



OPC PHARMACEUTICAL JOINT STOCK COMPANY

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CHARTER
OF ORGANIZATION AND OPERATION
OPC PHARMACEUTICAL JOINT STOCK COMPANY
(26th Amendment and Supplement, dated June 11, 2026)

TABLE OF CONTENTS

PREAMBLE	4
CHAPTER I. DEFINITIONS OF TERMS USED IN THE CHARTER	4
Article 1. Definitions.....	4
CHAPTER II. NAME, FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, DURATION OF OPERATION, AND LEGAL REPRESENTATIVE OF THE COMPANY	5
Article 2. Name, form, head office, branches, representative offices, duration of operation, and Legal Representative of the Company.	5
CHAPTER III. OBJECTIVES, SCOPE OF BUSINESS, AND OPERATIONS OF THE COMPANY	6
Article 3. Business Objectives of the Company	6
Article 4. Scope of Business and Operations.....	8
CHAPTER IV. CHARTER CAPITAL, SHARES	8
Article 5. Charter Capital, Shares.	8
Article 6. Share Certificates.....	9
Article 7. Other Securities Certificates.....	9
Article 8. Transfer of Shares	9
CHAPTER V. ORGANIZATIONAL STRUCTURE, MANAGEMENT AND SUPERVISION	10
Article 9. Organizational Structure of Management	10
CHAPTER VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS	10
Article 10. Rights of Shareholders	10
Article 11. Obligations of Shareholders.....	11
Article 12. General Meeting of Shareholders.....	12
Article 13. Rights and Obligations of the General Meeting of Shareholders.....	13
Article 14. Authorized Representatives	14
Article 15. Variation of Rights.....	15
Article 16. Convening of the General Meeting of Shareholders, Agenda and Notice of Meeting.....	16
Article 17. Conditions for Conducting the General Meeting of Shareholders.....	17
Article 18. Procedures for Conducting Meetings and Voting at the General Meeting of Shareholders	17
Article 19. Adoption of Resolutions of the General Meeting of Shareholders.....	19
Article 20. Authority and Procedures for Written Resolutions of Shareholders	20
Article 21. Minutes of the General Meeting of Shareholders	22
Article 22. Effectiveness of Resolutions and Request for Annulment of Resolutions of the General Meeting of Shareholders	22
CHAPTER VII. BOARD OF DIRECTORS	22
Article 23. Nomination, Candidacy, Composition and Term of Members of the Board of Directors.	22
Article 24. Rights and Obligations of the Board of Directors	25
Article 25. Chairman of the Board of Directors	27
Article 26. Meetings of the Board of Directors	28
CHAPTER VIII. CHIEF EXECUTIVE OFFICER, OTHER EXECUTIVES, AND THE PERSON IN CHARGE OF CORPORATE GOVERNANCE CUM COMPANY SECRETARY	31
Article 27. Organizational Structure of Management	31
Article 28. Appointment and Removal of Executive Officers and Other Positions	31

Article 29. Appointment, Removal, Qualifications and Conditions, Duties and Powers of the Chief Executive Officer.....	32
Article 30. Person in Charge of Corporate Governance.....	33
CHAPTER IX. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, THE CHIEF EXECUTIVE OFFICER, AND MANAGERS	33
Article 31. Duty of Care of Members of the Board of Directors, the Chief Executive Officer, and Managers	33
Article 32. Duty of Loyalty and Avoidance of Conflicts of Interest.....	34
Article 33. Liability for Damages and Indemnification	35
CHAPTER X. AUDIT COMMITTEE UNDER THE BOARD OF DIRECTORS.....	35
Article 34. Composition, Nomination, and Candidacy of Members of the Audit Committee	35
Article 35. Rights and Obligations of the Audit Committee.....	36
Article 36. Meetings of the Audit Committee.....	36
Article 37. Report on Activities of Independent Members of the Board of Directors in the Audit Committee at the Annual General Meeting of Shareholders	37
CHAPTER XI. RIGHT TO INSPECT BOOKS AND RECORDS	37
Article 38. Right to Inspect Books and Records	37
CHAPTER XII. EMPLOYEES AND TRADE UNION.....	38
Article 39. Employees and Trade Union.....	38
CHAPTER XIII. PROFIT DISTRIBUTION	38
Article 40. Dividends	38
Article 41. Other Matters Relating to Profit Distribution	39
CHAPTER XIV. BANK ACCOUNTS, RESERVE FUNDS, FISCAL YEAR, AND ACCOUNTING SYSTEM.....	39
Article 42. Bank Accounts.....	39
Article 43. Establishment of Funds	39
Article 44. Fiscal Year	40
Article 45. Accounting Regime	40
CHAPTER XV. ANNUAL REPORT, DISCLOSURE OBLIGATIONS, AND PUBLIC ANNOUNCEMENTS.....	40
Article 46. Annual, Semi-Annual and Quarterly Financial Statements.....	40
Article 47. Annual Report.....	40
CHAPTER XVI. AUDIT OF THE COMPANY.....	40
Article 48. Audit.....	40
CHAPTER XVII. SEAL	41
Article 49. Seal	41
CHAPTER XVIII. TERMINATION AND LIQUIDATION	41
Article 50. Termination	41
Article 51. Liquidation	41
CHAPTER XIX. INTERNAL DISPUTE RESOLUTION	42
Article 52. Deadlock among Members of the Board of Directors and Shareholders.....	42
Article 53. Internal Dispute Resolution	42
CHAPTER XX. AMENDMENT AND SUPPLEMENTATION OF THE CHARTER... 	43
Article 54. Amendment and Supplementation of the Charter	43
CHAPTER XXI. EFFECTIVE DATE	43
Article 55. Effective Date	43
Article 56. Signature of the Legal Representative	43

PREAMBLE

This 26th amended and supplemented Charter dated June 11, 2026 replaces the 25th amended and supplemented Charter dated July 4, 2023.

CHAPTER I. DEFINITIONS OF TERMS USED IN THE CHARTER

Article 1. Definitions

1. In this Charter, the following terms shall have the meanings set forth below:

a. Charter capital means the total par value of shares sold or registered for subscription upon the establishment of the joint-stock company, as stipulated in Article 5 of this Charter;

b. “Enterprise Law” refers to the Enterprise Law No. 59/2020/QH14, as amended and supplemented by Law No. 03/2022/QH15 dated January 11, 2022, and Law No. 76/2025/QH15 dated June 17, 2025, which amended and supplemented certain provisions of the Enterprise Law, effective from July 1, 2025;

c. “Securities Law” refers to the Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019; and Law No. 56/2024/QH15, amending and supplementing certain provisions of the Securities Law, the Law on Accounting, the Law on Independent Auditing, the State Budget Law, the Law on Management and Use of Public Assets, the Law on Tax Administration, the Law on Personal Income Tax, the National Reserves Law, and the Law on Handling Administrative Violations, passed by the National Assembly on November 29, 2024;

d. “Company” means OPC Pharmaceutical Joint Stock Company;

e. “Shareholder” means an individual or organization holding at least one share of the Company;

f. “Establishment date” means the date on which the Company is granted its Certificate of Business Registration;

g. “Enterprise manager” means a company manager, including the Chairman of the Board of Directors, Members of the Board of Directors, and the General Director;

h. “Executive officer” means the General Director, Deputy General Directors, Chief Accountant, and Chief Financial Officer;

i. “Related person” means an individual or organization as defined in Clause 46, Article 4 of the Securities Law;

j. “Family member” includes: spouse, biological parents, adoptive parents, parents-in-law, biological children, adopted children, sons-in-law, daughters-in-law, full siblings, brothers-in-law, sisters-in-law, and full siblings of the spouse;

k. “Term of operation” means the term of the Company’s operation as stipulated in Article 2 of this Charter and any extension thereof (if applicable) approved by the General Meeting of Shareholders by resolution;

l. “Vietnam” means the Socialist Republic of Vietnam.

2. In this Charter, references to any provision or document shall include any amendments or replacements thereof.

3. The headings (chapters, articles) used in this Charter are for convenience only and

shall not affect the interpretation of this Charter.

4. Words or terms defined in the Enterprise Law (unless inconsistent with the subject or context) shall have the same meanings in this Charter.

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

Article 2. Name, form, head office, branches, representative offices, duration of operation, and Legal Representative of the Company.

1. Company Name

- Vietnamese Name: CÔNG TY CỔ PHẦN DƯỢC PHẨM OPC
- English Name: OPC PHARMACEUTICAL JOINT STOCK COMPANY
- Company Logo:



2. The Company is a joint stock company with legal entity status from the date it is granted the Enterprise Registration Certificate.

3. The registered office of the Company is:

- Address: 1017 Hong Bang Street (formerly 343 Hung Vuong Street), Phu Lam Ward, Ho Chi Minh City
- Telephone: (+84) 28 37517111 – (+84) 28 38754525
- Fax: (+84) 28 38752048
- E-mail: info@opcpharma.com
- Website: <http://www.opcpharma.com>

4. The Chairman of the Board and the General Director are the Company's legal representatives. The rights and obligations of each legal representative are defined as follows:

4.1. Chairman of the Board:

Represents the Company in signing documents, contracts, and transactions directly related to the rights and interests of shareholders and contributing members, such as receiving and managing capital contributions, transferring shares or capital of shareholders and members of the Company; represents the Company in signing documents, contracts, and transactions within the authority of the Board of Directors; to execute and promulgate the Company Charter after it has been approved by the General Meeting of Shareholders;

4.2. General Director:

Represents the Company in signing documents, contracts, and transactions related to the Company's production, business, and human resource management activities; represents the Company in signing documents, contracts, and transactions within the authority of the General Director as delegated or authorized under the financial regulations or other regulations issued by the General Meeting of Shareholders or the Board of Directors

5. The Company may establish branches and representative offices in business locations to implement the Company's operational objectives, in accordance with resolutions of the

Board of Directors and within the limits permitted by law.

6. Unless the Company ceases operations earlier in accordance with Articles 50 and 51 of this Charter, the duration of the Company's operation shall begin from the date of establishment and shall be indefinite.

