

SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

CHARTER

ANPHA PETROLEUM GROUP JOINT STOCK COMPANY

HCMC, June 26, 2026

TABLE OF CONTENTS

I. INTERPRETATION OF TERMS IN THE CHARTER	5
ARTICLE 1: Definition of Terms	5
II. NAME, FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, DURATION OF OPERATION AND LEGAL REPRESENTATIVE OF THE COMPANY.....	6
ARTICLE 2: Name, Form, Head Office, Branches, Representative Offices, Business Locations and Duration of Operation.....	6
ARTICLE 3: Legal Representative.....	6
III. OBJECTIVES, SCOPE OF BUSINESS AND OPERATIONS OF THE COMPANY	7
ARTICLE 4: Objectives of the Company’s Operations	7
ARTICLE 5: Scope of Business and Operations.....	9
IV. CHARTER CAPITAL, SHARES, AND FOUNDING SHAREHOLDERS.....	9
ARTICLE 6: Charter Capital, Shares, and Founding Shareholders	9
ARTICLE 7: Share Certificates	10
ARTICLE 8: Other Securities Certificates	10
ARTICLE 9: Transfer of Shares.....	10
ARTICLE 10: Share Buyback	11
V. ORGANIZATIONAL STRUCTURE, GOVERNANCE, AND SUPERVISION	11
ARTICLE 11: Organizational Structure, Governance, and Supervision.....	11
VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS	11
ARTICLE 12. Rights of Shareholders.....	11
ARTICLE 13: Obligations of Shareholders.....	12
ARTICLE 14: General Meeting of Shareholders	13
ARTICLE 15: Right and Obligation of the General Meeting of Shareholders	14
ARTICLE 16: Authorization	15
ARTICLE 17: Variation of Rights.....	16
ARTICLE 18: Convening, Meeting Agenda and Invitation of the General Meeting of Shareholders	16
ARTICLE 19: Conditions for Holding the General Meeting of Shareholders	18
ARTICLE 20: Procedures for Conducting and Voting at the General Meeting of Shareholders ..	18
ARTICLE 21: Conditions for Approval of Resolutions of the General Meeting of Shareholders ..	19
ARTICLE 22: Authority and Procedures for Collecting Shareholders’ Written Opinions to Approve Resolutions of the General Meeting of Shareholders	20
ARTICLE 23: Resolutions and Minutes of the General Meeting of Shareholders	22
ARTICLE 24. Request for Annulment of a Resolution of the General Meeting of Shareholders ..	22
VII. THE BOARD OF DIRECTORS	23
ARTICLE 25: Nomination and Candidacy for Members of the Board of Directors	23
ARTICLE 26: Composition and term of Board of Directors members.....	24

ARTICLE 27: Rights and Obligations of the BOD	25
ARTICLE 28: Remuneration, bonuses and other benefits of the BOD members	26
ARTICLE 29: Chairman of the BOD	27
ARTICLE 30: Meetings of the BOD	27
ARTICLE 31: Committees under the Board of Directors	29
ARTICLE 32: Person in charge of corporate governance	29
VIII. GENERAL DIRECTOR, OTHER EXECUTIVES AND COMPANY SECRETARY	30
ARTICLE 33: Executive Management Structure	30
ARTICLE 34: Executives of the Company	30
ARTICLE 35: Appointment, Dismissal, Rights and Obligations of the General Director	30
ARTICLE 36. Company Secretary	31
IX. AUDIT COMMITTEE UNDER THE BOARD OF DIRECTORS	32
ARTICLE 37: Nomination and Appointment of Audit Committee Members	32
ARTICLE 38. Composition of the Audit Committee	32
ARTICLE 39: Rights and Obligations of the Audit Committee	32
ARTICLE 40: Meetings of the Audit Committee	32
ARTICLE 41: Report on the activities of the independent members of the BOD in the Audit Committee at the Annual General Meeting of Shareholders	33
X. RESPONSIBILITIES OF BOD MEMBERS, GENERAL DIRECTOR AND OTHER EXECUTIVES	33
ARTICLE 42: Responsibility for Care	33
ARTICLE 43: Responsibility for Honesty and Avoidance of Conflicts of Interest	33
ARTICLE 44: Liability for Damages and Indemnification	34
XI. RIGHT TO INSPECT COMPANY BOOKS AND RECORDS	35
ARTICLE 45: Right to Inspect Books and Records	35
XII.EMPLOYEES AND UNIONS	35
ARTICLE 46: Employees and Unions	36
XIII. PROFIT DISTRIBUTION	36
ARTICLE 47: Profit Distribution	36
XIV. BANK ACCOUNTS, FINANCIAL YEAR AND ACCOUNTING REGIME	36
ARTICLE 48: Bank accounts	36
ARTICLE 49: Fiscal year	37
ARTICLE 50: Accounting mode	37
XV. ANNUAL REPORT, FINANCIAL REPORT AND RESPONSIBILITY FOR INFORMATION DISCLOSURE	37
ARTICLE 51: Annual, semi-annual and quarterly financial reports	37
ARTICLE 52: Annual Report	37
XVI. COMPANY AUDIT	37
ARTICLE 53: Audit	37
XVII. COMPANY STAMP	38

ARTICLE 54: Document storage and Stamp	38
XVIII. COMPANY DISSOLUTION	38
ARTICLE 55: COMPANY DISSOLUTION	38
ARTICLE 56: Liquidation.....	38
XIX. RESOLUTION OF INTERNAL DISPUTES	39
ARTICLE 57: Resolution of internal disputes	39
XX. SUPPLEMENTS AND AMENDMENTS TO THE CHARTER	39
ARTICLE 58: Company's Charter	39
XXI. EFFECTIVE DATE	39
ARTICLE 59: Effective Date	40

INTRODUCTION

This Charter is amended and supplemented in accordance with the resolution of the Annual General Meeting of Shareholders at the meeting held on June 26th 2026.

I. INTERPRETATION OF TERMS IN THE CHARTER

ARTICLE 1: Definition of Terms

1. For the purposes of this Charter, the following terms shall be construed as follows
 - a. *Charter capital*: the total par value of shares that have been sold or registered for purchase at the time of enterprise establishment, as stipulated in Article 6 of this Charter.
 - b. *Enterprise Law*: Law No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam, Legislature XIV, at its 9th session on June 17, 2020.
 - c. *Securities Law*: Law No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam, Legislature XIV, at its 8th session on November 26, 2019.
 - d. *Establishment date*: the date the Company is first granted its Enterprise Registration Certificate (Business Registration Certificate or equivalent documents).
 - e. *Business executives*: General Director, Deputy General Directors, and Chief Accountant.
 - f. *Corporate managers*: individuals managing the company, including the Chairman of the Board of Directors, members of the Board of Directors, and the General Director appointed by the General Meeting of Shareholders or the Board of Directors.
 - g. *Related persons*: individuals or organizations defined under Clause 23, Article 4 of the Enterprise Law and Clause 46, Article 4 of the Securities Law.
 - h. *Shareholder*: an individual or organization owning at least one share in the Joint Stock Company.
 - i. *Founding shareholder*: shareholder holding at least one ordinary share and having signed the list of founding shareholders.
 - j. *Major shareholder*: as defined in Clause 18, Article 4 of the Securities Law.
 - k. *Operating term*: the duration of the Company's operation as specified in Article 2 of this Charter.
 - l. *Vietnam*: the Socialist Republic of Vietnam.
 - m. *Subsidiary*: any company in which An Pha Petroleum Group JSC directly or indirectly owns more than 50% of the charter capital or total issued ordinary shares; or has the right to appoint a majority or all members of the Board of Directors, or General Director; or has the right to decide on amendments and supplements to the charter of that company.
 - n. *Member company*: companies in which An Pha Petroleum Group JSC or its subsidiaries hold 100% of the charter capital or a controlling stake (more than 50%) or retain control.
 - o. *Affiliated company*: companies where An Pha Petroleum Group JSC or its subsidiaries hold less than a controlling stake (under 50%) or voluntarily associate based on mutual economic, technological, market or service-related benefits
 - p. *An Pha Petroleum Group*: a group of companies operating in the parent-subsidary model, bound by close and long-term cooperation in economics, markets, and services, including: the parent company (An Pha Petroleum Group JSC), subsidiaries, member companies, and affiliated companies.
 - q. *Stock Exchange*: the Vietnam Stock Exchange and its subsidiaries.
 - r. *VSDC*: Vietnam Securities Depository and Clearing Corporation.

- s. *Contact address*: the registered headquarters address for organizations; for individuals - the permanent residence, workplace, or other address registered with the enterprise
- t. *Business/trade secret*: information obtained from financial, intellectual, or commercial investment activities that are not publicly disclosed, potentially used in business operations and provide competitive advantages, includes but is not limited to: contracts, pricing, business plans, financial data, R&D, intellectual property, technology systems, client databases, employee benefits, information on assets (tangible and intangible); information related to the financial situation that has not been disclosed by the company according to regulations, credit limits; business strategies; market development strategies, brands; investment projects; technology, production and business processes, LPG filling operations; issues related to bidding, brokerage, commercial representation, goods purchase and sale entrustment; intellectual property rights; List of customers, partners and suppliers (including potential or current); sales statistics; market news; salary, bonus and welfare regime for employees; internal operating procedures and regulations of the Company...

- 2. Any references to articles or documents in this Charter also include amendments and replacements thereof.
- 3. Section headings (chapters, articles) are for convenience only and do not affect the substance of this Charter.

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

ARTICLE 2: Name, Form, Head Office, Branches, Representative Offices, Business Locations and Duration of Operation

- 1. Company name
 - In Vietnamese: **CÔNG TY CỔ PHẦN TẬP ĐOÀN DẦU KHÍ AN PHA**
 - In English: **ANPHA PETROLEUM GROUP JOINT STOCK COMPANY**
 - Trading name: **ANPHA PETROLEUM GROUP JOINT STOCK COMPANY**
 - Abbreviation: **ANPHAPETROL GROUP JSC**
- 2. Company is a joint stock company with legal entity status in accordance with current laws of Vietnam.
- 3. Registered head office of the Company:
 - Address: Room 805, 8th Floor, Saigon Paragon Building, No. 03 Nguyen Luong Bang Street, Tan My Ward, Ho Chi Minh City, Vietnam
 - Telephone: (028) 54136338
 - Fax: (028) 54136340
 - Email: info@anphapetrol.com
 - Website: www.anphapetrol.com
- 4. The Company may establish branches, representative offices and business locations in its business areas to achieve its operational goals in accordance with decisions of the Board of Directors and within the scope permitted by law.
- 5. Unless terminated earlier pursuant to Clause 2, Article 55 of this Charter, the operating time of the Company shall commence from the date of its establishment and be indefinite.

