relating to the relationship between the Company and shareholders;
 - b. To prepare meetings of the Board of Directors, the Board of Supervisors, and the General Meeting of Shareholders as requested by the Board of Directors or the Board of Supervisors;
 - c. To advise on procedures of meetings;
 - d. To attend meetings;
 - e. To advise on procedures for preparing resolutions of the Board of Directors in compliance with legal regulations;
 - f. To provide financial information, copies of minutes of meetings of the Board of Directors, and other information to members of the Board of Directors and Supervisors;
 - g. To supervise and report to the Board of Directors on the Company's information disclosure activities;
 - h. To act as the focal point for communication with stakeholders;
 - i. To maintain confidentiality of information in accordance with legal regulations and the Company's Charter;
 - j. Other rights and obligations as prescribed by law and the Company's Charter.

Article 33. Organizational Structure of Management

The management system of the Company must ensure that the management apparatus is accountable to the Board of Directors and subject to the supervision and direction of the Board of Directors in the daily business operations of the Company. The Company shall have a General Director, Deputy General Directors, a Chief Accountant, and other managerial positions appointed by the Board of Directors. The appointment, dismissal, or removal of the above-mentioned positions must be approved by a resolution of the Board of Directors.

Article 34. Executives of the Company

1. Executives of the Company include the General Director, Deputy General Directors, the Chief Accountant, and other executives as prescribed by the Company's Charter.
2. Upon the proposal of the General Director and with the approval of the Board of Directors, the Company may recruit other executives with a number and qualifications appropriate to the organizational structure and management regulations of the Company as determined by the Board of Directors. Executives must perform their duties diligently in order to support the Company in achieving its operational and organizational objectives.
3. The General Director shall be entitled to salary and bonuses. The salary and bonuses of the General Director shall be decided by the Board of Directors.

4. Salaries of executives shall be recorded as business expenses of the Company in accordance with the laws on corporate income tax, shall be presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

Article 35. Appointment, Dismissal, Duties and Powers of the General Director

1. The Board of Directors shall appoint one (01) member of the Board of Directors or hire another person to serve as the General Director.
2. The General Director is responsible for managing the daily business operations of the Company; is subject to the supervision of the Board of Directors; and is accountable to the Board of Directors and before the law for the performance of the assigned rights and obligations.
3. The term of office of the General Director shall not exceed five (05) years and he/she may be reappointed for an unlimited number of terms. The General Director must satisfy the standards and conditions as prescribed by law and the Company's Charter.
4. The General Director shall have the following rights and obligations:
 - a. To organize the implementation of resolutions and decisions of the Board of Directors;
 - b. To decide on matters relating to the daily business operations of the Company that do not fall under the authority of the Board of Directors;
 - c. To organize the implementation of the Company's business plans and investment plans;
 - d. To propose plans on the organizational structure and internal management regulations of the Company;
 - e. To appoint, dismiss, or remove managerial positions within the Company, except for those under the authority of the Board of Directors;
 - f. To decide on salaries and other benefits for employees of the Company, including managers under the appointment authority of the General Director;
 - g. To recruit employees;
 - h. To propose plans for dividend distribution or for handling business losses;
 - i. Other rights and obligations as prescribed by law, the Company's Charter, and resolutions and decisions of the Board of Directors.
5. The Board of Directors may dismiss the General Director when approved by a majority of the attending members of the Board of Directors having voting rights and appoint a new General Director to replace him/her.

IX. BOARD OF SUPERVISORS

Article 36. Nomination and Candidacy for Supervisors

1. The nomination and candidacy of Supervisors shall be conducted in the same manner as prescribed in Clause 1 and Clause 2 Article 25 of this Charter.
2. In the event that the number of candidates for the Board of Supervisors nominated or self-nominated is insufficient as required, the incumbent Board of Supervisors may nominate additional candidates or organize nominations in accordance with the Company's Charter, the Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Supervisors. The introduction of additional candidates by the incumbent Board of Supervisors must be clearly disclosed before the General Meeting of Shareholders votes to elect Supervisors in accordance with the law.

Article 37. Composition of the Board of Supervisors

1. The Board of Supervisors of the Company shall consist of three (03) Supervisors. The term of office of a Supervisor shall not exceed five (05) years and Supervisors may be re-elected for an unlimited number of terms.