CHAPTER III. OBJECTIVES, SCOPE OF BUSINESS, AND OPERATIONS OF THE COMPANY

Article 3. Business Objectives of the Company

a. The Company's lines of business are:

No.	Business line	Business line code
1	Wholesale of other household goods Details: Trading in pharmaceuticals, cosmetics, medicinal materials, traditional medicine ingredients, oriental medicine, herbal medicines, sliced medicines, and medicines of natural origin; Import and export of pharmaceuticals, cosmetics, medicinal materials, traditional medicine ingredients, oriental medicine, herbal medicines, sliced medicines, and medicines of natural origin.	4649
2	Manufacture of other food products not elsewhere classified Details: Production of food, functional foods, and food additives.	1079
3	Wholesale of food Details: Trading in food, wholesale of functional foods and food additives.	4632
4	Retail sale of pharmaceutical goods, medical and orthopedic goods, cosmetics and toilet articles in specialized stores Details: Retail of pharmaceuticals and medical equipment in specialized stores; retail of perfumes, cosmetics, and hygiene products in specialized stores; retail of oriental and traditional herbal medicines in specialized stores.	4772
5	Retail sale of food in specialized stores Details: Retail of functional foods.	4722
6	Freight transport by road Details: Road freight transport business by trucks.	4933
7	Manufacture of pharmaceuticals, medicinal chemicals and botanical products Details: Manufacture of pharmaceuticals, traditional medicine ingredients, oriental medicines, herbal medicines, sliced medicines, and medicines of natural origin.	2100 (Principal business activity)
8	Short-term accommodation activities Details: Operation of tourist accommodation establishments such as guesthouses (not operating at the registered office).	5510
9	Manufacture of non-alcoholic beverages and mineral water Details: Production of alcoholic beverages and carbonated drinks (not produced at the registered office).	1104

10	Growing of spices and medicinal crops Details: Cultivation and processing of medicinal materials, traditional medicine ingredients, oriental medicines, herbal medicines, sliced medicines, and medicines of natural origin.	0128
11	Manufacture of medical and dental instruments and supplies Details: Manufacture of medical equipment (excluding mechanical processing, waste recycling, electroplating, welding, and painting at the registered office).	3250
12	Manufacture of other chemical products not elsewhere classified Details: Chemical production.	2029
13	Distilling, rectifying and blending of spirits Details: Production of alcoholic beverages (not operating at the registered office).	1101
14	Wholesale of beverages Details: Trading of alcohol, alcoholic beverages, and carbonated drinks.	4633
15	Wholesale of machinery, equipment and other machine parts Details: Trading of medical equipment.	4659
16	Manufacture of cosmetics, soap and detergents, cleaning and polishing preparations Details: Production of cosmetics.	2023
17	Other specialized wholesale not elsewhere classified Details: Trading of chemicals (excluding highly toxic chemicals); wholesale of rubber.	4669
18	Real estate business, including land use rights owned, used or leased. Details: Real estate business.	6810
19	Electric power generation	3511
20	Transmission and distribution of electricity - Sale of electricity to end users.	3512
21	The enterprise must strictly comply with the laws on land, construction, fire prevention and fighting, environmental protection, as well as other relevant laws governing its operations, and must satisfy all business conditions applicable to conditional business lines.	The business line is not consistent with the Vietnam Standard Industrial Classification

- Engaging in other business lines not prohibited by law.

b. The objectives of the Company are:

To mobilize and effectively utilize capital in developing the production and business of products in accordance with the functions and licensed business lines. At the same time, to enhance operational efficiency and achieve the goal of maximizing profits; to create stable jobs and income for employees; to increase returns for shareholders; to contribute to the State budget; and to continuously develop the Company to become stronger and larger.

In addition, the Company may expand, reduce, or change the scope of its operations as

decided by the General Meeting of Shareholders.

c. The Company may engage in other forms of business permitted by law that the Board of Directors considers most beneficial for the Company.

When there are changes to the objectives and functions of production and business, charter capital, or other contents in the business registration documents, the Company must notify the Business Registration Office – Department of Finance of Ho Chi Minh City to obtain the updated Business Registration Certificate.

Article 4. Scope of Business and Operations

1. The Company is entitled to plan and conduct all business activities in accordance with its Business Registration Certificate and this Charter, in compliance with applicable laws, and to implement appropriate measures to achieve the objectives of the Company.

2. The Company may engage in business activities in other fields permitted by law and approved by the General Meeting of Shareholders.

CHAPTER IV. CHARTER CAPITAL, SHARES

Article 5. Charter Capital, Shares.

1. The charter capital of the Company is VND 640,508,920,000 (in words: Six hundred forty billion five hundred eight million nine hundred twenty thousand Vietnamese Dong).

The total charter capital is divided into 64,050,892 (in words: Sixty-four million fifty thousand eight hundred ninety-two) shares with a par value of VND 10,000 per share.

2. The Company may adjust its charter capital upon approval by the General Meeting of Shareholders and in compliance with applicable laws. Upon any change in the charter capital, the General Meeting of Shareholders shall authorize the Board of Directors to update such change in the Company's Charter and report to the General Meeting of Shareholders at the nearest subsequent meeting.

3. All shares of the Company as of the date of adoption of this Charter are ordinary shares, including those held by the State. The rights and obligations attached to ordinary shares are stipulated in Article 10 and Article 11 of this Charter.

4. The Company may issue other classes of preference shares upon approval by the General Meeting of Shareholders and in accordance with applicable laws.

5. Ordinary shares must be offered for sale to existing shareholders in proportion to their respective shareholding ratios in the Company, unless otherwise decided by the General Meeting of Shareholders. The Company must notify shareholders of such offering, specifying the number of shares offered and the subscription period (which must be at least twenty (20) working days) to allow shareholders to register for purchase. Any shares not subscribed for by shareholders shall be decided by the Board of Directors. The Board of Directors may allocate such shares to other parties on terms and conditions it deems appropriate, provided that such shares shall not be sold on more favorable terms than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders or in the case of shares being sold through the Stock Exchange/Trading Center.

6. The Company may repurchase its own issued shares (including redeemable preference shares) in accordance with the methods prescribed in this Charter and applicable laws. Ordinary shares repurchased by the Company shall be treasury shares, and the Board of Directors may re-offer such shares in accordance with this Charter, the Law on Enterprises, the Law on

Securities, and relevant guiding regulations.

7. The Company may issue other types of securities upon written approval of the General Meeting of Shareholders and in compliance with the laws on securities and the securities market.

Article 6. Share Certificates

1. Shareholders of the Company shall be issued share certificates corresponding to the number and class of shares they own, except as provided in Clause 6 of this Article.

2. A share certificate is a type of security evidencing the lawful rights and interests of its holder in respect of a portion of the charter capital of the issuing organization. A share certificate must contain all particulars as prescribed in Clause 1, Article 121 of the Law on Enterprises.

3. Within thirty (30) days from the date of submission of a complete dossier for registration of share ownership transfer in accordance with the Company's regulations, or within two (02) months (or a longer period as stipulated in the issuance terms) from the date of full payment for subscribed shares in accordance with the Company's share issuance plan, the shareholder shall be issued a share certificate. The shareholder shall not be required to pay any costs for the printing of the share certificate or any other fees.

4. In the case of transfer of only a portion of the registered shares recorded in a share certificate, the old certificate shall be cancelled and a new certificate reflecting the remaining shares shall be issued free of charge.

5. In the event that a share certificate is lost, damaged, or otherwise destroyed, the shareholder shall be re-issued a share certificate upon request. Such request must include the following details:

- a. Information regarding the lost, damaged, or otherwise destroyed share certificate;
- b. A commitment to assume responsibility for any disputes arising from the re-issuance of the new share certificate.

6. The Company may issue registered shares without physical certificates. The Board of Directors may promulgate regulations allowing registered shares (whether certificated or uncertificated) to be transferred without requiring a written instrument of transfer. The Board of Directors may issue regulations on share certificates and transfer of shares in accordance with the Law on Enterprises, the laws on securities and the securities market, and this Charter.

Article 7. Other Securities Certificates

Bond certificates or other securities certificates of the Company (excluding offering documents, temporary certificates, and similar documents) shall be issued bearing the seal and specimen signature of the legal representative of the Company, unless otherwise provided in the terms and conditions of issuance.

Article 8. Transfer of Shares

1. All shares may be freely transferred unless otherwise provided in this Charter or by applicable laws. Shares listed on the Stock Exchange/Trading Center shall be transferred in accordance with the laws on securities and the securities market and the regulations of the Stock Exchange/Trading Center.

2. Shares which have not been fully paid shall not be transferred and shall not be entitled to related rights and benefits, including the right to receive dividends, the right to receive shares issued for capital increase from equity, and the right to subscribe for newly issued shares.

CHAPTER V. ORGANIZATIONAL STRUCTURE, MANAGEMENT AND SUPERVISION

Article 9. Organizational Structure of Management

The organizational structure of management of the Company shall comprise:

- a. The General Meeting of Shareholders;
- b. The Board of Directors, the Audit Committee under the Board of Directors;
- c. The Chief Executive Officer.

CHAPTER VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 10. Rights of Shareholders

1. Shareholders are the owners of the Company and shall have rights and obligations corresponding to the number and class of shares they own. Shareholders shall be liable for the debts and other property obligations of the Company only to the extent of the capital they have contributed to the Company.

2. Holders of ordinary shares shall have the following rights:

a. To attend General Meetings of Shareholders and exercise voting rights directly or through authorized representatives;

b. To receive dividends;

c. To freely transfer their shares to others, except for shares subject to transfer restrictions under employee stock option plans approved by the General Meeting of Shareholders;

d. To be given priority to subscribe for newly issued shares in proportion to their holdings of ordinary shares;

e. To examine, look up, and extract information relating to names and contact addresses in the list of shareholders entitled to vote; and to request correction of inaccurate information concerning themselves;

f. To examine, look up, extract or obtain copies of the Company's Charter, minutes of General Meetings of Shareholders, and resolutions of the General Meeting of Shareholders;

g. In the event of dissolution of the Company, to receive a portion of the remaining assets in proportion to their contributed shares after the Company has fulfilled its obligations to creditors and other classes of shareholders in accordance with law;

h. To request the Company to repurchase their shares in the cases provided in Clause 1, Article 132 of the Law on Enterprises;

i. Other rights as provided in this Charter and applicable laws.

3. A shareholder or group of shareholders holding five percent (5%) or more of the total ordinary shares shall have the following rights:

a. To request the convening of a General Meeting of Shareholders;

b. To inspect and obtain copies or extracts of the list of shareholders entitled to attend and vote at the General Meeting of Shareholders;

c. To request inspection of specific matters relating to the management and operation of the Company where deemed necessary. Such request must be made in writing and include: full name, permanent address, nationality, ID card/passport or other lawful personal identification for individual shareholders; name, head office address, nationality, establishment decision number or enterprise registration number for institutional shareholders; number of shares and date of registration of shares of each shareholder, total number of shares of the group and ownership ratio in the Company; matters to be inspected and purpose of inspection;

d. To examine, look up, extract minutes, resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Audit Committee, contracts and transactions subject to approval by the Board of Directors, and other documents, except those relating to the Company's trade secrets and business secrets;

e. To propose matters to be included in the agenda of the General Meeting of Shareholders. Such proposal must be made in writing and submitted to the Company no later than three (03) working days prior to the opening date. The proposal must specify the name of the shareholder, the number of each class of shares held, and the matters proposed to be included in the agenda;

f. Other rights as provided in this Charter.

4. A shareholder or group of shareholders holding ten percent (10%) or more of the total ordinary shares shall have the right to nominate candidates to the Board of Directors. The nomination shall be carried out as follows:

a. Shareholders forming a group to nominate candidates to the Board of Directors must notify other attending shareholders of their group meeting prior to the opening of the General Meeting of Shareholders;

b. Based on the number of members of the Board of Directors, such shareholders or groups of shareholders shall have the right to nominate one or more candidates as decided by the General Meeting of Shareholders. In the event that the number of candidates nominated by such shareholders or groups of shareholders is fewer than the number they are entitled to nominate as decided by the General Meeting of Shareholders, the remaining candidates shall be nominated by the incumbent Board of Directors. Any additional nominations by the Board of Directors must be clearly disclosed prior to the General Meeting of Shareholders conducting the election of members of the Board of Directors.

Article 11. Obligations of Shareholders

Shareholders shall have the following obligations:

1. To comply with the Company's Charter and internal regulations; and to abide by resolutions of the General Meeting of Shareholders and the Board of Directors;

2. To pay in full the amount for shares subscribed for in accordance with applicable regulations;

3. To provide accurate address information when subscribing for shares and to update such information upon any changes;

4. To fulfill other obligations as prescribed by applicable laws;

5. To bear personal liability 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. Making payments of debts not yet due where there is a potential financial risk to the Company;
6. To maintain confidentiality of information provided by the Company in accordance with the Company's Charter and applicable laws; to use such information solely for exercising and protecting their lawful rights and interests; and not to disclose, copy or transmit such information to any other organization or individual.