ARTICLE 3: Legal Representative

- 1. The Company has one (01) legal representative: the General Director.

2. The legal representative of the Company is the individual who represents the Company in exercising the rights and performing the obligations arising from the Company's transactions, and who represents the Company as a plaintiff, defendant, or party with related rights and obligations before arbitral tribunals and courts. The legal representative's responsibilities are carried out per Article 13 of the Enterprise Law and other current legal regulations.
3. The legal representative of the Company must reside in Vietnam and must authorize another person in writing to exercise the rights and obligations of the legal representative when he or she leaves the country.
4. If the term of authorization expires while the legal representative has not returned to Vietnam and no new authorization is made, the person previously authorized shall continue to exercise the rights and obligations within the original scope of authorization until the legal representative returns or until the Board of Directors appoints a replacement.
5. If the legal representative is absent from Vietnam for more than thirty (30) days without delegating authority to another person, the Board of Directors shall appoint another person to act as the Company's legal representative.

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

ARTICLE 4: Objectives of the Company's Operations

1. The Company operates in the following business sectors

No.	Name of business sectors	Business code
1	Manufacturing metal components <i>Details: Manufacturing pre-cast concrete components (not manufactured at headquarters)</i>	2511
2	Coastal and long-distance freight transport. <i>Details: Transport business. Sea transport business of petroleum products</i>	5012
3	Production of refined petroleum products <i>Details: Production, bottling, filling, and compression of liquefied petroleum gas (LPG), compressed natural gas (CNG), and liquefied natural gas (LNG)</i>	1920
4	Wholesale of fabrics, clothing, and footwear (CPC 622)	4641
5	Wholesaling other materials and installation equipment in construction <i>Details: Trading in wood and construction materials</i>	4663
6	Manufacturing cosmetics, soaps, detergents, polishes and sanitary preparations <i>Details: Manufacturing soaps and detergents (not manufactured at headquarters)</i>	2023
7	Manufacturing other products from wood; manufacturing products from bamboo, rattan, straw, and plaiting materials <i>Details: Processing and manufacturing products from wood (not manufactured at headquarters)</i>	1629
8	Other specialized wholesale not classified elsewhere <i>Details: Trading in pre-cast concrete components, interior decoration items</i>	4669

No.	Name of business sectors	Business code
9	Other manufacturing not classified elsewhere <i>Details: Manufacturing elevators, equipment for the construction industry (no mechanical processing or manufacturing at headquarters). Manufacturing interior decoration items (not manufactured at headquarters)</i>	3290
10	Wholesaling machinery, equipment and other machine parts <i>Details: Trading in petroleum materials and equipment. Trading in machinery and equipment for the agricultural-industrial and construction sectors (excluding printer business). Trading in marine equipment and supplies. Trading in elevators, equipment for the construction industry</i>	4659
11	Road freight transport <i>Details: Transport services for large quantities of liquids and gases (CPC 71232) (100% of the joint venture's drivers must be Vietnamese citizens)</i>	4933
12	Installation of industrial machinery and equipment <i>Details: Assembly and installation services are not construction services (CPC 884-885)</i>	3320
13	Warehouses and goods storage <i>Details: Warehouse for rent</i>	5210
14	Wholesale of solid, liquid, and gaseous fuels and related products <i>Details: Exercising the right to export, import, and distribute goods prohibited from export, import, or goods not permitted for distribution under Vietnamese law, or not subject to restrictions under international commitments in treaties to which Vietnam is a party (CPC 622).</i>	4661 (Main Business Line)
15	Wholesale of metals and metal ores <i>Details: Trading in iron and steel</i>	4662
16	Wholesale of other household goods <i>Details: Trading in household goods</i>	4649
17	Waste recycling <i>Details: Demolition of old ships (no mechanical processing, waste recycling, electroplating at the headquarters)</i>	3830
18	Repair of machinery and equipment <i>Details: Ship repair services; repair of elevators, equipment for the construction industry (excluding recycling, waste, mechanical processing and electroplating)</i>	3312
19	Production of building materials from clay <i>Details: Production of building materials (not produced at headquarters)</i>	2392
20	Wholesale of automobiles and other motor vehicles <i>Details: Trading in means of transport</i>	4511
21	Real estate business, owned land use rights, used or leased	6810

No.	Name of business sectors	Business code
	<i>Details: Real estate business</i>	
22	Other professional, scientific and technological activities not classified elsewhere <i>Details: Consulting on technology transfer related to liquefied petroleum gas (LPG), compressed natural gas (CNG), liquefied natural gas (LNG), and other technology transfer consulting.</i>	7490
23	Architectural and related engineering consulting activities <i>Details: Engineering design services for industrial processes and production (CPC 86725)</i>	7110
24	Construction of other civil engineering works <i>Details: Construction services for construction projects (CPC 512)</i>	4299
25	Install other building systems <i>Details: Assembly and erection services of prefabricated structures (CPC 514).</i>	4329
26	Other specialized construction activities <i>Details: Construction services for civil engineering designs (CPC 513)</i>	4390

- The Company is established to mobilize new capital and optimize existing resources to develop production, business activities and other fields with the goal of generating profit, increasing shareholder returns, creating jobs, ensuring stable income for employees, and promoting sustainable and long-term growth.

ARTICLE 5: Scope of Business and Operations

- The Company is entitled to plan and conduct all business activities within the registered business sectors as published on the National Business Registration Portal and specified in this Charter, in compliance with applicable laws, and to take appropriate measures to achieve its business objectives.
- The Company may also carry out business activities in other sectors permitted by law and approved by the General Meeting of Shareholders.

IV. CHARTER CAPITAL, SHARES, AND FOUNDING SHAREHOLDERS

ARTICLE 6: Charter Capital, Shares, and Founding Shareholders

- The charter capital of the Company is **VND 373,399,330,000** (*In words: Three hundred seventy-three billion, three hundred ninety-nine million, three hundred thirty thousand Vietnamese dong*).
- The total charter capital is divided into **37,339,933** shares with a par value of **VND 10,000 per share**.
- The Company may increase or decrease its charter capital upon approval of the General Meeting of Shareholders and in accordance with applicable laws.
- As of the effective date of this Charter, the Company's shares include ordinary shares and, if applicable, preferred shares. The rights and obligations of shareholders holding each type of share are specified in Articles 12 and 13 of this Charter.
- The Company may issue other classes of preferred shares after receiving approval from the General Meeting of Shareholders and in accordance with the law.
- The Company officially operates as a joint stock company under Enterprise Registration Certificate No. 0303224471 issued by the Department of Planning and Investment of Ho Chi Minh City for the

first time on April 2, 2004. As prescribed by the Enterprise Law, the ordinary shares held by founding shareholders are no longer subject to transfer restrictions.

7. Share offering

The offering of shares means the Company increases the number of shares it is authorized to offer and sells those shares during business to increase its charter capital.

Share offering may be conducted in one of the following forms:

- a. Offering to existing shareholders;
 - b. Public offering;
 - c. Private placement;
 - d. Other forms as decided by the General Meeting of Shareholders.
8. Ordinary shares must be offered first to existing shareholders in proportion to their shareholding, unless otherwise decided by the General Meeting of Shareholders. Unsubscribed shares shall be handled by the Board of Directors, which may distribute such shares to other entities on conditions it deems appropriate, provided such conditions are not more favorable than those offered to existing shareholders, unless the shares are sold via the stock exchange by auction.
9. The Company may repurchase its issued shares in accordance with this Charter and applicable laws.
10. The Company may also issue other types of securities upon approval by the General Meeting of Shareholders and in compliance with the law.

ARTICLE 7: Share Certificates

1. Shareholders of the Company shall be issued share certificates corresponding to the number and type of shares they hold.
2. A share certificate is a type of security evidencing the legal rights and interests of the holder with respect to a portion of the charter capital of the issuing entity. It must include all information as prescribed in Clause 1, Article 121 of the Enterprise Law.
3. A shareholder shall be issued a share certificate within **seven (07) days** from the date the VSDC notifies that the full dossier for share transfer has been received, or within **two (02) months** from the date of full payment for the shares under the share issuance plan (or such other term as provided in the issuance terms). No printing fees shall be charged for the issuance of share certificates.
4. In case a share certificate is lost, damaged, or destroyed, the Company shall reissue it upon the shareholder's written request, provided the shareholder presents proof of ownership and covers all related costs. The request must include:
 - a. Information on the lost/damaged/destroyed certificate;
 - b. A commitment to bear responsibility for any dispute arising from the reissuance.
5. If the Company delists from the VSDC, it must reissue physical share certificates to shareholders within **thirty (30) days** from the effective date of delisting as notified by the VSDC.

ARTICLE 8: Other Securities Certificates

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

ARTICLE 9: Transfer of Shares

1. All shares are freely transferable unless otherwise provided by this Charter or the law. Listed shares or those registered for trading on the Stock Exchange are transferred in accordance with the securities regulations.

2. Shares that are not fully paid may not be transferred or carry any rights such as dividends, bonus shares, preemptive rights, or other shareholder entitlements.

ARTICLE 10: Share Buyback

1. If a shareholder fails to fully and timely pay for the subscribed shares, the Board of Directors may request payment of the remaining amount along with interest and any damage caused to the Company.
2. A notice must specify a new deadline (at least seven (07) days from the date of notice), payment location, and clearly state that the shares will be subject to buyback if payment is not made.
3. The Board of Directors may buy back the unpaid shares if the shareholder fails to comply with the payment notice.
4. Reacquired shares are considered unsold shares and may be offered for sale again by the Board of Directors under conditions it deems appropriate.
5. A shareholder whose shares are reacquired shall lose shareholder status for those shares but remains liable up to the total par value of subscribed shares for financial obligations existing at the time of reacquisition. The Board of Directors has full authority to enforce collection of the total unpaid share value.
6. The notice of buyback must be sent to the affected shareholder prior to the buyback. The buyback is still effective even if the notice is erroneously delivered.