2. Supervisors must satisfy the standards and conditions prescribed in Article 169 of the Law on Enterprises and must not fall into the following cases:
 - a. Working in the accounting or finance department of the Company;
 - b. Being a member or employee of an independent auditing firm that has conducted audits of the Company's financial statements during the preceding three (03) consecutive years.
3. A Supervisor shall be dismissed in the following cases:
 - a. No longer meeting the standards and conditions for being a Supervisor as prescribed in Clause 2 of this Article;
 - b. Submitting a resignation letter which is accepted;
 - c. Other cases as prescribed by law and this Charter.
4. A Supervisor shall be removed from office in the following cases:
 - a. Failure to complete assigned duties and tasks;
 - b. Failure to exercise his/her rights and obligations for six (06) consecutive months, except in cases of force majeure;
 - c. Serious violation or repeated violations of the obligations of a Supervisor as prescribed by the Law on Enterprises and the Company's Charter;
 - d. Other cases as resolved by the General Meeting of Shareholders.

Article 38. Head of the Board of Supervisors

1. The Head of the Board of Supervisors shall be elected by the Board of Supervisors from among the Supervisors; the election, dismissal, and removal shall be conducted based on the principle of majority vote. The Board of Supervisors must have more than half of its members residing in Vietnam. The Head of the Board of Supervisors must hold at least a university degree in one of the following fields: economics, finance, accounting, auditing, law, business administration, or another discipline relevant to the business operations of the enterprise.
2. The Head of the Board of Supervisors shall have the following rights and obligations:
 - a. To convene meetings of the Board of Supervisors;
 - b. To request the Board of Directors, the General Director, and other executives to provide relevant information for reporting to the Board of Supervisors;
 - c. To prepare and sign reports of the Board of Supervisors after consulting the Board of Directors to submit to the General Meeting of Shareholders.

Article 39. Rights and Obligations of the Board of Supervisors

The Board of Supervisors shall have the rights and obligations as prescribed in Article 170 of the Law on Enterprises and the following rights and obligations:

1. To propose and recommend that the General Meeting of Shareholders approve an approved auditing organization to conduct the audit of the Company's financial statements; to decide on the approved auditing organization to inspect the Company's operations; and to dismiss the approved auditor when deemed necessary.
2. To be accountable to the shareholders for its supervisory activities.
3. To supervise the financial situation of the Company and the compliance with the law in the activities of members of the Board of Directors, the General Director, and other managers.
4. To ensure coordination with the Board of Directors, the General Director, and shareholders.
5. In case a violation of the law or the Company's Charter by a member of the Board of Directors, the General Director, or other executives is discovered, the Board of Supervisors must notify the Board of Directors in writing within forty-eight (48) hours, request the violator to cease the violation, and take measures to remedy the consequences.

6. To develop the Operating Regulations of the Board of Supervisors and submit them to the General Meeting of Shareholders for approval.
7. To report at the General Meeting of Shareholders in accordance with Article 290 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.
8. To have the right to access the Company's records and documents kept at the head office, branches, and other locations; and to have the right to visit the workplaces of the Company's managers and employees during working hours.
9. To have the right to request the Board of Directors, members of the Board of Directors, the General Director, and other managers to provide complete, accurate, and timely information and documents regarding the management, administration, and business operations of the Company.
10. Other rights and obligations as prescribed by law.

Article 40. Meetings of the Board of Supervisors

1. The Board of Supervisors must hold at least two (02) meetings per year. The number of members attending a meeting must be at least two-thirds (2/3) of the total number of Supervisors. Minutes of meetings of the Board of Supervisors must be prepared in detail and clearly. The minute-taker and the Supervisors attending the meeting must sign the meeting minutes. Minutes of meetings of the Board of Supervisors must be properly kept to determine the responsibility of each Supervisor.
2. The Board of Supervisors has the right to request members of the Board of Directors, the General Director, and representatives of the approved auditing organization to attend the meeting and answer matters that require clarification.

Article 41. Salary, Remuneration, Bonuses and Other Benefits of Supervisors

The salary, remuneration, bonuses, and other benefits of Supervisors shall be implemented as follows:

1. Supervisors shall be entitled to salary, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide the total salary, remuneration, bonuses, other benefits, and the annual operating budget of the Board of Supervisors.
2. Supervisors shall be reimbursed for accommodation, travel expenses, and the cost of using independent advisory services at a reasonable level. The total remuneration and such expenses must not exceed the total annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.
3. The salary and operating expenses of the Board of Supervisors shall be recorded as business expenses of the Company in accordance with the laws on corporate income tax and other relevant legal regulations, and must be presented as a separate item in the Company's annual financial statements.