Article 12. General Meeting of Shareholders

1. The General Meeting of Shareholders ("GMS") is the highest decision-making authority of the Company. The annual General Meeting of Shareholders shall be held once a year. The 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 such period where necessary, but not exceeding six (06) months from the end of the fiscal year.

2. In addition to the annual meeting, the General Meeting of Shareholders may convene extraordinary meetings. The location of the General Meeting of Shareholders shall be the place where the Chairperson attends and must be within the territory of Vietnam. The Board of Directors shall convene the annual General Meeting of Shareholders and determine an appropriate venue. The annual General Meeting of Shareholders shall decide on matters as prescribed by law and the Company's Charter, in particular the approval of annual financial statements and the business plan for the following fiscal year. In the event that the audit report on the Company's annual financial statements contains material qualifications, adverse opinions or a disclaimer of opinion, the Company must invite a representative of the approved auditing firm to attend the annual General Meeting of Shareholders, and such representative shall be responsible for attending the meeting.

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

- a. When deemed necessary for the interests of the Company;
- b. When quarterly, semi-annual or audited annual financial statements indicate that the owner's equity has been reduced to one-half (1/2) of its initial value;
- c. When the number of members of the Board of Directors or independent members falls below the statutory minimum or is reduced by more than one-third (1/3) compared to the number prescribed in this Charter;
- d. Upon request by a shareholder or a group of shareholders holding five percent (5%) or more of the total ordinary shares as prescribed in Clause 2, Article 115 of the Law on Enterprises. Such request must be made in writing, stating the reasons and purpose of the meeting, and signed by the relevant shareholders (which may be in multiple documents to collect sufficient signatures);
- e. Other cases as prescribed by law and the Company's 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 occurrence of the events specified in Point b or Point c of Clause 3 of this Article, or from the receipt of the request specified in Point d of Clause 3 of this Article;

b. If the Board of Directors fails to convene the General Meeting of Shareholders as required, within the next thirty (30) days, the requesting shareholder(s) or group of shareholders referred to in Point d, Clause 3 of this Article shall have the right to convene the General Meeting of Shareholders in accordance with Article 140 of the Law on Enterprises.

In such case, such shareholder(s) or group of shareholders may request the business registration authority to supervise the convening and conduct of the meeting if deemed necessary;

c. All costs incurred for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. Such costs shall not include expenses incurred by shareholders for attending the General Meeting of Shareholders, including accommodation and travel expenses.

Article 13. Rights and Obligations of the General Meeting of Shareholders

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

- a. To approve the development orientation of the Company;
- b. To decide on classes of shares and the total number of shares of each class authorized to be offered; to decide on the annual dividend rate for each class of shares;
- c. To elect, remove or dismiss members of the Board of Directors;
- d. To decide on investments or the sale of assets with a value of 35% or more of the total asset value as recorded in the Company's most recent financial statements;
- đ. To decide on amendments and supplements to the Company's Charter;
- e. To approve the annual financial statements;
- g. To decide on the repurchase of more than 10% of the total issued shares of each class;
- h. To review and handle violations committed by members of the Board of Directors that cause damage to the Company and its shareholders;
- i. To decide on the reorganization or dissolution of the Company;
- k. To decide on the budget or total remuneration, bonuses and other benefits for the Board of Directors;
- l. To approve the Internal Governance Regulations and the Operating Regulations of the Board of Directors;
- m. To approve the list of accepted auditing firms; to decide on the auditing firm to conduct audits of the Company and to dismiss the accepted auditor when deemed necessary;
- n. Other rights and obligations 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. Reports of the Board of Directors on its governance and performance, and on the performance of each member of the Board of Directors;

- d. Report on the activities of independent members of the Board of Directors within the Audit Committee;
- e. Dividend level for each share of each class;
- g. Number of members of the Board of Directors;
- h. Election, removal or dismissal of members of the Board of Directors;
- i. Budget or total remuneration, bonuses and other benefits for the Board of Directors;
- k. Approval of the list of accepted auditing firms; decision on the auditing firm to audit the Company's operations when deemed necessary;
- l. Amendments and supplements to the Company's Charter;
- m. Classes of shares and number of newly issued shares for each class;
- n. Division, separation, consolidation, merger or conversion of the Company;
- o. Reorganization and dissolution (liquidation) of the Company and appointment of the liquidator;
- p. Investment or sale of assets with a value of 35% or more of the total asset value recorded in the Company's most recent separate financial statements;
- q. Repurchase of more than 10% of the total issued shares of each class;
- r. The Company entering into contracts or transactions with parties specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or exceeding 35% of the total asset value recorded in the Company's most recent separate financial statements;
- s. Approval of transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities, as amended and supplemented by Decree No. 245/2025/ND-CP dated September 11, 2025;
- t. Approval of the Internal Corporate Governance Regulations and the Operating Regulations of the Board of Directors;
- u. Other matters as prescribed by law and this Charter.

3. A shareholder shall not have the right to vote in the following cases:

- a. Approval of contracts specified in Clause 2 of this Article where such shareholder or its related persons is a party to such contract;
- b. Repurchase of shares of such shareholder or its related persons, except where such repurchase is conducted on a pro-rata basis applicable to all shareholders or is conducted through order matching or a public tender offer on the stock exchange.

4. All resolutions and matters included in the meeting agenda must be discussed and voted on at the General Meeting of Shareholders.

Article 14. Authorized Representatives

1. A shareholder or an authorized representative of an institutional shareholder may attend the General Meeting of Shareholders in person, authorize in writing one or more individuals or organizations to attend the meeting, or attend the meeting through one of the forms specified in Clause 3, Article 144 of the Law on Enterprises.

2. The authorization of an individual or organization to attend the General Meeting of

Shareholders must be made in writing. The power of attorney shall comply with the provisions of civil law and must clearly specify the name of the authorized individual or organization and the number of shares authorized, and must bear signatures as follows:

a. In the case where the authorizing shareholder is an individual, the power of attorney must bear the signatures of such shareholder and the authorized attendee;

b. In the case where the authorizing person is an authorized representative of an institutional shareholder, the power of attorney must bear the signatures of the authorized representative, the legal representative of the shareholder, and the authorized attendee;

c. In other cases, the power of attorney must bear the signatures of the legal representative of the shareholder and the authorized attendee.

The authorized attendee must submit the power of attorney prior to entering the meeting venue.

3. Where a lawyer signs the appointment of a representative on behalf of the authorizing person, such appointment shall only be deemed valid if it is accompanied by a power of attorney granted to the lawyer or a valid copy thereof (if not previously registered with the Company).

4. Voting ballots of an authorized attendee within the scope of authorization shall remain valid in any of the following circumstances:

a. The authorizing person has died, has limited legal capacity, or has lost legal capacity;

b. The authorizing person has revoked the authorization;

c. The authorizing person has revoked the authority of the person granting such authorization.

This provision shall not apply if the Company receives notice of any of the above events at least forty-eight (48) hours prior to the opening of the General Meeting of Shareholders or before the reconvened meeting is held

Article 15. Variation of Rights

1. Any variation or cancellation of special rights attached to a class of preference shares shall be effective only if approved by shareholders representing at least sixty-five percent (65%) of the total voting votes of all shareholders attending and voting at the meeting. Any resolution of the General Meeting of Shareholders that adversely affects the rights and obligations of holders of a class of preference shares shall only be passed if it is approved by shareholders holding at least seventy-five percent (75%) of the total number of such class of preference shares attending the meeting, or by shareholders holding at least seventy-five percent (75%) of the total number of such class of preference shares in the case of a written resolution.

2. A meeting of shareholders holding a particular class of preference shares to approve the variation of rights as mentioned above shall be valid only if 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 such class. If the 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 by proxy (regardless of the number of attendees or shares represented) shall be deemed to constitute a valid quorum. At such meetings of shareholders holding preference shares, attendees may request voting by secret ballot. Each share of the same class shall carry equal voting rights at such meetings.

3. The procedures for conducting such separate meetings shall be similar to those provided under Articles 17, 18 and 19 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 the distribution of profits or assets of the Company shall not be deemed to be varied by the issuance of additional shares of the same class.

Article 16. Convening of the General Meeting of Shareholders, Agenda and Notice of Meeting

1. The Board of Directors shall convene the General Meeting of Shareholders (“GMS”), or the General Meeting of Shareholders shall be convened in the cases specified in Clause 3, Article 12 of this Charter.

2. The convenor of the General Meeting of Shareholders shall perform the following duties:

a. To 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 not more than ten (10) days prior to the date of sending the notice of invitation. The Company must disclose information regarding the preparation of such list at least twenty (20) days prior to the record date;

b. To prepare the agenda and contents of the meeting;

c. To prepare documents for the meeting;

d. To prepare draft resolutions of the General Meeting of Shareholders based on the proposed agenda; and the list and detailed information of candidates in the case of election of members of the Board of Directors;

e. To determine the time and venue of the meeting;

f. To send the notice of invitation to each shareholder entitled to attend the meeting in accordance with regulations;

g. To perform other tasks for the purpose of organizing the meeting.

3. The notice of invitation to the General Meeting of Shareholders shall be sent to all shareholders by a method ensuring delivery to the shareholders’ contact addresses, and shall concurrently be published on the Company’s website, and disclosed to the State Securities Commission and the Stock Exchange where the Company’s shares are listed or registered for trading. The convenor must send the notice of invitation to all shareholders in the list of shareholders entitled to attend the meeting at least twenty-one (21) days prior to the opening date of the meeting (calculated from the date the notice is validly 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 posted on the Company’s website. In cases where such documents are not enclosed with the notice, the notice must clearly state the link to all meeting documents for shareholders’ access, including:

a. The meeting agenda and documents used at the meeting;

b. Voting ballots;

c. Draft resolutions for each matter included in the agenda.

4. A shareholder or group of shareholders holding five percent (5%) or more of the total ordinary shares, as prescribed in Clause 2, Article 115 of the Law on Enterprises, shall have the right 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 at least three (03) working days prior to the opening date of the General Meeting of Shareholders. The proposal must include the full name of the shareholder, the number and class of shares held, and the proposed

matters to be included in the agenda.

5. The convenor of the General Meeting of Shareholders shall have the right to refuse proposals referred to in Clause 4 of this Article in the following cases:

a. The proposal is not submitted within the prescribed time limit or does not contain sufficient or proper information;

b. At the time of submission, the shareholder or group of shareholders does not hold at least five percent (5%) of the total ordinary shares as prescribed in Clause 2, Article 115 of the Law on Enterprises;

c. The proposed matter does not fall within the authority of the GMS to discuss and approve.

6. The Board of Directors must prepare draft resolutions for each matter included in the meeting agenda.

7. Where all shareholders representing one hundred percent (100%) of the voting shares attend the General Meeting of Shareholders in person or through authorized representatives, any resolutions unanimously approved by the General Meeting of Shareholders shall be deemed valid even if the convening of the General Meeting of Shareholders does not comply with the prescribed procedures or the matters voted on are not included in the agenda.

Article 17. Conditions for Conducting the General Meeting of Shareholders

1. A General Meeting of Shareholders (“GMS”) shall be duly convened when shareholders attending the meeting represent more than fifty percent (50%) of the total voting rights.