V. ORGANIZATIONAL STRUCTURE, GOVERNANCE, AND SUPERVISION

ARTICLE 11: Organizational Structure, Governance, and Supervision

The organizational, governance, and supervision structure of the Company includes:

1. The General Meeting of Shareholders;
2. The Board of Directors, and the Audit Committee under the Board of Directors;
3. The General Director.

VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

ARTICLE 12. Rights of Shareholders

1. Ordinary shareholders have the following rights:
 - a. Attend and speak at General Meetings of Shareholders (GMS); vote directly, by proxy, or via other forms as permitted by law and the Company Charter. Each ordinary share entitles the holder to one vote.
 - b. Receive dividends at the rate determined by the GMS;
 - c. Have pre-emptive rights to purchase newly issued shares in proportion to their existing shareholding.
 - d. Freely transfer their shares, except as restricted under Clauses 3, Article 120 and Clause 1, Article 127 of the Enterprise Law or other applicable laws.
 - e. Review and extract information on the list of voting shareholders; request correction of incorrect personal information in that list. The extracted information according to the process is specified in detail in the Internal Regulations on Corporate Governance.
 - f. Review, extract, or make copies of the Company Charter, GMS meeting minutes, and GMS resolutions in accordance with internal governance rules. The provision of information according to the process is specified in detail in the Internal Regulations on Corporate Governance;
 - g. In the event of dissolution or bankruptcy, receive a portion of the remaining assets in proportion to their shareholding after the Company has fulfilled all obligations and payments (including debt

- obligations to the State, taxes, fees) and payments to shareholders holding other types of shares of the Company as prescribed by law;
- h. Request the Company to repurchase their shares in cases provided by Article 132 of the Enterprise Law.
 - i. Be treated equally. Each share of the same class grants equal rights, obligations, and interests. In case the Company has preferential shares, the rights and obligations attached to the preferential shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;
 - j. Access all periodic and ad hoc disclosures of the Company as required by law.
 - k. Have their legitimate rights and interests protected; request suspension or cancellation of GMS or Board of Directors resolutions as permitted by law.
 - l. Other rights as provided by law and this Charter.
2. A shareholder or group of shareholders holding 5% or more of total ordinary shares has the right to:
 - a. Request the Board of Directors (BOD) to convene a GMS under Article 115.3 and Article 140 of the Enterprise Law.
 - b. Review and extract minutes and resolutions/decisions of the BOD, semi-annual and annual financial statements, reports of the Audit Committee, and related contracts/transactions except trade or business secrets. The provision of information according to the process is specified in detail in the Internal Regulations on Corporate Governance;
 - c. Request the BOD to inspect specific issues related to the management and operation when deemed necessary. The request must be in writing and must include the following contents: full name, contact address, nationality, legal document for individual shareholders; name, enterprise code or legal document number of the organization, head office address for institutional shareholders; number of shares and time of share registration of each shareholder, total number of shares of the entire group of shareholders and ownership ratio in the total number of shares of the Company; issues to be inspected, purpose of inspection;
 - d. Propose agenda items for GMS meetings in writing, submitted at least five (05) business days before the meeting date. The proposal must clearly state the name of the shareholder, the number of each type of shareholder's shares, and the proposed issues to be included in the meeting agenda.
 - e. Other rights as provided by law and this Charter.
 3. A shareholder or group holding **10%** or more of ordinary shares may nominate candidates to the BOD. The process is as follows:
 - a. Ordinary shareholders forming a group to nominate candidates for the BOD must notify the attending shareholders of the group meeting before the opening of the GMS;
 - b. Based on the number of BOD seats, the shareholder/group may nominate one or more candidates. If they nominate fewer than their entitlement, remaining candidates may be nominated by others in accordance with Article 25 of this Charter.

ARTICLE 13: Obligations of Shareholders

Ordinary shareholders shall:

1. Fully pay for subscribed shares as agreed.
2. Not withdraw contributed capital under any form, except in cases of share repurchase. In case a shareholder withdraws part or all of the contributed capital contrary to the provisions of this clause,

that shareholder and the person with related interests in the Company shall be jointly liable for the debts and other property obligations of the Company within the value of the withdrawn shares and any damages incurred.

3. Comply with this Charter and internal regulations adopted by the GMS.
4. Abide by GMS and BOD decisions.
5. Keep company-provided information confidential according to the provisions of the Company Charter and the law; only use the information provided to exercise and protect one's legitimate rights and interests; strictly prohibit the dissemination or copying, or sending of information provided by the Company to other organizations or individuals.
6. Participate in GMS meetings and exercise voting rights via:
 - a. Attend and vote/elect directly at the meeting;
 - b. Authorize another person to attend and vote/elect at the meeting;
 - c. Attend and vote/elect via online meeting, electronic voting or other electronic form;
 - d. Submission of ballots via mail, fax, or email.
7. Be personally liable if acting on behalf of the Company to:
 - a. Violate the law;
 - b. Conducting business and other transactions for personal gain or to serve the interests of other organizations or individuals;
 - c. Make early debt repayments that endanger company solvency.
8. Provide accurate contact address during share registration.
9. Fulfill other obligations as required by law.

ARTICLE 14: General Meeting of Shareholders

1. The GMS is the highest authority of the Company. The GMS shall convene an annual meeting once per year and within four (04) months from the end of the financial year. The Board of Directors may decide to extend the time for holding the annual meeting of the General Meeting of Shareholders when necessary, but not exceeding six (06) months from the end of the financial year. 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 determined as the place where the Chairman of the meeting is present and must be within the territory of Vietnam.
2. The BOD shall convene the annual General Meeting of Shareholders and select a suitable meeting venue. The annual GMS shall decide on matters as prescribed by law and the Company Charter. In case the audited annual financial statements of the Company contain material exceptions, adverse opinions, or disclaimers, the Company must invite the representative of the approved auditing organization to attend the annual General Meeting of Shareholders. This representative is obligated to attend and present at the meeting.
3. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:
 - a. When the Board of Directors deems it necessary for the benefit of the Company;
 - b. When the number of members of the BOD or independent members is less than the statutory number or reduced by more than one-third (1/3) of the total members as specified in this Charter;
 - c. When shareholders or a group of shareholders, as stipulated in Clause 2, Article 12 of this Charter, make a written request for convening a meeting. The request must clearly state the reason and

purpose of the meeting, be duly signed by all relevant shareholders, or compiled from multiple documents with the signatures of relevant shareholders;

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

4. Convening an extraordinary General Meeting of Shareholders:

a. The Board of Directors must determine the opening date of the General Meeting of Shareholders within sixty (60) days from:

- The date on which the number of the BOD members becomes insufficient as per point b, Clause 3 this article, or
- The date on which the request is received as per points c and d, clause 3 this article.

b. If the Board of Directors fails to convene the General Meeting of Shareholders according to point (a) clause 4, this article, then within the following thirty (30) days, the shareholders or group of shareholders as stated in point c, clause 3 this article have the right to convene the meeting themselves in accordance with Clause 4, Article 140 of the Enterprise Law.

In this case, the shareholders or a group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the procedure, process, and decision-making of the General Meeting of Shareholders.

All expenses incurred for convening and organizing the meeting shall be reimbursed by the Company. These costs do not include expenses incurred by shareholders attending the meeting, such as travel, accommodation, and meals.

The procedures for organizing the GMS in this case shall comply with Clause 5, Article 140 of the Enterprise Law.

ARTICLE 15: Right and Obligation of the General Meeting of Shareholders

1. The GMS shall have the following rights and Obligations:

- a. To approve the development orientation of the Company;
- b. To determine the types of shares and the total number of shares of each type authorized for offering; to decide the annual dividend for each type of shares;
- c. To elect, dismiss, or remove members of the BOD;
- d. To decide on investment projects or asset sales of the Company valued at 35% or more of the total asset value recorded in the latest financial statements of the Company
- e. To approve amendments and supplements to the Charter;
- f. To approve the Company's annual financial statements;
- g. To decide on the repurchase of more than 10% of total issued shares of each class;
- h. To review and handle violations committed by members of the BOD that cause damage to the Company and its shareholders;
- i. To decide on the reorganization or dissolution (liquidation) of the Company and to appoint liquidators;
- j. To determine the budget or total amount of remuneration, bonuses, and other benefits for the BOD;
- k. To approve, supplement, or amend the Internal Corporate Governance Regulations and the Regulations on the operation of the BOD;
- l. To approve the list of qualified auditing firms; to appoint an approved auditing firm to audit the Company's operations; and to dismiss the appointed auditors when deemed necessary;
- m. To determine the number of BOD members;

- n. To decide on the division, separation, consolidation, merger, or transformation of the Company;
 - o. To approve the Company's contracts and transactions with related persons as stipulated in Clause 1, Article 167 of the Enterprise Law, with a value equal to or greater than 35% of total asset value as recorded in the latest financial statements;
 - p. To approve the transactions stipulated in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of certain provisions of the Securities Law;
 - q. To exercise other rights and obligations as stipulated by law.
2. The annual and extraordinary GMS shall make decisions on the following matters:
- a. The Company's annual business plan;
 - b. The annual audited financial statements;
 - c. The report of the BOD on its governance and the performance of each of its members;
 - d. The report of the independent BOD member serving on the Audit Committee;
 - e. The dividend rate for each class of shares;
 - f. Other matters under the authority of the GMS.
3. All resolutions and issues included in the meeting agenda must be presented for discussion and voting at the GMS meeting.

ARTICLE 16: Authorization

1. Shareholders or authorized representatives of institutional shareholders may directly attend the General Meeting of Shareholders or authorize one or several individuals or organizations to attend on their behalf, including by the methods specified in Clause 3, Article 144 of the Enterprise Law, and in accordance with the following specific provisions:
- a. For individual shareholders: Each individual shareholder may authorize no more than one (01) person to attend the meeting. The authorizing shareholder shall not be permitted to attend the meeting, even if the authorization is partial.
 - b. For institutional shareholders: Authorization shall be carried out as follows:
 - (i) Shareholders holding less than 1% of total ordinary shares may authorize one (01) person to attend the GMS;
 - (ii) Shareholders holding from 1% to less than 10% of total ordinary shares may authorize up to two (02) persons;
 - (iii) Shareholders holding 10% or more of total ordinary shares may authorize up to three (03) persons.

In case of multiple authorized representatives, the number of shares and corresponding votes must be specifically allocated to each representative. If not specifically allocated, the shares and votes shall be evenly divided among the representatives, and any fractional shares (if any) shall be assigned to representatives in alphabetical order (A-B-C) of their names.