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

Members of the Board of Directors, Supervisors, the General Director and other executives shall perform their duties, including those performed as members of sub-committees of the Board of Directors, honestly and prudently in the best interests of the Company.

Article 42. Duty of Honesty and Avoidance of Conflicts of Interest

1. Members of the Board of Directors, Supervisors, the General Director and other executives must disclose related interests in accordance with the Law on Enterprises and relevant legal regulations.

2. Members of the Board of Directors, Supervisors, the General Director, other managers and their related persons may only use information obtained by virtue of their positions for the benefit of the Company.
3. Members of the Board of Directors, Supervisors, the General Director, other managers shall notify in writing the Board of Directors and the Board of Supervisors of transactions between the Company, its subsidiaries, or other companies in which the public company holds more than 50% of the charter capital, and such persons or their related persons in accordance with the law. For such transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information on these resolutions in accordance with securities laws on information disclosure.
4. Members of the Board of Directors may not vote on transactions that bring benefits to themselves or their related persons in accordance with the Law on Enterprises.
5. Members of the Board of Directors, Supervisors, the General Director, other managers and their related persons may not use or disclose internal information to others to carry out related transactions.
6. Transactions between the Company and one or more members of the Board of Directors, Supervisors, the General Director, other executives, and individuals or organizations related to these persons shall not be invalidated in the following cases:
 - a. For transactions with a value less than or equal to thirty-five percent (35%) of the total assets recorded in the most recent financial statements, the key contents of the contract or transaction, as well as the relationships and interests of the relevant members of the Board of Directors, Supervisors, the General Director or other executives have been reported to the Board of Directors. At the same time, the Board of Directors has approved such transaction in good faith by a majority vote of the members of the Board of Directors who have no related interests.
 - b. For transactions with a value exceeding thirty-five percent (35%) of the total assets recorded in the most recent financial statements, or transactions resulting in the accumulated transaction value within twelve (12) months from the date of the first transaction reaching thirty-five percent (35%) or more of the total assets recorded in the most recent financial statements, the key contents of such transaction as well as the relationships and interests of members of the Board of Directors, Supervisors, the General Director or other executives must be disclosed to the shareholders and approved by the General Meeting of Shareholders by votes of shareholders who have no related interests.

Article 43. Liability for Damages and Compensation

1. Members of the Board of Directors, Supervisors, the General Director and other executives who violate their duties of honesty and prudence or fail to perform their obligations shall be liable for damages caused by their violations.
2. The Company shall indemnify persons who have been, are, or may become a related party in claims, lawsuits or prosecutions (including civil and administrative cases and not cases initiated by the Company) if such person is or was a member of the Board of Directors, Supervisor, General Director, other executive, employee or authorized representative of the Company, or acts or has acted at the request of the Company as a member of the Board of Directors, executive officer, employee or authorized representative of the Company, provided that such person has acted honestly and prudently in the best interests of the Company in compliance with the law and there is no evidence confirming that such person has breached his/her responsibilities.
3. Compensation expenses include judgment costs, fines, and actual payable amounts incurred (including attorney's fees) in resolving such matters within the scope permitted by law. The Company may purchase insurance for such persons to avoid the above-mentioned compensation liabilities.

XI. RIGHT TO INSPECT COMPANY BOOKS AND RECORDS

Article 44. Right to Inspect Books and Records

1. Ordinary shareholders have the right to inspect books and records as follows:
 - a. Ordinary shareholders have the right to examine, inspect and extract information on names and contact addresses in the list of voting shareholders; request correction of their inaccurate information; examine, inspect, extract or copy the Company Charter, minutes of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders.
 - b. A shareholder or a group of shareholders holding five percent (5%) or more of the total ordinary shares shall have the right to examine, inspect and extract minutes and resolutions or decisions of the Board of Directors, mid-year and annual financial statements, reports of the Board of Supervisors, contracts and transactions that must be approved by the Board of Directors and other documents, except for documents relating to trade secrets or business secrets of the Company.
2. In case an authorized representative of a shareholder or a group of shareholders requests inspection of books and records, such request must be accompanied by a power of attorney from the shareholder or group of shareholders represented by such person or a notarized copy thereof.
3. Members of the Board of Directors, Supervisors, the General Director and other executives have the right to inspect the Company's shareholder register, the list of shareholders and other books and records of the Company for purposes related to their positions, provided that such information must be kept confidential.
4. The Company must keep this Charter and amendments and supplements thereto, the Enterprise Registration Certificate, internal regulations, documents evidencing ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Board of Supervisors, annual financial statements, accounting books and other documents as required by law at the head office or another location provided that shareholders and the business registration authority are notified of the location where these documents are kept.
5. The Company Charter must be published on the Company's website.