2. In the event that the first meeting does not satisfy the quorum requirement specified in Clause 1 of this Article, the General Meeting of Shareholders shall be reconvened within thirty (30) days from the originally scheduled date of the first meeting. The reconvened General Meeting of Shareholders shall be validly held when shareholders and their authorized representatives attending the meeting represent at least thirty-three percent (33%) of the total voting shares.

3. In the event that the second meeting does not satisfy the quorum requirement specified in Clause 2 of this Article, a third meeting shall be convened within twenty (20) days from the date on which the second meeting was intended to be held. In such case, the General Meeting of Shareholders shall be validly conducted regardless of the total number of voting rights represented by the attending shareholders.

4. Upon the proposal of the Chairman, the General Meeting of Shareholders shall have the right to amend the meeting agenda that was enclosed with the notice of invitation in accordance with Clause 3, Article 16 of this Charter.

Article 18. Procedures for Conducting Meetings and Voting at the General Meeting of Shareholders

1. On the date of the General Meeting of Shareholders (“GMS”), the Company must carry out shareholder registration procedures and continue such registration until all shareholders entitled to attend the meeting have been duly registered.

2. Upon registration, the Company shall issue to each shareholder or authorized representative entitled to vote a voting card indicating the registration number, full name of the shareholder, full name of the authorized representative, and the number of votes held by such shareholder. Voting shall be conducted by approval, disapproval, or abstention. At the meeting, votes in favor shall be collected first, followed by votes against, and the total votes shall then be counted to determine the outcome. The vote counting results shall be announced by the

Chairman immediately prior to the closing of the meeting. The General Meeting of Shareholders shall appoint vote counters or supervisors of vote counting upon the proposal of the Chairman. The number of members of the vote-counting committee shall be decided by the GMS based on the Chairman's proposal.

3. Shareholders arriving late at the GMS shall have the right to register immediately and thereafter participate in and vote at the meeting. The Chairman shall not be obliged to delay the meeting to allow late arrivals to register, and the validity of any voting conducted prior to their arrival shall not be affected.

4. The Chairman of the Board of Directors shall preside over meetings convened by the Board of Directors. If the Chairman is absent or temporarily incapacitated, the Vice Chairman or the remaining members of the Board of Directors shall elect one of their members to act as Chairman of the meeting on a majority basis. If no such person can be elected, the Head of the Audit Committee under the Board of Directors shall preside for the purpose of enabling the GMS to elect a Chairman from among the attendees, and the person receiving the highest number of votes shall act as Chairman.

In other cases, the person who signs the decision to convene the GMS shall preside over the election of the Chairman, and the person receiving the highest number of votes shall be appointed as Chairman.

5. The agenda and contents of the meeting must be approved by the GMS at the opening session. The agenda must clearly specify the time allocation for each item.

6. The Chairman shall have the right to adjourn a duly convened GMS for no more than three (03) working days from the scheduled opening date and may only adjourn or change the venue in the following cases:

- a. The meeting venue does not have sufficient seating capacity for all attendees;
- b. The communication facilities at the venue do not ensure proper participation, discussion, and voting;
- c. Attendees disrupt or cause disorder, posing a risk to the fairness and legality of the meeting.

7. If the Chairman adjourns or suspends the GMS contrary to Clause 6, the GMS shall elect another person from among the attendees to act as Chairman until the conclusion of the meeting, and all resolutions passed shall remain valid.

8. The Chairman may take necessary measures to conduct the GMS in a lawful and orderly manner, in accordance with the approved agenda and reflecting the will of the majority of attendees.

9. The convenor or the Chairman shall have the following rights:

- a. To require all attendees to undergo inspection or other lawful and reasonable security measures;
- b. To request the competent authorities to maintain order at the meeting; to expel from the General Meeting of Shareholders any persons who fail to comply with the Chairperson's authority, intentionally disrupt order, obstruct the normal conduct of the meeting, or fail to comply with security screening requirements.

10. The person convening the General Meeting of Shareholders, after careful consideration, may take appropriate measures to:

- a. To arrange seating at the venue of the General Meeting of Shareholders;
- b. To ensure the safety of all persons present at the meeting venue(s);
- c. To facilitate shareholders' attendance (or continued attendance) at the meeting.

The person convening the General Meeting of Shareholders shall have full authority to modify the above measures and to implement all necessary measures. Such measures may include the issuance of admission passes or the application of other forms of access control.

11. In the event that the General Meeting of Shareholders applies the measures set out above, the convenor of the meeting, when determining the venue of the meeting, may:

- a. Announce that the meeting shall be held at the location specified in the notice, where the Chairman of the meeting will be present (the "Principal Venue");
- b. Arrange and organize for shareholders or authorized representatives who are unable to attend the meeting in accordance with this Clause, or those who wish to attend at a location other than the Principal Venue, to simultaneously participate in the meeting.

The notice of meeting is not required to specify detailed arrangements of such organizational measures under this Clause.

12. For the purposes of this Charter (unless otherwise required by the context), all shareholders shall be deemed to attend the General Meeting of Shareholders at the Principal Venue.

The Company shall hold the General Meeting of Shareholders at least once annually. The Annual General Meeting must not be conducted by way of written resolution.

Where the Company applies modern technology to organize the General Meeting of Shareholders through virtual or online meetings, the Company shall ensure that shareholders are able to attend and vote by electronic voting or other electronic means in compliance with the Law on Enterprises, the Law on Securities, and other relevant regulations

Article 19. Adoption of Resolutions of the General Meeting of Shareholders

1. Resolutions on the following matters shall be adopted if approved by shareholders representing at least sixty-five percent (65%) of the total voting rights of all shareholders attending and voting at the meeting, except as otherwise provided in Clause 3 of this Article and Clauses 4 and 6, Article 148 of the Law on Enterprises:

- a. Classes of shares and the total number of shares of each class;
- b. Changes in business lines and business sectors;
- c. Changes in the Company's management and organizational structure;
- d. Investment projects or sale of assets with a value equal to or exceeding thirty-five percent (35%) of the total asset value recorded in the Company's most recent financial statements;
- e. Reorganization or dissolution of the Company.

2. Other resolutions shall be adopted if approved by shareholders representing more than fifty percent (50%) of the total voting rights of all shareholders attending and voting at the meeting, except as otherwise provided in Clause 1 of this Article and Clauses 3, 4, and 6, Article 148 of the Law on Enterprises.

3. The election of members of the Board of Directors shall be conducted by cumulative voting, whereby each shareholder shall have a number of votes equal to the total number of shares owned and validly authorized multiplied by the number of members of the Board of Directors to be elected. Each shareholder shall have the right to allocate all or part of their votes to one or more candidates. Elected members of the Board of Directors shall be determined in descending order of votes received, starting from the candidate with the highest number of votes until all positions are filled.

In the event that two (02) or more candidates receive an equal number of votes for the last available position, a re-election shall be conducted among those candidates, or selection shall be made in accordance with the Company's election regulations.

4. Resolutions of the General Meeting of Shareholders approved by shareholders representing one hundred percent (100%) of the total voting shares shall be valid and effective even if the procedures and formalities for adopting such resolutions are not fully complied with.

Article 20. Authority and Procedures for Written Resolutions of Shareholders

The authority and procedures for obtaining shareholders' opinions in writing for the purpose of adopting resolutions of the General Meeting of Shareholders shall be implemented as follows:

1. The Board of Directors shall have the authority to seek shareholders' opinions in writing to adopt resolutions of the General Meeting of Shareholders where deemed necessary in the interest of the Company, except for matters which are required by law to be approved by way of direct voting at a meeting in accordance with Clause 2, Article 147 of the Law on Enterprises.

2. The Board of Directors shall prepare voting forms, draft resolutions of the General Meeting of Shareholders, and explanatory documents for such draft resolutions, and shall send them to all shareholders entitled to vote no later than ten (10) days prior to the deadline for submission of the voting forms.

The preparation of the list of shareholders for the purpose of distributing voting forms, as well as the requirements and methods for sending such voting forms and accompanying documents, shall comply with Article 16 of this Charter.

3. The voting form for obtaining shareholders' opinions in writing must contain the following principal contents:

a. The name, head office address, number and date of issuance of the Enterprise Registration Certificate, and the place of business registration of the Company;

b. The purpose of obtaining shareholders' opinions;

c. Full name, permanent address, nationality, ID card/passport number or other lawful personal identification of an individual shareholder; name, head office address, nationality, establishment decision number or enterprise registration number of an organizational shareholder or its authorized representative; number of shares of each class and the corresponding voting rights of the shareholder;

d. Matters to be voted on for approval;

e. Voting options, including approval, disapproval, and abstention;

f. Deadline for returning the completed voting form to the Company;

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

4. Shareholders may return the completed voting forms to the Company by one of the following methods:

a. By post: The voting form must bear the signature of the individual shareholder or the authorized representative or legal representative of an organizational shareholder. The voting form must be placed in a sealed envelope, and no one is permitted to open it prior to the vote counting;

b. By fax or email: Voting forms sent by fax or email must be kept confidential until the time of vote counting.

Voting forms received after the prescribed deadline, or opened (in the case of postal submission), or disclosed (in the case of fax/email submission), shall be deemed invalid. Voting forms not returned shall be deemed as non-participation in voting.

5. The Board of Directors shall conduct the vote counting and prepare the vote-counting minutes in the presence of a shareholder who does not hold a managerial position in the Company.

The vote-counting minutes must include the following principal contents:

a. The name, head office address, number and date of issuance of the Enterprise Registration Certificate, and the place of business registration;

b. The purpose and matters subject to approval;

c. The number of shareholders and total voting rights participating in the voting, including a breakdown of valid and invalid votes, together with an appendix listing participating shareholders;

d. Total votes in favor, against, and abstentions for each matter;

e. Resolutions adopted;

f. Full names and signatures of the Chairman of the Board of Directors, the legal representative of the Company, and the vote-counting supervisor.

Members of the Board of Directors and the vote-counting supervisor shall be jointly liable for the truthfulness and accuracy of the vote-counting minutes, and jointly liable for any damages arising from resolutions adopted based on dishonest or inaccurate vote counting.

6. The vote-counting minutes must be sent to shareholders within fifteen (15) days from the completion of the vote counting.

If the Company has a website, such delivery may be replaced by posting the minutes on the Company's website within twenty-four (24) hours from the completion of the vote counting.

7. The completed voting forms, vote-counting minutes, full text of the adopted resolutions, and all documents accompanying the voting forms must be retained at the Company's head office.

8. A resolution of the General Meeting of Shareholders adopted by way of written opinions shall be approved if it is supported by shareholders representing more than fifty percent (50%) of the total voting rights of all shareholders entitled to vote and shall have the same validity as a resolution adopted at a General Meeting of Shareholders

Article 21. Minutes of the General Meeting of Shareholders

1. 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 shall be prepared in Vietnamese and may also be prepared in a foreign language, and must include the contents as prescribed in Clause 1, Article 150 of the Law on Enterprises.

2. The minutes of the General Meeting of Shareholders must be completed and approved before the closing of the meeting.

3. The Chairman and the secretary of the meeting, or any other persons signing the minutes, shall be jointly liable for the truthfulness and accuracy of the contents of the minutes.

4. The minutes prepared in Vietnamese and in a foreign language shall have equal legal validity. In case of any discrepancy between the Vietnamese version and the foreign language version, the Vietnamese version shall prevail.

5. The minutes of the General Meeting of Shareholders must be sent to all shareholders within fifteen (15) days from the conclusion of the meeting; such delivery may be replaced by posting the minutes on the Company's website.