2. The authorization must be made in writing, in accordance with civil law regulations, and must clearly state:
- The name of the authorizing shareholder;
 - The name of the authorized individual or organization;
 - The number of shares being authorized.
 - The scope, content, and term of authorization;
 - Signatures and full names (handwritten), and seal if applicable (for organizations) of both the authorizing party and the authorized party.

The authorized person must submit the written authorization upon registration to attend the GMS.

The authorized person may re-authorize another individual only with written consent from the original shareholder. This written consent must be presented at the GMS together with the original authorization letter. Re-authorization beyond one level is not permitted.

3. Ballots or voting forms submitted by the authorized representative within the scope of the authorization shall remain valid even in the following cases:
 - a. The authorizing shareholder has died, become incapacitated, or lost legal capacity;
 - b. The shareholder has revoked the authorization;
 - c. The shareholder has revoked the authority of the authorized person.

This clause shall not apply if the Company receives notice of such events prior to the opening of the GMS or prior to any reconvened session.

ARTICLE 17: Variation of Rights

1. The change or cancellation of special rights attached to a class of preferred shares shall become effective when approved by shareholders representing at least 65% of the total voting rights of all shareholders attending the meeting. A resolution of the GMS on matters that adversely change the rights and obligations of holders of a class of preferred shares shall only be passed if it is approved by:
 - shareholders holding at least 75% of the total issued shares of that class of preferred shares who attend the meeting, or
 - shareholders holding at least 75% of the total issued shares of that class of preferred shares, in case the resolution is passed by way of collecting written opinions.
2. The organization of a meeting of shareholders holding a class of preferred shares to approve the aforementioned changes in rights shall only be valid if there are at least two (02) shareholders (or their authorized representatives) present, holding at least one-third ($1/3$) of the par value of all issued shares of that class. If the number of participants does not meet this threshold, the meeting shall be reconvened within thirty (30) days, and any shareholders of that class of preferred shares present in person or by proxy, regardless of the number of attendees or shares held, shall be deemed to constitute a valid quorum. At such meetings, shareholders of the relevant preferred class present in person or by proxy may request a secret ballot. Each share of the same class shall carry equal voting rights at these meetings.
3. The procedures for holding such separate meetings shall be carried out in accordance with Articles 19, 20, and 21 of this Charter.
4. Unless otherwise provided in the terms of share issuance, the special rights attached to classes of preferred shares relating to some or all matters concerning the distribution of profits or Company assets shall not be deemed changed by the issuance of additional shares of the same class.

ARTICLE 18: Convening, Meeting Agenda and Invitation of the General Meeting of Shareholders

1. The BOD convenes the annual and extraordinary General Meetings of Shareholders. The Board of Directors convenes extraordinary General Meetings of Shareholders in the cases specified in Clause 3, Article 14 of this Charter.
2. The person convening the General Meeting of Shareholders must perform the following tasks:
 - a. Prepare the list of shareholders eligible to attend and vote/elect at the GMS. The list of shareholders eligible to attend the GMS shall be made no earlier than ten (10) days prior to the date of sending the meeting invitation. The Company must disclose information on the preparation of this list at least twenty (20) days prior to the record date;

- b. Prepare the agenda and content of the GMS
 - c. Prepare documents for the GMS;
 - d. Draft GMS resolutions corresponding to the expected agenda items;
 - e. Determine the time and venue of the GMS;
 - f. Notify and send invitations to all shareholders eligible to attend the GMS;
 - g. Perform other necessary tasks for organizing the GMS.
3. The invitation to the GMS must be sent to all shareholders using a method that ensures delivery to the shareholders' contact addresses, and must also be disclosed on the Company's website and on the website of the Stock Exchange where the Company's shares are listed or registered for trading.
- The convener must send the meeting invitation to all shareholders on the list of eligible attendees no later than twenty-one (21) days prior to the opening date of the GMS (counting from the date the invitation is properly sent, postage-paid, or deposited in the mailbox).
- The GMS agenda and materials related to the issues to be voted on must be either sent directly to shareholders and/or published on the Company's website.
- If the documents are not attached to the meeting invitation, the invitation must specify the link to the complete set of meeting materials accessible to shareholders, including:
- a. The agenda and documents to be used at the meeting;
 - b. The list and details of candidates in case of election of BOD members;
 - c. Voting ballot;
 - d. Proxy authorization form;
 - e. Draft resolutions for each agenda item.
4. Shareholders or groups of shareholders as prescribed in Clause 2, Article 12 of this Charter have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and must be sent to the Company at least five (05) working days before the opening date of the General Meeting of Shareholders. The proposal must clearly state the name of the shareholder, the number of each type of shares of the shareholder, contact address, nationality, ID card number, passport or other legal personal identification for individual shareholders; name, enterprise code or establishment decision number, head office address for organizational shareholders; the number and type of shares held by that shareholder, and the proposed issues to be included in the agenda.
5. The convener of the GMS has the right to reject the proposal stated in Clause 4 of this Article if it falls into any of the following cases:
- a. The proposal was not submitted in accordance with Clause 4 of this Article;
 - b. At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of ordinary shares, as required by Clause 2, Article 12 of this Charter;
 - c. The proposed matter is not within the authority of the GMS to decide;
 - d. Other cases as prescribed by law and this Charter.
6. The convener of the GMS must accept and include the proposal stated in Clause 4 of this Article in the tentative agenda of the meeting, unless it falls under the rejection grounds in Clause 5 of this Article. The proposal shall be officially added to the meeting agenda if approved by the GMS.

ARTICLE 19: Conditions for Holding the General Meeting of Shareholders

1. The GMS shall be conducted when attending shareholders represent more than 50% of the total voting rights.
2. In case the first meeting does not meet the quorum as specified in Clause 1 of this Article, a second meeting invitation shall be sent within 30 days from the intended date of the first meeting. The second GMS may proceed if the attending shareholders represent at least 33% of the total voting rights.
3. If the second meeting still fails to meet the quorum as stipulated in Clause 2 of this Article, a third meeting invitation must be sent within 30 days from the intended date of the second meeting. The third GMS shall be conducted regardless of the total voting rights represented by the attending shareholders.

ARTICLE 20: Procedures for Conducting and Voting at the General Meeting of Shareholders

1. Prior to the opening of the meeting, the Company must conduct shareholder registration and continue the registration process until all shareholders eligible to attend have registered, in the following order:
 - a. Upon registration, the Company shall provide each shareholder or authorized representative with a voting card/ballot/election form stating their registration number, full name of the shareholder and/or authorized representative, and the number of votes held. The GMS shall discuss and vote on each item on the agenda. Voting shall be conducted with the options: “Approve”, “Disapprove”, or “abstain”. The vote counting results shall be announced by the Chairman or the Vote Counting Committee immediately before the closing of the meeting. The GMS shall elect individuals to count or supervise the vote counting as proposed by the Chairman. The number of members in the Vote Counting Committee shall be determined by the GMS based on the Chairman’s proposal.
 - b. Shareholders or authorized representatives of institutional shareholders arriving after the meeting has commenced may register immediately upon arrival and participate and vote from the time of registration onward. The Chairman shall not be required to pause the meeting to accommodate latecomers, and the validity of matters already voted on or elected shall remain unaffected.
2. The procedures for electing the Chairman, Secretary, Shareholder/Delegate Eligibility Verification Committee, and Vote Counting Committee are as follows:
 - a. The Chairman of the BOD shall act as the Chairman of the GMS or may authorize another BOD member to do so. If the Chairman is absent or temporarily incapacitated, the remaining BOD members shall elect one of them to serve as Chairman by majority vote. If no Chairman is elected, the person signing the meeting invitation shall preside over the meeting until the GMS elects a Chairman. The person receiving the highest number of votes shall act as Chairman of the meeting;
 - b. The Chairman shall appoint one or more individuals to act as secretary of the meeting. The person convening the GMS shall appoint one or more individuals to serve as the Shareholder/Delegate Eligibility Verification Committee;
 - c. The GMS shall elect one or more individuals to serve on the Vote Counting Committee as proposed by the Chairman.
3. The agenda and contents of the meeting must be adopted by the GMS at the opening session. The agenda must clearly and specifically indicate the timeline for each issue to be discussed.
4. The Chairman shall have the authority to take necessary and reasonable measures to properly and orderly conduct the GMS in accordance with the adopted agenda and to reflect the majority shareholders’ will. These measures may include:
 - a. Arrangement of seating at the meeting venue;

- b. Ensuring the safety of all attendees;
 - c. Facilitating the participation (or continued participation) of shareholders. The convener of the GMS shall have full authority to modify and implement such measures as necessary. Such measures may include the issuance of admission cards or other selective access methods.
5. The GMS shall discuss and vote on each matter in the agenda. Voting shall be carried out with the options: “Approve”, “Disapprove”, or “abstain”. The vote counting results shall be announced by the Chairman immediately before the closing of the meeting.
 6. Shareholders or their authorized representatives arriving after the meeting has commenced shall still be allowed to register and vote immediately after registration; in this case, the validity of prior votes shall not be affected.
 7. The person convening or chairing the GMS shall have the following rights:
 - a. To require all participants to undergo reasonable and lawful security checks or procedures
 - b. To request competent authorities to maintain order, and to expel any individual who fails to comply with the Chairman’s authority, disrupts the meeting, hinders the proceedings, or refuses to comply with security requirements.
 8. The Chairman has the right to postpone the GMS (with a sufficient number of attendees registered) for no more than three (03) business days from the originally scheduled date, and may only postpone or change the venue in the following circumstances
 - a. The meeting venue does not have adequate seating for all attendees;
 - b. The technical infrastructure at the venue does not ensure the ability of shareholders to attend, discuss, and vote;
 - c. Attendees cause disruption or threaten to prevent the fair and lawful conduct of the meeting.
 9. In the event that the Chairman postpones or suspends the meeting in violation of Clause 8 of this Article, the GMS shall elect another Chairman from among the attendees to preside over the meeting until it concludes. All resolutions passed at such a meeting shall remain valid and enforceable.
 10. If the Company applies modern technology to organize the GMS in the form of an online meeting, it must ensure that shareholders are able to attend and vote by electronic ballots or other electronic means in accordance with Article 144 of the Enterprise Law and Clause 3, Article 273 of Decree No. 155/2020/ND-CP dated December 31, 2020, providing detailed guidance on implementation of the Securities Law.