XII. EMPLOYEES AND TRADE UNION

Article 45. Employees and Trade Union

1. The General Director shall prepare a plan for submission to the Board of Directors for approval on matters relating to recruitment, termination of employment, salaries, social insurance, welfare, rewards and disciplinary actions applicable to employees and executives of the Company.
2. The General Director shall prepare a plan for submission to the Board of Directors for approval on matters relating to the Company's relations with trade union organizations in accordance with the best standards, practices and governance policies, the provisions of this Charter, the Company's internal regulations and applicable laws.

XII. EMPLOYEES AND TRADE UNION

Article 45. Employees and Trade Union

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2. The General Director shall prepare plans for submission to the Board of Directors for approval on matters relating to the Company's relationship with trade union organizations in accordance with the best governance standards, practices and policies, the provisions of this Charter, the Company's internal regulations, and applicable laws.

XIII. PROFIT DISTRIBUTION

Article 46. Profit Distribution

1. The General Meeting of Shareholders shall decide the annual dividend rate and the form of dividend payment from the Company's retained earnings.
2. The Company shall not pay interest on dividends or any other amounts payable in relation to a class of shares.
3. The Board of Directors may propose that the General Meeting of Shareholders approve the payment of dividends in whole or in part in shares, and the Board of Directors shall implement such decision.
4. In case dividends or other amounts relating to a class of shares are paid in cash, the Company must make payment in Vietnam Dong. Payment may be made directly or through banks based on detailed bank account information provided by the shareholders. Where the Company has transferred the payment according to the bank details provided by the shareholder but the shareholder does not receive the money, the Company shall not be responsible for such amount transferred to the shareholder. Dividend payments for shares listed/registered for trading on a Stock Exchange may be made through securities companies or the Vietnam Securities Depository and Clearing Corporation.
5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall pass a resolution determining a specific record date for the list of shareholders. Based on such date, persons registered as shareholders or owners of other securities shall be entitled to receive cash or share dividends and other notices or documents.
6. Other matters relating to profit distribution shall be implemented in accordance with the provisions of law.

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

Article 47. Bank Accounts

1. The Company shall open accounts at Vietnamese banks or at branches of foreign banks permitted to operate in Vietnam.
2. Subject to prior approval of the competent authority, where necessary, the Company may open bank accounts abroad in accordance with the provisions of law.
3. The Company shall conduct all payments and accounting transactions through Vietnam Dong or foreign currency accounts opened by the Company at banks.

Article 48. Fiscal Year

The fiscal year of the Company shall commence on the first day of January each year and end on the thirty-first day of December.

Article 49. Accounting System

1. The accounting system used by the Company shall be the enterprise accounting system or a specialized accounting system issued or approved by the competent authority.
2. The Company shall prepare accounting books in Vietnamese and retain accounting records in accordance with the laws on accounting and other relevant laws. Such records must be accurate, up-to-date, systematic and sufficient to evidence and explain the Company's transactions.
3. The accounting currency used by the Company shall be Vietnam Dong. In cases where the Company's economic transactions mainly arise in a foreign currency, the Company may choose that foreign currency as its accounting currency, shall be responsible for such choice before the law, and must notify the directly managing tax authority.

XV. ANNUAL REPORT, FINANCIAL STATEMENTS AND INFORMATION DISCLOSURE RESPONSIBILITIES

Article 50. Annual, Semi-Annual and Quarterly Financial Statements

1. The Company must prepare annual financial statements and such annual financial statements must be audited in accordance with the provisions of law. The Company shall disclose the audited annual financial statements in accordance with regulations on information disclosure in the securities market and submit them to the competent state authorities.
2. The annual financial statements must include all reports, appendices and explanatory notes as prescribed by the laws on corporate accounting. The annual financial statements must truthfully and objectively reflect the Company's operational situation.
3. The Company must prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with the regulations on information disclosure in the securities market and submit them to the competent state authorities.