6. The minutes of the General Meeting of Shareholders, the appendix of the list of shareholders attending the meeting, the resolutions adopted, and the documents attached to the notice of meeting must be retained at the Company's head office.

Article 22. Effectiveness of Resolutions and Request for Annulment of Resolutions of the General Meeting of Shareholders

1. Resolutions of the General Meeting of Shareholders shall take effect from the date of their adoption or from the effective date specified therein.

2. In the event that a shareholder or a group of shareholders requests a Court or an Arbitral Tribunal to annul a General Meeting of Shareholders resolution in accordance with Clause 3 of this Article, such resolution shall remain valid and enforceable until a decision on annulment issued by the Court or Arbitral Tribunal becomes legally effective, except where interim emergency measures are applied pursuant to a decision of a competent authority.

3. Within ninety (90) days from the date of receipt of the minutes of the General Meeting of Shareholders or the vote-counting minutes of a written resolution of the General Meeting of Shareholders, a shareholder or group of shareholders holding at least five percent (5%) of the total ordinary shares as prescribed in Clause 2, Article 115 of the Law on Enterprises shall have the right to request the Court or an Arbitral Tribunal to review and annul all or part of a General Meeting of Shareholders resolution in the following cases:

a. The order and procedures for convening the meeting and adopting resolutions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and this Charter, except as provided in Clause 4, Article 19 of this Charter;

b. The contents of the resolution violate the law or this Charter.

CHAPTER VII. BOARD OF DIRECTORS

Article 23. Nomination, Candidacy, Composition and Term of Members of the Board of Directors.

1. In cases where candidates have been identified in advance, information relating to

candidates for the Board of Directors shall be included in the meeting materials of the General Meeting of Shareholders (“GMS”) and disclosed on the Company’s website at least ten (10) days prior to the opening date of the GMS, so that shareholders may review such candidates before voting. Candidates for the Board of Directors must provide a written undertaking confirming the truthfulness, accuracy, and reasonableness of the disclosed personal information, and must undertake to perform their duties honestly if elected as members of the Board of Directors. Information relating to candidates for the Board of Directors to be disclosed shall include, at a minimum, the following:

- a. Full name, date of birth;
- b. Educational qualifications;
- c. Professional qualifications;
- d. Employment history;
- e. Companies in which the candidate currently holds positions as a member of the Board of Directors and other managerial positions;
- f. A report evaluating the candidate’s contributions to the Company, in the case where the candidate is currently a member of the Board of Directors of the Company;
- g. Related interests with respect to the Company (if any);
- h. Full name of the shareholder or group of shareholders nominating such candidate (if any);
- i. Other relevant information (if any).

2. The Board of Directors shall consist of five (05) members, including at least one (01) independent member and at least one (01) non-executive member. The term of office of a member of the Board of Directors shall not exceed five (05) years; members may be re-elected for an unlimited number of terms. An individual may serve as an independent member of the Board of Directors of the Company for no more than two (02) consecutive terms. Where all members of the Board of Directors simultaneously complete their terms of office, such members shall continue to serve until new members are elected to replace them and assume their duties.

Members of the Board of Directors must satisfy the following criteria and conditions:

- a. Not falling under the categories prohibited from establishing and managing enterprises as prescribed in Clause 2, Article 17 of the Law on Enterprises;
- b. Possessing professional qualifications and experience in business administration or in the Company’s business lines or sectors, and not necessarily being a shareholder of the Company;
- c. A member of the Board of Directors of a public company may concurrently serve as a member of the board of directors or members’ council of no more than five (05) other companies;
- d. An independent member of the Board of Directors must satisfy the criteria and conditions set out in Clause 2, Article 155 of the Law on Enterprises.

3. A shareholder or group of shareholders holding ten percent (10%) or more of the total ordinary shares shall have the right to nominate candidates to the Board of Directors in

accordance with Clause 5, Article 115 of the Law on Enterprises.

A shareholder or group of shareholders holding from ten percent (10%) to less than twenty percent (20%) of the total voting shares may nominate one (01) candidate; from twenty percent (20%) to less than thirty percent (30%) may nominate up to two (02) candidates; from thirty percent (30%) to less than forty percent (40%) may nominate up to three (03) candidates; from forty percent (40%) to less than fifty percent (50%) may nominate up to four (04) candidates; from fifty percent (50%) to less than sixty percent (60%) may nominate up to five (05) candidates; from sixty percent (60%) to less than seventy percent (70%) may nominate up to six (06) candidates; from seventy percent (70%) to eighty percent (80%) may nominate up to seven (07) candidates; and from eighty percent (80%) to less than ninety percent (90%) may nominate up to eight (08) candidates.

4. In the event that the number of candidates for the Board of Directors nominated and self-nominated remains insufficient, the incumbent Board of Directors may nominate additional candidates or organize nominations in accordance with a mechanism prescribed by the Company. Such nomination mechanism or the method by which the incumbent Board of Directors nominates candidates must be clearly disclosed and approved by the General Meeting of Shareholders prior to the nomination process.

5. A member of the Board of Directors shall cease to hold office in cases where he/she is dismissed or removed by the General Meeting of Shareholders in accordance with Clauses 1 and 2, Article 160 of the Law on Enterprises.

6. Removal, dismissal, replacement, and addition of members of the Board of Directors:

a. The General Meeting of Shareholders shall remove a member of the Board of Directors in the following cases:

- Failure to meet the criteria and conditions as prescribed in Article 155 of the Law on Enterprises;
- Submission of a resignation letter which is accepted;
- Other cases as prescribed in this Charter.

b. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:

- Failure to participate in the activities of the Board of Directors for six (06) consecutive months, except in cases of force majeure;
- Other cases as prescribed in this Charter.

c. Where deemed necessary, the General Meeting of Shareholders may decide to replace members of the Board of Directors or remove/dismiss members in cases other than those specified in sub-clauses (a) and (b) above.

d. The Board of Directors must convene a General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:

- Where the number of members of the Board of Directors is reduced by more than one-third (1/3) of the number prescribed in Clause 2 of this Article. In such case, the Board of Directors must convene a General Meeting of Shareholders within sixty (60) days from the date

such reduction occurs;

- Where the number of independent members of the Board of Directors falls below the minimum ratio as prescribed in Point b, Clause 1, Article 137 of the Law on Enterprises.

e. Except for the two cases specified in sub-clause (d) above, the General Meeting of Shareholders shall elect new members to replace those who have been removed or dismissed at the nearest meeting.

7. The appointment of members of the Board of Directors must be disclosed in accordance with the regulations of securities laws and the securities market.

8. Members of the Board of Directors are not required to be shareholders of the Company.

Article 24. Rights and Obligations of the Board of Directors

1. The business operations and affairs of the Company shall be managed or directed by the Board of Directors. The Board of Directors shall have full authority to exercise all rights on behalf of the Company, except for matters falling within the authority of the General Meeting of Shareholders.

2. The rights and obligations of the Board of Directors shall be prescribed by law, this Charter, the Company's internal regulations, and resolutions of the General Meeting of Shareholders. In particular, 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 determine operational objectives based on strategic goals approved by the General Meeting of Shareholders;

c. To elect, remove, or dismiss the Chairman of the Board of Directors; to appoint, remove, enter into, and terminate contracts with the General Director and other managers appointed by the Board of Directors; to decide on remuneration and other benefits of such persons; to appoint authorized representatives to participate in the Board of Directors, Members' Council, or General Meeting of Shareholders of other companies, and to decide on their remuneration and benefits;

d. To decide on the organizational structure and internal management regulations of the Company;

e. To resolve complaints of the Company against managers and to appoint representatives to handle legal proceedings against such managers;

f. To propose classes of shares to be issued and the total number of shares for each class;

g. To propose the issuance of convertible bonds and other warrants;

h. To decide on the sale of new shares within the number of shares authorized to be offered for each class; to decide on the offering price of bonds, shares, and convertible securities; to decide on other forms of capital mobilization;

i. To supervise and direct the General Director and other managers in the daily operation of the Company's business;

j. To propose the annual dividend rate and determine interim dividends; to decide on the

time and procedures for dividend payment or handling of losses arising in business operations;

k. To propose the reorganization, dissolution, or bankruptcy of the Company;

l. 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 authority of the General Meeting of Shareholders pursuant to Point d, Clause 2, Article 138 of the Law on Enterprises and related-party transactions as prescribed in Clauses 1 and 3, Article 167 of the Law on Enterprises;

m. To decide on market development, marketing, and technology strategies;

n. To formulate internal corporate governance regulations and submit them to the General Meeting of Shareholders for approval;

o. To approve the agenda and contents of documents for the General Meeting of Shareholders, convene the General Meeting of Shareholders, or seek written opinions for the adoption of resolutions;

p. To submit audited annual financial statements and corporate governance reports to the General Meeting of Shareholders;

q. To supervise and prevent conflicts of interest involving members of the Board of Directors, the General Director, and other managers, including misuse of the Company's assets and abuse of related-party transactions;

r. To organize training and capacity-building on corporate governance and necessary skills for members of the Board of Directors, the General Director, the Company Secretary (or person in charge of corporate governance), and other managers;

s. To report on the activities of the Board of Directors to the General Meeting of Shareholders in accordance with Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government, as amended and supplemented by Decree No. 245/2025/ND-CP dated September 11, 2025;

t. To implement dividend payments to shareholders in accordance with law after approval by the Annual General Meeting of Shareholders;

u. To exercise other rights and perform other obligations as prescribed by the Law on Enterprises, the Law on Securities, other applicable laws, and this Charter.

3. The following matters shall be decided by the Board of Directors:

a. Establishment of branches or representative offices of the Company;

b. Establishment of subsidiaries of the Company;

c. Within the scope prescribed in Clause 2 of this Article, Article 153 of the Law on Enterprises, Point d, Clause 2, Article 138 of the Law on Enterprises, and subject to approval by the General Meeting of Shareholders for related-party transactions in accordance with Clauses 1 and 3, Article 167 of the Law on Enterprises, the Board of Directors shall, from time to time, decide on the implementation, amendment, or termination of major contracts of the Company (including contracts for purchase, sale, mergers, acquisitions, and joint ventures);

d. Appointment and removal of persons authorized by the Company to act as its commercial representatives and legal counsel;

e. Borrowings and the provision of mortgages, security, guarantees, and indemnities by the Company, except in cases prohibited by law or falling within the authority of the General Meeting of Shareholders in accordance with Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government, as amended and supplemented by Decree No. 245/2025/ND-CP dated September 11, 2025;

f. Investments not included in the approved business plan and budget exceeding ten percent (10%) of the annual business plan and budget value;

g. Capital contributions, purchase, or sale of shares in other companies established in Vietnam or overseas;

h. Valuation of non-cash contributions to the Company in connection with the issuance of shares or bonds, including gold, land use rights, intellectual property rights, technology, and technical know-how;

i. The Company's repurchase or redemption of not more than ten percent (10%) of each class of shares;

j. Business matters or transactions that the Board of Directors determines require its approval within its authority and responsibilities;

k. Determination of the purchase or redemption price of the Company's shares.

4. The Board of Directors shall report to the General Meeting of Shareholders on its activities, in particular on its supervision of the General Director and other managers during the financial year. In the event that the Board of Directors fails to submit such report to the General Meeting of Shareholders, the Company's annual financial statements shall be deemed invalid and not approved by the Board of Directors.