ARTICLE 21: Conditions for Approval of Resolutions of the General Meeting of Shareholders

1. A resolution on the following matters shall be approved when it is approved by shareholders representing at least 65% of the total voting rights of all shareholders attending and voting at the GMS, unless otherwise provided in Clauses 3, 4, and 6, Article 148 of the Enterprise Law:
 - a. Types of shares and total number of shares of each type;
 - b. Changes to the Company’s business sectors and business lines;
 - c. Changes to the organizational and management structure of the Company;
 - d. Investment projects or sales of Company assets valued at **35% or more** of the total assets recorded in the latest financial statements of the Company;
 - e. Reorganization or dissolution of the Company;
 - f. Amendments and supplements to the Charter.

2. Other resolutions shall be adopted when approved by shareholders holding more than 50% of the total voting rights of all shareholders attending and voting at the GMS, except for the matters specified in Clause 1 of this Article and Clauses 3, 4, and 6, Article 148 of the Enterprise Law.

Note: In the case of electing members to the Board of Directors (BOD), if the number of candidates is less than or equal to the number of BOD members to be elected, the election may be conducted either by cumulative voting or by ordinary voting (i.e., “Approve”, “Disapprove”, or “abstain”). The adoption threshold for ordinary voting shall be implemented in accordance with Clause 2, Article 21 of this Charter.

3. A resolution of the GMS approved by 100% of the total voting shares shall be deemed valid and effective even if the procedures for convening the meeting and adopting the resolution violate the provisions of the Enterprise Law or this Charter.

ARTICLE 22: Authority and Procedures for Collecting Shareholders’ Written Opinions to Approve Resolutions of the General Meeting of Shareholders

The authority and procedures for collecting shareholders’ written opinions to adopt resolutions of the GMS shall be implemented as follows:

1. The BOD has the authority to collect shareholders’ written opinions to approve GMS resolutions on the following matters:
 - a. Amendments and supplements to the Company’s Charter;
 - b. Approval, supplementation, or adjustment of the Company’s Internal Corporate Governance Regulations and the BOD’s Operational Regulations;
 - c. Development orientation of the Company;
 - d. Types of shares and total number of shares of each type;
 - e. Election, dismissal, or removal of BOD members;
 - f. Decisions on investment or sale of assets with a value equal to or greater than 35% of the Company’s total assets as recorded in the latest financial statements;
 - g. Approval of the annual financial statements;
 - h. Reorganization or dissolution of the Company;
 - i. Changes in business lines and sectors;
 - j. Changes in the organizational and management structure of the Company;
 - k. Other matters deemed necessary by the BOD for the benefit of the Company.
2. The BOD must prepare the written opinion forms, draft resolutions of the GMS, explanatory materials related to the draft resolutions, and send them to all shareholders with voting rights no later than ten (10) days before the deadline for returning the opinion forms. The requirements and methods of delivery shall comply with Clause 3, Article 18 of this Charter.
3. The written opinion form must contain the following main information:
 - a. Company name, registered head office address, and enterprise registration number;
 - b. Purpose of collecting written opinions;
 - c. Full name, contact address, nationality, and legal identification number of individual shareholders; Name, enterprise registration number or legal document number, and registered office address for

institutional shareholders; Full name, contact address, nationality, and legal ID of the representative (for shareholders being organizations); Number and type of shares held, and corresponding voting rights;

- d. Issues subject to voting;
 - e. Voting options for each issue: **“Approve”, “Disapprove”, “Abstain”**;
 - f. Election options (if applicable);
 - g. Deadline for returning the completed opinion forms to the Company;
 - h. Full name and signature of the Chairman of the BOD.
4. The completed ballot must be signed by the individual shareholder, or the legal representative of the organization shareholder or the individual, or the authorized legal representative of the organization.
 5. Shareholders may return the completed opinion forms to the Company by mail, fax, or email according to the contact information registered with the Vietnam Securities Depository and Clearing Corporation (VSDC), subject to the following provisions:
 - a. By mail: The opinion form must be placed in a sealed envelope and may not be opened prior to the vote counting.
 - b. By fax or email: The opinion form must be kept confidential until the time of vote counting;
 - c. Opinion forms received after the stated deadline, or opened in advance (in the case of mail), or disclosed before vote counting (in the case of fax/email) shall be considered invalid. Forms not returned shall be considered non-participants in the vote.
 6. The BOD shall count the votes and prepare a vote counting report in the presence of a shareholder who does not hold any management position in the Company. The report must include:
 - a. Họ, tên, chữ ký của Chủ tịch Hội đồng quản trị, người kiểm phiếu và người giám sát kiểm phiếu.
 - b. Company name, registered office address, and enterprise registration number;
 - c. Purpose and issues subject to the vote;
 - d. Number of shareholders and total voting rights involved, distinguishing between valid and invalid votes, and the method of submission; An appendix listing shareholders participating in the vote must be attached;
 - e. Total number of votes in Approve, Disapprove, and abstain for each matter, and total votes for each candidate (if applicable);
 - f. Matters approved and the corresponding voting percentages;
 - g. Full names and signatures of the Chairman of the BOD, vote counters, and vote counting supervisors.All members of the BOD, vote counters, and vote counting supervisors shall be jointly liable for the honesty and accuracy of the vote counting report and jointly liable for any damages arising from resolutions passed based on dishonest or inaccurate vote counting.
 7. The vote counting report and adopted resolutions must be sent to shareholders within fifteen (15) days from the completion of the vote counting. If the Company maintains a website, such documents may alternatively be posted online within twenty-four (24) hours of the conclusion of the vote counting.
 8. The completed opinion forms, vote counting report, adopted resolutions, and accompanying documents must be archived at the Company’s head office.

9. A resolution adopted by collecting shareholders' written opinions shall be valid if approved by shareholders holding more than 50% of the total voting rights of all shareholders with voting rights, and shall have the same legal effect as a resolution adopted at a GMS meeting.

ARTICLE 23: Resolutions and Minutes of the General Meeting of Shareholders

1. The GMS must be minuted, and may also be recorded in audio or other electronic forms. The minutes must be prepared in Vietnamese and may be additionally prepared in a foreign language. The minutes must include the following main contents:
 - a. Name, registered head office address, and enterprise registration number of the Company;
 - b. Time and location of the GMS;
The agenda and contents of the meeting;
 - c. Full names of the Chairman and the Secretary;
 - d. A summary of the meeting proceedings and the opinions expressed on each matter in the agenda;
 - e. Number of shareholders attending and the total voting rights represented, with an annex listing the shareholders or their representatives in attendance, along with the number of shares and corresponding votes held;
 - f. Total number of votes for each voting matter, clearly stating the voting method used; number of valid and invalid votes; number of votes in Approve, Disapprove, and Abstain; and the corresponding percentage of total votes of all attending shareholders;
 - g. Tally of votes for each candidate (if applicable);
 - h. Issues that have been approved, along with the corresponding voting ratios;
 - i. Full names and signatures of the Chairman and the Secretary. In case the Chairman or the Secretary refuses to sign the minutes, the minutes shall remain legally valid if signed by all other members of the Board of Directors present at the meeting and contain all required contents as stipulated in this Clause. The minutes must specify that the Chairman and/or Secretary refused to sign.
2. The minutes of the GMS must be completed and adopted before the closing of the meeting. The Chairman and the Secretary (or those signing the minutes) shall be jointly responsible for the truthfulness and accuracy of the contents of the minutes.
3. The minutes prepared in both Vietnamese and a foreign language shall have equal legal validity. In the event of any discrepancy between the two versions, the Vietnamese version shall prevail.
4. Resolutions, Minutes of the General Meeting of Shareholders, appendix of list of shareholders registered to attend the meeting with shareholders' signatures, authorization letter to attend the meeting, all documents attached to the Minutes (if any) and related documents attached to the meeting invitation must be kept at the Company's head office.

The resolution, minutes of the GMS, and accompanying documents must be disclosed in accordance with the regulations on information disclosure on the securities market.

ARTICLE 24. Request for Annulment of a Resolution of the General Meeting of Shareholders

1. Within ninety (90) days from the date of receipt of a resolution or minutes of the GMS or the vote counting record of the written opinion collection, a shareholder or group of shareholders as stipulated in Clause 2, Article 12 of this Charter has the right to request a court or arbitration tribunal to review and annul the resolution or part thereof in the following cases:

- a. The order and procedures for convening the meeting or collecting shareholders' written opinions and adopting the resolution seriously violate the provisions of the Enterprise Law and this Charter, except as stipulated in Clause 3, Article 21 of this Charter
 - b. The contents of the resolution violate the law or this Charter.
2. In case a shareholder or group of shareholders requests the Court or Arbitration to annul a GMS resolution as prescribed in Article 151 of the Enterprise Law, such resolution shall remain valid and enforceable until the annulment decision of the Court or Arbitration takes legal effect, unless interim emergency measures are imposed by a competent authority.

VII. THE BOARD OF DIRECTORS

ARTICLE 25: Nomination and Candidacy for Members of the Board of Directors

1. In cases where BOD candidates have been identified in advance, the Company must disclose information about the candidates at least ten (10) days prior to the opening of the General Meeting of Shareholders on the Company's website, so that shareholders may review such information before voting. BOD candidates must submit a written commitment to ensure the truthfulness, accuracy, and reasonableness of the disclosed personal information, and to commit to performing their duties with integrity, prudence, and in the best interest of the Company if elected as BOD members.

The published information on each candidate must include at least the following:

- a. Full name, date of birth;
- b. Academic/professional qualifications;
- c. Work history;
- d. Current management positions (including BOD positions at other companies);
- e. Evaluation report on the candidate's contribution to the Company (if the candidate is currently a BOD member);
- f. Any interests related to the Company or its related parties (if any);
- g. Name(s) of the shareholder or group of shareholders nominating the candidate (if applicable);
- h. Other relevant information (if any).

The Company is responsible for disclosing information about companies in which the candidate holds BOD membership or other management positions, as well as any related interests that the candidate may have with those companies (if any).

Công ty phải có trách nhiệm công bố thông tin về các công ty mà ứng cử viên đang nắm giữ chức vụ thành viên Hội đồng quản trị, các chức danh quản lý khác và các lợi ích có liên quan tới công ty của ứng cử viên Hội đồng quản trị (nếu có).