Article 51. Annual Report

The Company must prepare and disclose the Annual Report in accordance with the provisions of the laws on securities and the securities market.

XVI. COMPANY AUDIT

Article 52. Audit

1. The Annual General Meeting of Shareholders shall appoint an independent auditing company or approve a list of independent auditing companies and authorize the Board of Directors to select one of these entities to audit the Company's financial statements for the following fiscal year based on the terms and conditions agreed with the Board of Directors.
2. A copy of the audit report shall be attached to the Company's annual financial statements.
3. The independent auditor conducting the audit of the Company is permitted to attend meetings of the General Meeting of Shareholders and has the right to receive notices and other information relating to the General Meeting of Shareholders and to express opinions at the meeting on matters relating to the audit of the Company's financial statements.

XVII. COMPANY SEAL

Article 53. Company Seal

1. The seal includes a seal made by a seal engraving establishment or a seal in the form of a digital signature in accordance with the law on electronic transactions.
2. The Company shall have two (02) seals: one seal kept at the Company's head office and one seal kept at the Secretariat of the Chairman of the Board of Directors.
3. The Board of Directors and the General Director shall use and manage the seals in accordance with the provisions of applicable law.

XVIII. DISSOLUTION OF THE COMPANY

Article 54. Dissolution of the Company

1. The Company may be dissolved in the following cases:
 - a. Pursuant to a resolution or decision of the General Meeting of Shareholders;
 - b. The Enterprise Registration Certificate is revoked, except where otherwise provided by the Law on Tax Administration;
 - c. Other cases as prescribed by law.
2. The dissolution of the Company prior to its term shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. Such dissolution decision must be notified to or approved by the competent authorities (if required) in accordance with regulations.

Article 55. Liquidation

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

XIX. INTERNAL DISPUTE RESOLUTION

Article 56. Internal Dispute Resolution

1. In the event of disputes or complaints arising in relation to the Company's operations, or the rights and obligations of shareholders as stipulated in the Law on Enterprises, other relevant laws, the Company Charter, or agreements between:
 - a. Shareholders and the Company;
 - b. Shareholders and the Board of Directors, the Board of Supervisors, the General Director or other executives, the relevant parties shall attempt to resolve such disputes through negotiation and conciliation. Except for disputes relating to the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the resolution process and request each party to present information relating to the dispute within thirty (30) working days from the date the dispute arises.

In cases where the dispute relates to the Board of Directors or the Chairman of the Board of Directors, any party may request an Economic Arbitration Center to appoint an independent expert to act as mediator for the dispute resolution process.
2. If no conciliation decision is reached within six (06) weeks from the commencement of the conciliation process, or if the mediator's decision is not accepted by the parties, either party may bring the dispute to Arbitration or to the Court.
3. Each party shall bear its own costs related to the negotiation and conciliation procedures. Payment of court costs shall be implemented in accordance with the court's judgment.

XX. AMENDMENT AND SUPPLEMENT OF THE CHARTER

Article 57. Company Charter

1. Any amendment or supplement to this Charter must be considered and approved by the General Meeting of Shareholders.
2. In the event that legal provisions relating to the Company's operations are not mentioned in this Charter, or in the event that new legal provisions differ from those stipulated in this Charter, such legal provisions shall automatically apply and govern the Company's operations.

XXI. EFFECTIVE DATE

Article 58. Effective Date

1. This Charter, consisting of twenty-one (21) Chapters and fifty-eight (58) Articles, was adopted on March 18, 2026, and its full contents are approved to take effect.
2. This Charter is made in ten (10) copies of equal validity, of which:
 - a. One (01) copy shall be submitted to the local State Notary Office;
 - b. Five (05) copies shall be registered with the competent authorities in accordance with the regulations of the People's Committee of Dong Nai Province;
 - c. Four (04) copies shall be kept at the Company's head office.
3. This Charter is the sole and official Charter of the Company.
4. Copies or extracts of the Company Charter shall be valid when signed by the Chairman of the Board of Directors or by two (02) members of the Board of Directors.

FOR AND ON BEHALF OF THE GENERAL
MEETING OF SHAREHOLDERS
CHAIRMAN OF THE BOARD OF DIRECTORS


Nguyen Thanh Dat