5. Members of the Board of Directors (excluding alternate or authorized representatives) shall be entitled to remuneration for their services in their capacity as members of the Board of Directors. The total remuneration of the Board of Directors shall be determined by the General Meeting of Shareholders. Such remuneration shall be allocated among the members of the Board of Directors in accordance with agreement within the Board of Directors, or equally in the absence of such agreement.

6. The total remuneration paid to members of the Board of Directors and the remuneration of each member must be disclosed in detail in the Company's annual report.

7. Members of the Board of Directors holding executive positions (including the positions of Chairman or Vice Chairman), or members serving on 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 Board member, may receive additional remuneration in the form of lump-sum fees, salary, commission, profit sharing, or other forms as decided by the Board of Directors.

8. Members of the Board of Directors shall be entitled to reimbursement of all travel, accommodation, and other reasonable expenses incurred in the performance of their duties, including expenses incurred in attending meetings of the Board of Directors, its committees, or the General Meeting of Shareholders.

Article 25. Chairman of the Board of Directors

1. The Chairman of the Board of Directors shall be elected, removed, or dismissed by the

Board of Directors from among its members. The Chairman of the Board of Directors shall not concurrently hold the position of General Director (Chief Executive Officer).

2. The Chairman of the Board of Directors shall have the following rights and obligations:
 - a. To prepare programs and plans for the activities of the Board of Directors;
 - b. To prepare the agenda, contents, and documents for meetings; to convene, preside over, and act as chairman of 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;
 - đ. To preside over meetings of the General Meeting of Shareholders;
 - e. To exercise other rights and perform other obligations as prescribed by the Law on Enterprises and this Charter.

In the event that the Chairman is absent or unable to perform his/her duties, he/she shall authorize in writing another member to perform the rights and obligations of the Chairman. If no such authorization is made, or in the event the Chairman dies, is missing, is held in temporary detention, is serving a prison sentence, is subject to administrative measures at a compulsory rehabilitation or education facility, absconds, has limited or lost legal capacity, has difficulties in cognition or behavior control, or is prohibited by a Court from holding office or practicing a profession, the remaining members shall elect one among themselves to act as Chairman in accordance with the principle of majority approval until a new decision of the Board of Directors is made.

3. The Chairman of the Board of Directors shall be responsible for ensuring that the Board of Directors submits the annual financial statements, reports on the Company's operations, audit reports, and supervisory reports of the Board of Directors to shareholders at the General Meeting of Shareholders.

4. In the event that the Chairman of the Board of Directors resigns or is removed or dismissed, the Board of Directors must elect a replacement within ten (10) days from the date of receipt of the resignation or the date of such removal or dismissal.

Article 26. Meetings of the Board of Directors

1. In cases where the Board of Directors elects a Chairman, such Chairman shall be elected at the first meeting of the Board of Directors for the relevant term within seven (07) working days from the completion of the election of the Board of Directors for such term. Such meeting shall be convened and presided over by the member who receives the highest number of votes or the highest voting percentage. In the event that more than one (01) member receives an equal highest number of votes or equal highest voting percentage, the members shall elect, by majority vote, one (01) among them to convene the meeting of the Board of Directors.

2. Regular meetings: The Chairman shall convene meetings of the Board of Directors, and determine the agenda, time, and venue of the meeting at least seven (07) days prior to the proposed meeting date. The Chairman may convene meetings at any time when deemed necessary; however, the Board of Directors must meet at least once every quarter.

3. Extraordinary meetings: The Chairman shall convene a meeting of the Board of Directors without undue delay, unless there is a valid reason, upon receipt of a written request

stating the purpose of the meeting and matters to be discussed from any of the following:

- a. An independent member of the Board of Directors;
- b. The General Director or at least five (05) other managers;
- c. At least two (02) members of the Board of Directors.

4. Meetings of the Board of Directors referred to in Clause 3 of this Article must be held within seven (07) days from the date of receipt of the request. If the Chairman of the Board of Directors fails to convene such meeting as requested, the Chairman shall be liable for any damages incurred by the Company. The persons entitled to request the meeting as specified in Clause 3 of this Article may themselves convene the meeting of the Board of Directors.

5. Upon request of the independent auditor, the Chairman of the Board of Directors must convene a meeting of the Board of Directors to discuss the audit report and the Company's financial and operational situation.

6. Venue of meetings: Meetings of the Board of Directors shall be held at the Company's registered office or at such other locations in Vietnam or abroad as decided by the Chairman of the Board of Directors and agreed by the Board of Directors.

7. Notice and agenda: Notice of a meeting of the Board of Directors must be given to all members of the Board of Directors at least five (05) working days prior to the meeting date, except in cases of urgency.

The notice may be sent by invitation letter, post, fax, email, electronic means, or other methods, provided that it is delivered to the contact address of each Board member as registered with the Company.

The notice of meeting must be in Vietnamese and shall specify the agenda, time, and venue of the meeting, together with relevant documents relating to the matters to be discussed and voted upon.

8. Quorum: Meetings of the Board of Directors shall be validly held and decisions shall be adopted only if at least three-quarters (3/4) of the members of the Board of Directors are present in person or represented by alternate representatives.

If the quorum is not met, the meeting must be reconvened within seven (07) days from the originally scheduled meeting date. The reconvened meeting shall be valid if more than one-half (1/2) of the members of the Board of Directors attend.

9. Voting

a. Except as provided in sub-clause (b) of this Clause 9, each member of the Board of Directors or his/her duly authorized representative present in person at a meeting of the Board of Directors shall have one (01) vote;

b. A member of the Board of Directors shall not be entitled to vote on any contract, transaction, or proposal in which such member or his/her related person has an interest, and such interest conflicts or may conflict with the interests of the Company. Such member shall not be counted towards the quorum for the purpose of the relevant decision in respect of which he/she is not entitled to vote;

c. Subject to sub-clause (d) of this Clause 9, where any issue arises at a meeting of the

Board of Directors concerning the extent of a member's interest or the voting rights of a member, and such issue cannot be resolved by the voluntary abstention of such member, the matter shall be referred to the Chairman of the meeting. The Chairman's ruling in relation to all other members of the Board of Directors shall be final and binding, except where the nature or extent of such member's interest has not been properly disclosed;

d. A member of the Board of Directors who benefits from a contract as referred to in Points a and b, Clause 4, Article 34 of this Charter shall be deemed to have a material interest in such contract.

10. Disclosure of Interests: A member of the Board of Directors who directly or indirectly benefits from a contract or transaction that has been entered into or is proposed to be entered into with the Company, and who is aware of such interest, must disclose the nature and details of such interest at the meeting of the Board of Directors at which the contract or transaction is first considered. Alternatively, such disclosure may be made at the first meeting of the Board of Directors held after such member becomes aware that he/she has or will have such interest in the relevant contract or transaction.

11. Majority Voting: The Board of Directors shall adopt resolutions and make decisions based on the approval of a majority of the members present (more than fifty percent (50%). In the event of an equality of votes for and against, the Chairman shall have the casting vote.

12. Virtual Meetings and Other Forms: Meetings of the Board of Directors may be conducted by way of a meeting among members of the Board of Directors where all or some members are in different locations, provided that each participating member is able to:

- a. Hear each other member of the Board of Directors participating in the meeting; and
- b. If he/she so wishes, address all other participating members simultaneously.

Communication among members may be conducted directly via telephone or other means of communication (including such means whether available at the time of adoption of this Charter or thereafter), or by a combination of such methods. For the purposes of this Charter, members of the Board of Directors participating in such a meeting shall be deemed to be "present" at the meeting. The location of the meeting shall be deemed to be the place where the largest group of participating members is assembled, or, if there is no such group, the place where the Chairman of the meeting is present.

Resolutions and decisions adopted by way of such virtual meetings shall have the same validity and effect as those adopted at a duly convened physical meeting.

13. Written Resolutions of the Board of Directors: Where necessary in the interests of the Company, the Chairman of the Board of Directors may seek written opinions of members of the Board of Directors to adopt resolutions of the Board of Directors in accordance with the Company's internal corporate governance regulations.

14. Minutes of meetings of the Board of Directors must be prepared in a detailed and clear manner. The Chairman of the meeting and the minute-taker shall sign the minutes. Such minutes must be retained in accordance with applicable laws and this Charter.

15. Based on the organizational structure of the Company as approved by the General Meeting of Shareholders, the Board of Directors shall decide to establish an Audit Committee

under the Board of Directors. The Audit Committee shall consist of at least two (02) members. The Chairman of the Audit Committee must be an independent member of the Board of Directors. Other members of the Audit Committee must be non-executive members of the Board of Directors. The structure, functions, and duties of the Audit Committee shall be specified in detail in the Regulations on Organization and Operation of the Board of Directors.

16. The Board of Directors may establish other sub-committees to be responsible for areas such as development strategy, human resources, remuneration, internal audit, and risk management. The number of members of each sub-committee shall be decided by the Board of Directors, with a minimum of three (03) members, including members of the Board of Directors and external members. The operation of such sub-committees shall comply with the regulations of the Board of Directors. Resolutions of a sub-committee shall only be valid if approved by a majority of members attending and voting at the sub-committee meeting. The implementation of decisions of the Board of Directors or its sub-committees must comply with applicable laws, this Charter, and the Company's internal corporate governance regulations.

17. Validity of Acts: All acts performed in execution of decisions of the Board of Directors, its sub-committees, or persons acting as members of such sub-committees shall be deemed legally valid notwithstanding any defects that may subsequently be discovered in the appointment or designation of members of the Board of Directors or such sub-committees.

CHAPTER VIII. CHIEF EXECUTIVE OFFICER, OTHER EXECUTIVES, AND THE PERSON IN CHARGE OF CORPORATE GOVERNANCE CUM COMPANY SECRETARY

Article 27. Organizational Structure of Management

The Company shall establish a management system under which the management apparatus shall be accountable to and operate under the direction of the Board of Directors. The management apparatus of the Company shall comprise a Chief Executive Officer, one or more Deputy Chief Executive Officers, a Chief Accountant, and other equivalent managerial positions as appointed by the Board of Directors.

The Chief Executive Officer and Deputy Chief Executive Officers may concurrently serve as members of the Board of Directors and shall be appointed or dismissed by the Board of Directors through a duly adopted resolution.

Article 28. Appointment and Removal of Executive Officers and Other Positions

1. The Board of Directors shall decide on the appointment of the following positions: the General Director, Deputy General Director(s), Chief Accountant, and Chief Financial Officer.

2. The authority competent to appoint an executive officer shall also have the authority to consider the removal, dismissal, re-appointment, or acceptance of resignation of such executive officer in accordance with the procedures prescribed by labor laws, the Company's Charter, and the relevant employment agreement with such executive officer.

3. Execution of Employment Contracts with Executive Officers: The Company shall enter into employment contracts with executive officers in accordance with labor laws. The person authorized to execute such employment contracts shall be responsible for verifying and ensuring that the executive officer has been duly appointed by the competent authority.

4. Announcement of Appointment and Removal of Executive Officers: Following any decision on the appointment, removal, or dismissal of an executive officer, the Company shall disclose such information in accordance with the applicable laws on information disclosure.

Article 29. Appointment, Removal, Qualifications and Conditions, Duties and Powers of the Chief Executive Officer

1. Appointment: The Board of Directors shall appoint either a member of the Board or another individual as the Chief Executive Officer and shall enter into an agreement specifying salary, remuneration, benefits, and other terms related to the employment. Information regarding the salary, allowances, and benefits of the Chief Executive Officer must be reported at the Annual General Meeting of Shareholders and disclosed in the Company's annual report.