2. Shareholders or groups of shareholders holding 10% or more of the total number of common shares have the right to nominate candidates for the Board of Directors in accordance with the provisions of the Enterprise Law and the Company Charter. Shareholders holding common shares have the right to aggregate their voting rights to nominate candidates for the Board of Directors. Shareholders or groups of shareholders holding from 10% to 15% of the total number of voting shares may nominate one (01) candidate; from 15% to 20% may nominate up to two (02) candidates; from 20% to 30% may nominate up to three (03) candidates; from 30% to 40% may nominate up to four (04) candidates; from 40% or more may nominate an unlimited number of candidates. The nomination and candidacy for members of the Board of Directors is specified in detail in the Internal Regulations on Corporate Governance.

3. If the number of BOD candidates nominated or self-nominated under Clause 2 of this Article is still insufficient, the current BOD may nominate additional candidates or organize nominations according to the mechanism stipulated in this Charter, the Company's Internal Corporate Governance Regulations, and the BOD Operational Regulations. The procedure for BOD nominations must be clearly disclosed prior to the GMS voting on BOD members, in accordance with the law.
4. If the number of additional candidates nominated by the current BOD under Clause 3 remains insufficient, the BOD shall disclose this fact no later than five (05) days before the GMS opening date. The BOD shall organize for other shareholders to nominate additional candidates according to the Company's Charter, Internal Corporate Governance Regulations, and BOD Operational Regulations. The BOD's organization of shareholder nominations must be clearly disclosed before the GMS votes on BOD members, in compliance with the law.
5. BOD Members must satisfy the standards and conditions prescribed in Decree No. 155/2020/ND-CP dated December 31, 2020 and its amendments, supplements, and implementing guidelines, as well as the Charter of the Company.

ARTICLE 26: Composition and term of Board of Directors members

1. The Board of Directors shall consist of five (05) members. The term of each BOD member shall not exceed five (05) years and members may be re-elected for an unlimited number of terms. In case all BOD members reach the end of their term at the same time, they shall continue to perform their duties as BOD members until replacements are elected and take over their responsibilities.
2. The composition of the BOD must include at least one (01) non-executive member. The Company shall minimize the number of BOD Members concurrently holding executive positions within the
3. Members of the BOD must meet the following standards and conditions:
 - a. Must not fall under the cases stipulated in Clause 2, Article 17 of the Enterprise Law;
 - b. A member of the BOD may only concurrently serve as a member of the Board of Directors or the Members' Council in a maximum of five (05) other companies.
4. A BOD member shall no longer hold office if dismissed, removed, or replaced by resolution of the GMS in accordance with Article 160 of the Enterprise Law.

The BOD member shall continue to fully perform their rights and obligations until the GMS officially adopts a resolution on their dismissal, except for the following rights, which shall cease immediately upon the Company's receipt of a notice of any of the following:

- Hội đồng quản trị có quyết định thông qua việc tiếp nhận đơn từ nhiệm/từ chức của Thành viên Hội đồng quản trị theo quy định tại Quy chế hoạt động của Hội đồng quản trị.
 - The member has limited or lost civil capacity, or has cognitive/behavioral control difficulties;
 - The member is under criminal investigation, in temporary detention, serving a prison sentence, subject to mandatory administrative measures (rehabilitation or compulsory education), or is prohibited by court from holding certain positions or practicing certain professions;
 - The BOD has issued a resolution accepting the resignation of the member in accordance with the BOD Operational Regulations.
5. The appointment of BOD members must be publicly disclosed in accordance with applicable laws on securities and the stock market.
 6. A BOD member is not required to be a shareholder of the Company.

ARTICLE 27: Rights and Obligations of the BOD

1. The business operations and affairs of the Company shall be subject to the supervision and direction of the BOD. The BOD has full power to perform the rights and obligations of the Company, except for those that fall within the authority of the GMS.
2. The rights and obligations of the BOD shall be prescribed by law, the Company Charter, and the GMS. Specifically, the BOD shall have the following powers and duties:
 - a. Decide on the Company's development strategy, medium-term plans, and annual business plans;
 - b. Propose the types of shares and the total number of shares authorized for offering by type;
 - c. Decide on the sale of unsold shares within the authorized offering quota by share type; decide on other forms of capital raising;
 - d. Decide on the offering price for shares and bonds of the Company;
 - e. Decide on the repurchase of shares as prescribed in Clauses 1 and 2, Article 133 of the Enterprise Law;
 - f. Decide on investments or asset sales of the Company with a value from 5% to less than 35% of the total assets as recorded in the latest financial statements;
 - g. Decide on market development, marketing, and technology strategies;
 - h. Approve contracts for purchase, sale, loans, lending, and other transactions valued at 35% or more of total assets as per the latest financial statements, except those within the authority of the GMS under Point d, Clause 2, Article 138 and Clauses 1 and 3, Article 167 of the Enterprise Law;
 - i. Elect, dismiss, or remove the Chairman of the BOD; appoint, dismiss, sign or terminate contracts with the managers as defined in Point f, Clause 1, Article 1 of this Charter; decide on salaries, remuneration, bonuses, and other benefits of such managers; appoint authorized representatives to the Members' Council or GMS of other companies; decide on remuneration and other entitlements of such representatives;
 - j. Supervise and direct the General Director and other managers in the day-to-day business operations of the Company;
 - k. Decide on the Company's internal organizational structure, internal management regulations; decide on the establishment, suspension, reorganization, dissolution, bankruptcy, and termination of subsidiaries, branches, and representative offices;
 - l. Decide on capital contribution, share purchase, or acquisition of equity in other enterprises, except in cases under the GMS's authority;
 - m. Approve the agenda and meeting materials of the GMS; convene the GMS or collect written opinions to pass GMS resolutions;
 - n. Submit the audited annual financial statements to the GMS;
 - o. Recommend the dividend payout ratio; decide on the timing and procedures for dividend payment or handling of business losses;
 - p. Propose reorganization, dissolution of the Company; request bankruptcy proceedings;
 - q. Develop and issue the BOD Operational Regulations and Internal Corporate Governance Regulations after approval by the GMS; issue regulations on the operation of the Audit Committee under the BOD and the Company's Information Disclosure Regulations;
 - r. Request the General Director, Deputy General Directors, Chief Accountant, and other managers to provide information and documents on the financial status and business operations of the Company

and its units. Managers must provide timely, complete, and accurate information as requested by BOD members. The procedures for request and provision shall be detailed in the Company's Internal Corporate Governance Regulations;

- s. Decide on the appointment of authorized representatives to manage the Company's capital in subsidiaries; determine remuneration and benefits of such representatives in accordance with current laws and internal regulations;
 - t. Decide on cost norms and other allowances for the Audit Committee and support staff (if any) of the BOD at the Company and its subsidiaries;
 - u. Review, inspect, and evaluate the effectiveness and efficiency of the internal audit function; assume primary responsibility for ensuring the quality of internal audit activities;
 - v. Decide on the implementation of internal audit recommendations; urge and monitor departments' compliance; take timely corrective measures when recommendations are made;
 - w. Approve and adjust the annual internal audit plan, ensuring a risk-based audit orientation;
 - x. Perform other responsibilities relating to internal audit as prescribed by law and internal audit regulations;
 - y. Approve investments exceeding the budget limit approved by the GMS;
 - z. Perform other rights and obligations as prescribed by the Enterprise Law, the Securities Law, other applicable laws, and this Charter.
3. The Board of Directors must report to the General Meeting of Shareholders on the results of the Board of Directors' activities as prescribed in Article 280 of Decree No. 155/2020/ND-CP and its amending, supplementing, and guiding documents.

ARTICLE 28: Remuneration, bonuses and other benefits of the BOD members

- 1. The Company has the right to pay remuneration and bonuses to BOD members based on business results and performance effectiveness.
- 2. BOD members are entitled to work remuneration and bonuses. Work remuneration shall be calculated based on the number of working days necessary to fulfill the duties of a BOD member and the daily remuneration rate. The BOD shall propose individual remuneration levels for each member by consensus. The total remuneration for the BOD shall be determined by the General Meeting of Shareholders.
- 3. The total amount paid to each BOD member includes remuneration, expenses, commissions, share purchase rights, and other benefits received from the Company. Remuneration of BOD members must be recorded as a separate item in the Company's annual financial statements.
- 4. A BOD member who holds an executive position, or serves on subcommittees of the BOD, or performs tasks deemed by the BOD to be outside the normal scope of a director's duties, may receive additional compensation in the form of a lump-sum fee, salary, commission, percentage of profits, or other forms as decided by the BOD.
- 5. BOD members are entitled to reimbursement of all reasonable expenses for travel, accommodation, meals, and other expenditures incurred in the course of performing their BOD duties, including costs incurred in attending meetings of the GMS, BOD, or its subcommittees.
- 6. BOD members may be covered by liability insurance purchased by the Company after approval by the GMS. Such insurance shall not cover liabilities related to violations of law or this Charter by BOD members.

ARTICLE 29: Chairman of the BOD

1. The Chairman of the BOD shall be elected, dismissed, or removed by the BOD from among its members.
2. The Chairman of the BOD shall not concurrently hold the position of General Director.
3. Rights and Obligations of the Chairman of the BOD:
 - a. Formulate the agenda and operational plans of the BOD;
 - b. Prepare the agenda, contents, and materials for meetings; convene, preside over, and chair the GMS and BOD meetings;
 - c. Be responsible for organizing the preparation and submission of reports as stipulated in Clause 3, Article 139 of the Enterprise Law and Article 284 of Decree No. 155/2020/ND-CP dated December 31, 2020, providing detailed guidance on the implementation of certain provisions of the Securities Law;
 - d. Monitor and inspect the implementation of BOD resolutions and decisions;
 - e. Propose to the BOD the appointment, dismissal, or removal of managers as provided in Point f, Clause 1, Article 1 of this Charter; sign the labor contract with the General Director;
 - f. Exercise other powers and perform other duties as prescribed by the Enterprise Law and this Charter.
4. In the event the Chairman resigns or is dismissed, the BOD must elect a replacement within ten (10) days from the date of resignation or removal.
5. If the Chairman is absent or unable to perform his/her duties, he/she must authorize another BOD member in writing to act on his/her behalf. If no authorization is made, or if the Chairman has died, is missing, in detention, serving a prison sentence, undergoing mandatory rehabilitation or re-education, has fled residence, is restricted or has lost civil capacity, suffers cognitive/behavioral impairments, or is prohibited by court from holding certain positions or practicing certain professions, the remaining BOD members shall elect one among them as the Acting Chairman by majority vote, who shall serve in that capacity until a new decision is made by the BOD.

ARTICLE 30: Meetings of the BOD

1. In case the BOD elects a Chairman, the Chairman shall be elected at the first meeting of the BOD of the new term within seven (07) working days from the date of conclusion of the BOD election. This meeting shall be convened by the member who receives the highest number or highest percentage of votes. If more than one (01) member obtains the same highest number or percentage of votes, the BOD shall elect one among them by majority vote to convene the meeting.
2. The BOD must meet at least once per quarter and may hold extraordinary meetings as needed.
3. The Chairman of the BOD must convene a BOD meeting in the following cases:
 - a. At the request of an independent BOD member;
 - b. At the request of the General Director or at least **five (05)** other managers;
 - c. At the request of at least **two (02)** BOD members;
 - d. In other cases deemed necessary.
4. The request specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, matters to be discussed, and matters falling within the authority of the BOD.
5. The Chairman of the BOD must send a meeting invitation to BOD members within seven (07) working days from the date of receipt of the request under Clause 3 of this Article. The meeting must be held

no later than twelve (12) working days from the date of receipt of the request. If the meeting is not convened as requested, the Chairman shall be liable for any resulting damages to the Company; the requester shall then have the right to convene the meeting in place of the Chairman, following the same procedure as if convened by the Chairman.

6. BOD meetings may be held at the Company's head office or at another location in Vietnam or abroad, as decided by the Chairman and agreed upon by the BOD.
7. The Chairman or the person convening the meeting must send a meeting notice to all BOD members at least five (05) working days before the meeting date. The notice must specify the meeting time, location, format, agenda, and issues to be discussed and decided upon. The notice must be accompanied by meeting materials and a voting ballot. A BOD member may decline the invitation in writing, which may later be amended or withdrawn by written notice from the member. The notice may be sent by mail, fax, email, or other means, provided it is delivered to the contact address registered with the Company by each BOD member.
8. A BOD meeting shall be valid when at least three-quarters (3/4) of the total BOD members are present in person or represented by a proxy (subject to approval by the majority of BOD members). If the quorum is not met, the Chairman must send a second meeting notice within seven (07) working days from the scheduled date of the first meeting, and at least five (05) working days before the new meeting. The second meeting must be held no later than twelve (12) working days from the originally scheduled date. The second meeting shall be valid if more than one-half (1/2) of the total BOD members are in attendance.
9. The BOD shall pass resolutions and decisions by voting at meetings, by obtaining written opinions or by other forms as prescribed by the Company Charter. Each member of the Board of Directors shall have one vote. A member of the BOD shall be considered to have attended and voted at a meeting in the following cases:
 - a. Attend and vote directly at the meeting;
 - b. Authorize another BOD member or other person to attend and vote (as permitted under Clause 11);
 - c. Attend and vote via online meeting, e-voting, or other electronic means;
 - d. Send their voting ballot via mail, fax, or email;
 - e. Send their vote through other legal means (if any).
10. If a voting ballot is submitted by mail, it must be sealed and delivered to the Chairman no later than one (01) hour before the meeting begins. The ballot shall be opened only in the presence of all attendees.
11. BOD members must fully attend BOD meetings. A member may authorize another BOD member or a non-member (with majority BOD approval) to attend and vote on their behalf.
12. BOD meetings may be held via online conference between members in different locations, provided that each participating member can:
 - a. Hear and be heard by all other members;
 - b. Speak to all participants simultaneously. Discussions may occur via phone, other communication methods, or a combination. Members attending such meetings are deemed present. The meeting location shall be where the most members are present, or where the Chairman is located.

13. Decisions approved at a teleconference meeting shall be valid immediately upon conclusion but must be confirmed in writing by the signatures of all attending members in the minutes.
14. A resolution or decision of the BOD shall be adopted when approved by a majority (over 1/2) of the attending members. In case of a tie, the decision supported by the Chairman's vote shall prevail. Note: BOD members shall not vote on matters involving personal or related-party interests, in accordance with the Enterprise Law and Article 43 of this Charter.
15. The Chairman of the BOD is responsible for sending the meeting minutes to all members, and the minutes shall serve as conclusive evidence of matters conducted at the meeting unless a written objection is received within ten (10) days from the date of distribution. Minutes shall be prepared in Vietnamese and may also be made in a foreign language. They must be signed by the Chairman and the minute-taker.

ARTICLE 31: Committees under the Board of Directors

1. When deemed necessary, the BOD may establish subcommittees under its authority to be in charge of matters such as development policy, human resources, compensation and benefits, and internal audit. The number of committee members shall be determined by the BOD, but should include at least two (02) persons, comprising BOD members and external members. Independent and non-executive BOD members should constitute the majority of each committee, and one of them shall be appointed as Chairman of the committee by decision of the BOD. The operation of each committee shall comply with the BOD's regulations. A resolution of a committee shall only take effect when a majority of the attending and voting members at the committee meeting are BOD members.
2. The execution of decisions made by the BOD, any BOD subcommittee, or any individual acting in the capacity of a committee member must comply with applicable laws, the Company's Charter, and the Internal Corporate Governance Regulations.

ARTICLE 32: Person in charge of corporate governance

1. Hội đồng quản trị phải bổ nhiệm ít nhất một (01) người làm Người phụ trách quản trị công ty để hỗ trợ hoạt động quản trị công ty được tiến hành một cách có hiệu quả. Nhiệm kỳ của Người phụ trách quản trị công ty do Hội đồng quản trị quyết định, tối đa là năm (05) năm. Người phụ trách quản trị công ty có thể kiêm nhiệm làm Thư ký công ty theo quy định tại khoản 5 Điều 156 Luật doanh nghiệp. The BOD shall appoint at least one (01) person to serve as the Person in charge of corporate governance to assist in ensuring effective corporate governance. The term of the Person in charge of corporate governance shall be determined by the BOD but shall not exceed five (05) years. The Person in charge of corporate governance may concurrently act as the Company Secretary as stipulated in Clause 5, Article 156 of the Enterprise Law.
2. The person in charge of corporate governance must meet the following qualifications:
 - a. Have legal knowledge;
 - b. Must not simultaneously work for an approved auditing firm currently auditing the Company's financial statements;
 - c. Fulfill other criteria as prescribed by law, this Charter, and decisions of the BOD.
3. The BOD may dismiss the Corporate Governance Officer when necessary, provided that such dismissal does not violate current labor laws. The BOD may also appoint an Assistant to the Corporate Governance Officer from time to time as needed.
4. The person in charge of corporate governance shall have the following rights and obligations:

- a. Advise the BOD in organizing General Meetings of Shareholders and in managing relationships between the Company and its shareholders;
- b. Prepare meetings of the BOD, Audit Committee, and GMS upon request of the BOD;
- c. Advise on procedures for holding such meetings;
- d. Attend meetings;
- e. Advise on the proper formulation of BOD resolutions in compliance with applicable laws;
- f. Provide financial information, copies of BOD meeting minutes, and other relevant information to BOD members and the Audit Committee;
- g. Monitor and report to the BOD on the Company's information disclosure activities;
- h. Act as the primary liaison with stakeholders;
- i. Maintain confidentiality of information in accordance with the law and this Charter;
- j. Perform other rights and duties as prescribed by law and this Charter.

VIII. GENERAL DIRECTOR, OTHER EXECUTIVES AND COMPANY SECRETARY

ARTICLE 33: Executive Management Structure

The Company's management system must ensure that the executive team is accountable to the BOD and operates under the supervision and direction of the BOD in the day-to-day business operations of the Company. The Company shall have a General Director, Deputy General Directors, a Chief Accountant, and other management positions as appointed by the BOD. The appointment, dismissal, or removal of the aforementioned positions must be approved through a resolution or decision of the BOD.

ARTICLE 34: Executives of the Company

1. The executives of the Company shall include the General Director, Deputy General Directors, and the Chief Accountant, all of whom are appointed by the BOD.
2. Upon the proposal of the General Director and with the BOD's approval, the Company may recruit other executives, with appropriate qualifications and quantity in accordance with the organizational structure and management regulations issued by the BOD. Executives are responsible for supporting the Company in achieving its operational and organizational objectives.
3. The General Director shall receive a salary and bonuses, the amount of which shall be determined by the BOD.
4. The salaries of Company executives shall be included in the Company's business expenses in accordance with regulations on corporate income tax, must be presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

ARTICLE 35: Appointment, Dismissal, Rights and Obligations of the General Director

1. The BOD shall appoint one (01) of its members or hire another person to act as the General Director.
2. The General Director shall manage the Company's daily business operations, be subject to supervision by the BOD, and be responsible to the BOD and before the law for the exercise of assigned rights and duties.
3. The term of the General Director shall not exceed five (05) years and may be renewed for an unlimited number of terms. The General Director must satisfy the standards and conditions prescribed by law and this Charter.
4. The General Director shall have the following rights and obligations:

- a. Implement the resolutions of the BOD and GMS, and execute the Company's business and investment plans as approved by the BOD and GMS;
 - b. Decide on matters not requiring BOD approval, including representing the Company in signing financial and commercial contracts, and organizing and operating the Company's daily business activities in accordance with best management practices;
 - c. Decide on investments or sales of assets with a value of less than 5% of the total assets as recorded in the latest financial statements;
 - d. Approve contracts for purchase, sale, loans, lending, and other transactions with a value of less than 35% of the total assets, unless such contracts fall under the BOD's or GMS's authority in accordance with Point f, Clause 2, Article 27 of this Charter and Point d, Clause 2, Article 138; Clauses 1 and 3, Article 167 of the Enterprise Law;
 - e. Propose to the BOD the Company's organizational structure and internal management regulations;
 - f. Propose measures to improve the Company's operations and management;
 - g. Recruit, reassign, terminate, reward, or discipline employees, except for positions under the BOD's authority;
 - h. Decide on salaries, bonuses, and other benefits for employees of the Company, except for management positions under the BOD's authority;
 - i. Propose plans for dividend distribution or loss handling in business;
 - j. Consult with the BOD to decide on the number of employees, recruitment, reassignments, terminations, rewards, salaries, allowances, benefits, and other terms of their employment contracts;
 - k. Be responsible to the BOD and GMS for the execution of assigned powers and duties and report to these bodies upon request;
 - l. Exercise other powers and perform other duties as prescribed by law, this Charter, the Internal Corporate Governance Regulations, resolutions or decisions of the BOD, and the employment contract with the Company.
5. The BOD may dismiss the General Director by majority vote of its voting members attending the meeting and appoint a replacement.