The Chief Executive Officer must satisfy the following criteria and conditions:

a. Not falling under the categories of persons prohibited from establishing and managing enterprises as prescribed in Clause 2, Article 17 of the Law on Enterprises;

b. Not being a family member of managers of the Company or its parent company; or of representatives of state capital, or representatives of enterprise capital in the Company and its parent company;

c. Possessing professional qualifications and experience in the Company's business administration.

2. The term of office of the Chief Executive Officer shall not exceed five (05) years and may be renewed. The appointment may be terminated in accordance with the provisions of the employment contract.

3. Rights and Obligations of the Chief Executive Officer:

a. To decide on matters relating to the Company's day-to-day business operations that are not within the authority of the Board of Directors;

b. To organize the implementation of resolutions and decisions of the Board of Directors;

c. To organize the implementation of the Company's business plans and investment plans;

d. To propose organizational structure and internal management regulations of the Company;

e. To appoint, remove, or dismiss managerial positions within the Company, except for those under the authority of the Board of Directors and the General Meeting of Shareholders;

f. To decide on salaries and other benefits of employees of the Company, including managers under the appointment authority of the Chief Executive Officer;

g. To recruit employees;

h. To propose plans for dividend distribution or handling of business losses;

i. To exercise other rights and perform other obligations as prescribed by law and by resolutions and decisions of the Board of Directors.

4. Reporting to the Board of Directors and Shareholders: The Chief Executive Officer shall be accountable to the Board of Directors and the General Meeting of Shareholders for the performance of assigned duties and powers and shall report to these bodies upon request.

Article 30. Person in Charge of Corporate Governance

1. The Board of Directors shall appoint at least one (01) Person in Charge of Corporate Governance to support the effective implementation of corporate governance activities. 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. The term of office of the Person in Charge of Corporate Governance shall be decided by the Board of Directors, but shall not exceed five (05) years.

2. The Person in Charge of Corporate Governance must satisfy the following criteria:

- a. Having knowledge of the law;
- b. Not concurrently working for the independent auditing firm auditing the Company's financial statements;
- c. Meeting other criteria as prescribed by law, this Charter, and decisions of the Board of Directors.

3. The Board of Directors may remove the Person in Charge of Corporate Governance when necessary, provided that such removal does not contravene applicable labor laws. The Board of Directors may appoint an Assistant to the Person in Charge of Corporate Governance from time to time.

4. The Person in Charge of Corporate Governance shall have the following rights and obligations:

- a. To advise the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and on matters relating to the relationship between the Company and its shareholders;
- b. To prepare meetings of the Board of Directors and the General Meeting of Shareholders as requested by the Board of Directors;
- c. To advise on meeting procedures;
- d. To attend meetings;
- e. To advise on procedures for preparing resolutions of the Board of Directors in compliance with the law;
- 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;
- g. To supervise and report to the Board of Directors on the Company's information disclosure activities;
- h. To maintain confidentiality of information in accordance with the law and the Company's Charter;
- i. To perform other rights and obligations as prescribed by law and the Company's Charter.

CHAPTER IX. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, THE CHIEF EXECUTIVE OFFICER, AND MANAGERS

Article 31. Duty of Care of Members of the Board of Directors, the Chief Executive Officer, and Managers

1. Members of the Board of Directors, the Chief Executive Officer, and delegated

Managers shall perform their duties, including duties as members of committees of the Board of Directors, in good faith and in a manner they reasonably believe to be in the best interests of the Company, and with the level of care that a prudent person would exercise when holding an equivalent position and under similar circumstances.

2. Members of the Board of Directors, the Chief Executive Officer, and other managers are obliged to provide written notice to the Board of Directors of transactions between the Company, its subsidiaries, or other companies in which the public company holds more than 50% of the charter capital, with themselves or with 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 regarding such resolutions in accordance with the securities laws on information disclosure.

Article 32. Duty of Loyalty and Avoidance of Conflicts of Interest

1. Members of the Board of Directors, the Chief Executive Officer, and other managers shall not be permitted to use business opportunities that may bring benefits to the Company for personal purposes; nor shall they use information obtained by virtue of their positions for personal gain or for the benefit of any other organization or individual.

Members of the Board of Directors, the Chief Executive Officer, other managers, and their related persons may only use information obtained by virtue of their positions for the benefit of the Company.

2. Members of the Board of Directors, the Chief Executive Officer, and other managers are obliged to provide written notice to the Board of Directors of transactions between the Company, its subsidiaries, or other companies in which the public company holds more than 50% of the charter capital, with themselves or with 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 regarding such resolutions in accordance with the securities laws on information disclosure.

3. The Company shall not grant loans, guarantees, or credit facilities to members of the Board of Directors, the Chief Executive Officer, other managers, or their family members, or to legal entities in which such persons have financial interests, unless otherwise approved by the General Meeting of Shareholders.

4. Transactions between the Company and one or more members of the Board of Directors, the Chief Executive Officer, other executives, and their related individuals or organizations shall not be deemed invalid in the following cases:

a. For transactions with a value of less than 35% of the total assets as recorded in the most recent separate financial statements, where the material contents of the contract or transaction, as well as the relationships and interests of the relevant member of the Board of Directors, Chief Executive Officer, or other executive, have been reported to the Board of Directors and approved by a majority vote of the disinterested members of the Board of Directors;

b. For transactions with a value of 35% or more, or transactions that result in the aggregate transaction value arising within twelve (12) months from the date of the first transaction reaching 35% or more of the total assets as recorded in the most recent separate financial statements, where the material contents of such transactions, as well as the relationships and

interests of the relevant member of the Board of Directors, Chief Executive Officer, or other executive, have been disclosed to shareholders and approved by the General Meeting of Shareholders through voting by disinterested shareholders;

c. Where such contract or transaction is deemed fair and reasonable by an independent advisory organization in all respects relevant to the Company's shareholders at the time of the transaction, or where such contract or transaction has been approved or ratified by the Board of Directors, a committee under the Board of Directors, or the shareholders.

Members of the Board of Directors, the Chief Executive Officer, other executives, and their related persons shall not be permitted to buy, sell, or otherwise trade in any manner the shares of the Company or its subsidiaries at a time when they possess information that is certain to affect the price of such shares and that is not known to other shareholders.

Article 33. Liability for Damages and Indemnification

1. Liability for Damages: Members of the Board of Directors, the Chief Executive Officer, and Managers who breach their duty to act honestly, or fail to perform their duties with due care, diligence, and professional competence, shall be liable for any damages arising from such breaches.

2. Indemnification: The Company shall indemnify persons who have been, are, or are at risk of becoming a party to any claims, lawsuits, or proceedings that have been, are being, or may be initiated, whether civil or administrative in nature (excluding cases initiated by or on behalf of the Company), provided that such persons are or were members of the Board of Directors, Managers, employees, or authorized representatives of the Company (or its subsidiaries), or acted at the request of the Company (or its subsidiaries) in such capacities for another enterprise, partnership, joint venture, trust, or other legal entity.

Indemnifiable expenses shall include incurred costs (including attorneys' fees), judgments, fines, and amounts actually paid or reasonably deemed appropriate for settlement within the scope permitted by law, provided that such persons acted in good faith, with due care, diligence, and professional competence, in a manner they reasonably believed to be in, or not contrary to, the best interests of the Company, and in compliance with the law, and where there is no determination or confirmation that such persons have breached their duties. The Company shall have the right to purchase insurance for such persons to cover the indemnification obligations set forth above.

CHAPTER X. AUDIT COMMITTEE UNDER THE BOARD OF DIRECTORS

Article 34. Composition, Nomination, and Candidacy of Members of the Audit Committee

1. The Chairperson of the Audit Committee and other members of the Audit Committee shall be nominated by the Board of Directors and must not be executive officers of the Company.

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

3. The Audit Committee shall consist of at least two (02) members. The Chairperson of the Audit Committee must be an independent member of the Board of Directors. Other

members of the Audit Committee must be non-executive members of the Board of Directors.

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

a. Working in the accounting or finance department of the Company;

b. Being a member or employee of an auditing firm approved to audit the Company's financial statements within the preceding three (03) consecutive years.

5. The Chairperson of the Audit Committee must hold at least a university degree in one of the following fields: economics, finance, accounting, auditing, law, or business administration.

Article 35. Rights and Obligations of the Audit Committee

The Audit Committee shall have the rights and obligations as prescribed in Article 161 of the Law on Enterprises, the Company's Charter, and the following rights and obligations:

1. To have the right to access documents relating to the Company's operational status and to communicate with other members of the Board of Directors, the Chief Executive Officer, the Chief Accountant, and other managers in order to collect information for the Audit Committee's activities.

2. To have the right to request representatives of the approved auditing organization to attend meetings of the Audit Committee and respond to issues relating to the audited financial statements.

3. To engage external legal, accounting, or other advisory services where necessary.

4. To develop and submit to the Board of Directors policies on risk identification and management; and to propose to the Board of Directors solutions for addressing risks arising in the Company's operations.

5. To prepare written reports to the Board of Directors upon detecting that members of the Board of Directors, the Chief Executive Officer, or other managers have failed to fully perform their responsibilities in accordance with the Law on Enterprises and the Company's Charter.

6. To develop the operating regulations of the Audit Committee and submit them to the Board of Directors for approval.

Article 36. Meetings of the Audit Committee

1. The Audit Committee shall convene at least two (02) meetings per year. Minutes of meetings must be prepared in a detailed and clear manner and shall be properly maintained. The minute-taker and all members of the Audit Committee attending the meeting must sign the minutes.

2. The Audit Committee shall adopt decisions by voting at meetings or by collecting written opinions. Each member of the Audit Committee shall have one vote. A decision of the Audit Committee shall be approved if it is supported by a majority of the members attending the meeting; in the event of a tie, the final decision shall be determined by the vote of the Chairperson of the Audit Committee.

Article 37. Report on Activities of Independent Members of the Board of Directors in the Audit Committee at the Annual General Meeting of Shareholders

1. Independent members of the Board of Directors serving on the Audit Committee shall be responsible for reporting on their activities at the Annual General Meeting of Shareholders.

2. The report on activities of independent members of the Board of Directors in the Audit Committee at the Annual General Meeting of Shareholders must include the following contents:

a. Remuneration, operating expenses, and other benefits of the Audit Committee and each of its members in accordance with the Law on Enterprises;

b. A summary of meetings of the Audit Committee and its conclusions and recommendations;

c. Results of supervision over the financial statements, operational performance, and financial position of the Company;

d. Evaluation report on transactions between the Company, its subsidiaries, or other companies in which the Company holds more than 50% of the charter capital, with members of the Board of Directors, the Chief Executive Officer, other executives of the Company, and their related persons; and transactions between the Company and other companies in which members of the Board of Directors, the Chief Executive Officer, or other executives have been founding members or managers within three (03) years prior to the time of the transaction;

e. Results of evaluation of the Company's internal control system and risk management;

f. Results of supervision over the Board of Directors, the Chief Executive Officer, and other executives of the Company;

g. Results of evaluation of the coordination between the Audit Committee, the Board of Directors, the Chief Executive Officer, and shareholders;

h. Other contents (if any).

CHAPTER XI. RIGHT TO INSPECT BOOKS AND RECORDS

Article 38. Right to Inspect Books and Records

1. Ordinary shareholders shall have the right to inspect books and records as follows:

a. Ordinary shareholders shall have the right to review, inspect, and extract information relating to names and contact addresses in the list of voting shareholders; request correction of their inaccurate information; and review, inspect, extract, or copy the Company's Charter, minutes of meetings of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

b. A shareholder or group of shareholders holding five percent (05%) or more of the total ordinary shares shall have the right to review, inspect, and extract minutes books and resolutions/decisions of the Board of Directors, mid-year and annual financial statements, 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.

2. Where 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 relevant shareholder or group of shareholders, or a notarized copy thereof.

3. Members of the Board of Directors, the Chief Executive Officer, and Managers shall have the right to examine the Company's shareholder register, 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 shall retain this Charter and any amendments and supplements thereto, the Enterprise Registration Certificate, internal regulations, documents evidencing ownership of assets, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Audit Committee, annual financial statements, accounting books, and any other documents as required by law at its head office or at another location, provided that shareholders and the business registration authority are notified of the location where such documents are kept.

5. Shareholders shall have the right to be provided with a copy of the Company's Charter free of charge. The Charter shall be published on the Company's website in accordance with applicable regulations.

CHAPTER XII. EMPLOYEES AND TRADE UNION

Article 39. Employees and Trade Union

1. The Chief Executive Officer shall be responsible for developing and submitting to the Board of Directors for consideration and approval policies and plans relating to human resource management, including salaries, insurance, benefits, rewards, disciplinary measures, and other matters in accordance with the law and the Company's Charter.

Based on the plans approved by the Board of Directors, the Chief Executive Officer shall decide on recruitment, execution, amendment, and termination of employment contracts; determine salaries, bonuses, social insurance regimes, and benefits; and implement rewards and disciplinary measures for employees, except for positions under the appointment authority of the Board of Directors.

For positions falling under the authority of the Board of Directors, the Chief Executive Officer shall be responsible for proposing appropriate plans for the Board of Directors' consideration and decision.

2. The Chief Executive Officer shall organize the implementation of regulations on labor and trade unions in accordance with best practices and standards, the provisions of this Charter, the Company's internal regulations, and applicable laws.

CHAPTER XIII. PROFIT DISTRIBUTION

Article 40. Dividends

1. The General Meeting of Shareholders shall decide on the level and method of annual dividend payment from the Company's retained earnings.

2. In accordance with the Law on Enterprises, the Board of Directors may decide to declare and pay interim dividends if it deems that such payment is consistent with the Company's profitability.

3. The Company shall not pay interest on any dividend or on any amounts payable in respect of any class of shares.

4. The Board of Directors may propose to the General Meeting of Shareholders for approval the payment of all or part of dividends in specific assets (such as fully paid shares or bonds issued by another company), and the Board of Directors shall be the body responsible for implementing such resolution.

5. Where dividends or other amounts related to a class of shares are paid in cash, the Company must make such payments in Vietnam Dong. Payments may be made directly or through banks based on the bank account details provided by shareholders. Where the Company has transferred funds in accordance with the bank details provided by a shareholder but such shareholder does not receive the funds, the Company shall not be liable for such transferred amount. Dividend payments in respect of shares listed or registered for trading on a stock exchange may be made through securities companies or the Vietnam Securities Depository and Clearing Corporation.

6. Subject to approval by the General Meeting of Shareholders, the Board of Directors may resolve and announce that holders of ordinary shares shall receive dividends in the form of additional ordinary shares in lieu of cash dividends. Such additional shares shall be deemed fully paid, with a value equivalent to the amount of cash dividends payable.

7. In accordance with the Law on Enterprises and the Law on Securities, the Board of Directors shall adopt a resolution or decision to determine a specific record date for closing the list of shareholders. Based on such date, persons registered as shareholders or holders of other securities shall be entitled to receive cash or share dividends, notices, or other documents.

Article 41. Other Matters Relating to Profit Distribution

Other matters relating to profit distribution shall be implemented in accordance with applicable laws.

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

Article 42. Bank Accounts

1. The Company shall open bank accounts at one or more banks in Vietnam or at foreign banks permitted to operate in Vietnam.

2. Subject to prior approval by the competent authorities, where necessary, the Company may open bank accounts abroad in accordance with applicable laws.

3. The Company shall conduct all payments and accounting transactions through its Vietnam Dong or foreign currency accounts maintained at the banks where the Company has opened accounts.

Article 43. Establishment of Funds

Based on the Company's annual business performance, the Board of Directors shall submit to the General Meeting of Shareholders for approval the allocation of after-tax profits to establish the development investment fund, the bonus and welfare fund, and other funds.

The use of the development investment fund, the bonus and welfare fund, and other funds shall be governed by the Company's internal regulations issued by the Board of Directors from time to time.

Remuneration expenses of the Board of Directors and experts shall be recorded as operating expenses of the Company, with an annual allocation not exceeding five percent (5%) of after-tax profits.

Article 44. Fiscal Year

The fiscal year of the Company shall commence on the first day of January each year and end on the thirty-first (31st) day of December of the same year.

Article 45. Accounting Regime

1. The Company shall apply the enterprise accounting regime or a specific accounting regime issued or approved by the competent authorities.

2. The Company shall maintain its 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 Company shall use Vietnam Dong as its accounting currency. Where the Company's principal economic transactions are conducted in a foreign currency, the Company may select such foreign currency as its accounting currency, shall be responsible for such selection before the law, and must notify the directly managing tax authority.

CHAPTER XV. ANNUAL REPORT, DISCLOSURE OBLIGATIONS, AND PUBLIC ANNOUNCEMENTS

Article 46. Annual, Semi-Annual and Quarterly Financial Statements

1. The Company shall prepare annual financial statements, and such annual financial statements must be audited in accordance with applicable laws. The Company shall disclose the audited annual financial statements in compliance 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 required by the laws on enterprise accounting. The annual financial statements must present a true and fair view of the Company's operational situation.

3. The Company shall prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with regulations on information disclosure in the securities market and submit them to the competent state authorities.

Article 47. Annual Report

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

CHAPTER XVI. AUDIT OF THE COMPANY

Article 48. Audit

1. The General Meeting of Shareholders shall appoint an independent auditing firm or approve a list of independent auditing firms and authorize the Board of Directors to select one of such firms to audit the Company's financial statements for the following financial year, based on the terms and conditions agreed with the Board of Directors.

2. The audit report shall be attached to the Company's annual financial statements.

3. The independent auditor auditing the Company's financial statements shall be entitled to attend meetings of the General Meeting of Shareholders, receive notices and other information relating to such meetings, and express opinions at the General Meeting of Shareholders on matters relating to the audit of the Company's financial statements.

CHAPTER XVII. SEAL

Article 49. Seal

1. The Company shall have its own seal. The seal may be a physical seal produced by a licensed seal-engraving service provider or a seal in the form of a digital signature in accordance with the laws on electronic transactions.

2. The Company's seal shall be kept and safeguarded at the Company's head office. The form and content of the seal, conditions for its creation, and the regime governing its use shall comply with applicable laws.

3. The seal is the property of the Company. The legal representative of the Company shall be responsible for the management and use of the seal in accordance with applicable laws.

CHAPTER XVIII. TERMINATION AND LIQUIDATION

Article 50. Termination

1. The Company may be dissolved or its operations may be terminated in the following cases:

- a. The Court declares the Company bankrupt in accordance with applicable laws;
- b. Dissolution pursuant to a resolution of the General Meeting of Shareholders;
- c. Other cases as prescribed by law.

2. The dissolution of the Company shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. Such decision on dissolution must be notified to or approved by the competent authorities (where required) in accordance with applicable laws.

Article 51. Liquidation

1. At least six (6) months prior to the expiry of the Company's term of operation or upon the issuance of a decision on the dissolution of the Company, the Board of Directors shall establish a Liquidation Committee comprising three (3) members. Two (2) members shall be appointed by the General Meeting of Shareholders and one (1) member shall be appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall adopt its own operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All expenses related to the liquidation shall be paid by the Company with priority over other liabilities of the Company.

2. The Liquidation Committee shall be responsible for notifying the business registration authority of its establishment date and commencement date. From such time, the Liquidation Committee shall represent the Company in all matters relating to the liquidation of the Company before the Court and competent administrative authorities.

3. Proceeds from the liquidation shall be distributed in the following order of priority:
- a. Liquidation expenses;
 - b. Salaries and insurance expenses for employees;
 - c. Taxes and other obligations of a tax nature payable by the Company to the State;
 - d. Loans (if any);
 - e. Other liabilities of the Company;
 - f. The remaining balance after settlement of all liabilities specified in items (a) to (e) above shall be distributed to the shareholders. Preference shares shall be paid in priority.

CHAPTER XIX. INTERNAL DISPUTE RESOLUTION

Article 52. Deadlock among Members of the Board of Directors and Shareholders

Unless otherwise provided in this Charter, shareholders holding one-half (1/2) of the outstanding voting shares for the election of members of the Board of Directors shall have the right to file a petition with the Court to request dissolution on one or more of the following grounds:

1. The members of the Board of Directors fail to reach agreement in the management of the Company's affairs, resulting in the failure to obtain the required number of votes for the Board of Directors to operate in accordance with regulations.
2. The shareholders fail to reach agreement, resulting in the inability to obtain the required number of votes to elect members of the Board of Directors in accordance with regulations.
3. There exists internal conflict, and two or more factions of shareholders are divided such that dissolution would be more beneficial to all shareholders.

Article 53. Internal Dispute Resolution

1. In the event of any dispute or claim relating to the operation of the Company or to the rights of shareholders arising from this Charter or from any rights or obligations prescribed by the Law on Enterprises, other applicable laws, or administrative regulations, between:

- a. Shareholders and the Company; or
- b. Shareholders and the Board of Directors, the Chief Executive Officer, or other executives,

The relevant parties shall seek to resolve such dispute through negotiation and mediation. Except for disputes involving 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 shall request each party to present the relevant factual elements of the dispute within ten (10) working days from the date the dispute arises.

In the case of disputes involving the Board of Directors or the Chairman of the Board of Directors, any party may request the appointment of an independent expert to act as an arbitrator for the dispute resolution process.

2. If no amicable settlement is reached within six (6) weeks from the commencement of the mediation process, or if the mediation decision is not accepted by the parties, any party may refer the dispute to arbitration or to a court of competent jurisdiction.

3. Each party shall bear its own costs related to negotiation and mediation procedures.

Court costs shall be allocated as determined by the court.

CHAPTER XX. AMENDMENT AND SUPPLEMENTATION OF THE CHARTER

Article 54. Amendment and Supplementation of the Charter

1. Any amendment or supplementation of this Charter must be considered and decided by the General Meeting of Shareholders.

2. In the event that there are legal provisions relating to the operation of the Company which are not provided for in this Charter, or where new legal provisions differ from the provisions of this Charter, such legal provisions shall automatically apply and govern the operations of the Company.

CHAPTER XXI. EFFECTIVE DATE

Article 55. Effective Date

1. This Charter consists of twenty-one (21) chapters and fifty-six (56) articles, as amended and supplemented on June 11 2026, based on and inheriting the Charter dated 04 July 2023, and is hereby approved in its entirety.

This Charter is made in four (4) originals of equal legal validity and shall be kept at the Company's office.

2. This Charter is the sole and official Charter of the Company.

3. Copies or extracts of the Company's Charter shall be valid only if signed by the Chairman of the Board of Directors or by at least one-half (1/2) of the total number of members of the Board of Directors.

Article 56. Signature of the Legal Representative

CHAIRMAN OF THE BOARD

HOANG LE SON