ARTICLE 36. Company Secretary

When deemed necessary, the BOD may appoint one (01) or more persons as the Company Secretary, with the term of office determined by the BOD.

The BOD may dismiss the Company Secretary when necessary, provided such dismissal does not violate applicable labor laws.

The Company Secretary shall have the following rights and obligations:

- a. Assist in organizing and convening meetings of the General Meeting of Shareholders and the BOD; record meeting minutes;
- b. Support BOD members in performing their assigned rights and obligations;
- c. Assist the BOD in applying and implementing principles of corporate governance;
- d. Support the Company in developing shareholder relations and protecting the legitimate rights and interests of shareholders; ensure compliance with obligations relating to information disclosure and administrative procedures;
- e. Exercise other rights and duties as prescribed in this Charter and the Company's Internal Regulations.

IX. AUDIT COMMITTEE UNDER THE BOARD OF DIRECTORS

ARTICLE 37: Nomination and Appointment of Audit Committee Members

1. The Chairman and other members of the Audit Committee shall be nominated by the BOD and must not be executives of the Company
2. The appointment of the Chairman and other members of the Audit Committee must be approved by the BOD at a BOD meeting.

ARTICLE 38. Composition of the Audit Committee

1. The Audit Committee shall have at least two (02) members. The Chairman of the Audit Committee must be an independent member of the BOD. Other members of the Audit Committee must be non-executive BOD members.
2. Audit Committee members must possess knowledge in accounting and auditing, have a general understanding of law and the Company's operations, and must not fall into the following categories:
 - a. Persons working in the accounting or finance departments of the Company;
 - b. Members or employees of an approved auditing firm that has audited the Company's financial statements within the past three (03) consecutive years.
3. The Chairman of the Audit Committee must hold at least a university degree in one of the following majors: economics, finance, accounting, auditing, law, or business administration.
4. An Audit Committee member shall be dismissed in the following cases:
 - a. No longer meets the qualifications to serve as a member of the internal Audit Committee or is prohibited by law from serving in such capacity;
 - b. Voluntarily resigns and such resignation is accepted by the BOD;
 - c. By decision of the BOD.

ARTICLE 39: Rights and Obligations of the Audit Committee

The Audit Committee shall have the powers and duties as prescribed in Article 161 of the Enterprise Law, the Company Charter, and the following specific rights and obligations:

1. Have the right to access documents related to the Company's operations and to communicate with other members of the BOD, the General Director, the Chief Accountant, and other managers to gather information in support of the Committee's activities.
2. Have the right to request representatives of the approved auditing firm to attend and respond to matters related to the audited financial statements at meetings of the Audit Committee.
3. Utilize external legal, accounting, or other consultancy services when necessary.
4. Develop and submit to the BOD policies for risk identification and management; propose to the BOD solutions for addressing risks arising during the Company's operations.
5. Prepare written reports to the BOD upon discovering that any BOD member, the General Director, or other managers have failed to fulfill their responsibilities in accordance with the Enterprise Law and this Charter.
6. Develop the Audit Committee's Operational Regulations and submit them to the BOD for approval.

ARTICLE 40: Meetings of the Audit Committee

1. The Audit Committee must convene at least two (02) meetings per year. Meeting minutes must be detailed and clearly recorded, and must be fully retained. The minute-taker and all Audit Committee members attending the meeting must sign the minutes.

2. The Audit Committee may adopt decisions by voting at physical or online meetings, written consultation, or other forms as stipulated in the Company Charter or the Audit Committee's Operational Regulations. Each Audit Committee member shall have one vote. Unless otherwise provided for with a higher voting threshold in the Charter or the Audit Committee's regulations, a decision of the Audit Committee shall be deemed adopted when approved by the majority of attending members. In the event of a tie, the Chairman's vote shall be decisive.

ARTICLE 41: Report on the activities of the independent members of the BOD in the Audit Committee at the Annual General Meeting of Shareholders

1. The independent member of the BOD in the Audit Committee is responsible for reporting on its activities at the annual GMS.
2. The report of the independent member of the BOD in the Audit Committee at the annual General Meeting of Shareholders must ensure the following contents:
 - a. Remuneration, operating expenses and other benefits of the Audit Committee and each member of the Audit Committee as prescribed in the Law on Enterprises and the Company Charter;
 - b. Summary of meetings of the Audit Committee and conclusions and recommendations of the Audit Committee;
 - c. Results of supervision of the financial statements, operating situation and financial situation of the Company;
 - d. Assessment report on transactions between the Company, subsidiaries, other companies in which the Company controls 50% or more of the charter capital with members of the BOD, General Directors, other executives of the enterprise and related persons of that entity; transactions between the Company and companies in which members of the BOD, General Directors, other executives of the enterprise are founding members or managers of the enterprise within the last 3 years before the time of the transaction;
 - e. Results of the assessment of the Company's internal control and risk management system;
 - f. Results of supervision of the Board of Directors, General Director and other executives of the enterprise;
 - g. Results of the assessment of the coordination of activities between the Audit Committee and the Board of Directors, General Director and shareholders;
 - h. Other contents as prescribed by law and the Company's Charter.

X. RESPONSIBILITIES OF BOD MEMBERS, GENERAL DIRECTOR AND OTHER EXECUTIVES

ARTICLE 42: Responsibility for Care

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

ARTICLE 43: Responsibility for Honesty and Avoidance of Conflicts of Interest

1. Members of the **BOD**, the General Director, and other executives must disclose related interests in accordance with the Enterprise Law and other relevant legal provisions.
2. Members of the BOD, the General Director, other executives, and their related persons may only use information obtained through their positions for the benefit of the Company.

3. Members of the BOD, the General Director, and other managers must submit a written report to the BOD regarding transactions between the Company, its subsidiaries, or other companies in which the public company holds more than 50% of the charter capital, and such individuals or their related persons as prescribed by law. For the above-mentioned transactions approved by the General Meeting of Shareholders or the BOD, the Company must disclose information about these resolutions in accordance with securities laws on information disclosure.
4. A member of the BOD shall not vote on transactions that benefit such member or their related persons as stipulated by the Enterprise Law and the Company's Charter.
5. Members of the BOD, the General Director, other executives, and their related persons shall not use or disclose internal information to conduct related transactions.
6. Members of the BOD, the General Director, and other executives must notify the Board of Directors of all interests that may conflict with the Company's interests, which they may benefit from through economic entities, transactions, or other individuals.
7. Unless otherwise decided by the General Meeting of Shareholders, the Company shall not provide loans or guarantees to members of the BOD, the General Director, other executives, or individuals/organizations related to them, or entities in which they have financial interests, except where the public company and the related organization are part of the same group or operate as affiliated companies (including parent-subsidary companies, economic groups) or where specialized laws provide otherwise.
8. Contracts or transactions between the Company and one or more members of the BOD, the General Director, other executives, or their related individuals/organizations, companies, partners, associations, or entities in which they are members or have financial interests shall not be invalidated in the following cases:
 - a. For contracts valued at less than thirty-five percent (35%) of the total asset value recorded in the latest financial statement, the key terms of the contract or transaction, as well as the relationships and interests of the BOD members, General Director, or other executives, have been reported to the Board of Directors. Additionally, the BOD has approved the contract or transaction in good faith by a majority vote of disinterested members;
 - b. For contracts valued at thirty-five percent (35%) or more, or transactions resulting in cumulative transactions within 12 months from the first transaction reaching 35% of the total asset value in the latest financial statement, the key terms of the contract or transaction, as well as the relationships and interests of the BOD members, General Director, or other executives, have been disclosed to disinterested voting shareholders, and such shareholders have approved the contract or transaction;
 - c. Loan contracts or asset sales exceeding 10% of the total asset value recorded in the latest financial statement between the Company and a shareholder holding 51% or more of voting shares or their related persons have been disclosed to shareholders and approved by the General Meeting of Shareholders through a vote of disinterested shareholders.

ARTICLE 44: Liability for Damages and Indemnification

1. BOD members, the General Director, and other executives who violate their obligations, fail to act honestly and prudently, or neglect their duties shall be liable for damages caused by their misconduct.

2. The Company shall indemnify individuals who are, were, or may become involved in any claims, lawsuits, or legal proceedings (including civil, administrative, or non-criminal cases, excluding those where the Company is the plaintiff) if such individuals:
 - Are or were BOD members, the General Director, other executives, employees, or authorized representatives of the Company; or
 - Acted at the Company's request as BOD members, corporate officers, employees, or authorized representatives;
 - Provided that they acted in good faith, with due diligence, in the Company's best interests, without conflict of interest, in compliance with the law, and there is no evidence proving a breach of their duties.
3. Compensation costs include costs incurred (including attorneys' fees), judgment costs, fines, and payments actually or reasonably incurred in resolving these cases within the framework of the law. The Company may purchase insurance for these people to avoid the above compensation liabilities.

XI. RIGHT TO INSPECT COMPANY BOOKS AND RECORDS

ARTICLE 45: Right to Inspect Books and Records

1. Ordinary shareholders shall have the right to inspect the Company's books and records, specifically as follows:
 - a. Ordinary shareholders may examine, inspect, and extract information regarding the names and contact details of voting shareholders; request corrections to their own inaccurate information; and review, inspect, extract, or copy the Company's Charter, minutes of the GMS and GMS resolutions.
 - b. Shareholders or groups of shareholders holding at least 5% of the total ordinary shares may examine, inspect, and extract minutes and resolutions/decisions of the BOD, mid-year and annual financial statements, audit committee reports, contracts and transactions requiring BOD approval, and other documents, except those containing the Company's trade secrets or confidential business information.
2. Where an authorized representative of a shareholder or group of shareholders requests to inspect books and records, such request must be accompanied by a power of attorney from the represented shareholder(s) or a notarized copy thereof.
3. BOD members, the General Director, and other executives may inspect the Company's share register, shareholder lists, and other books and records for purposes related to their official duties, provided such information remains confidential.
4. The Company must keep this Charter and amendments to the Charter, the Certificate of Business Registration, regulations, documents proving ownership of assets, resolutions of the General Meeting of Shareholders and the BOD, minutes of meetings of the General Meeting of Shareholders and the BOD, reports of the BOD, reports of the Audit Committee, annual financial statements, accounting books and other documents as prescribed by law at the head office or another place provided that shareholders and the Business Registration Authority are notified of the location where these documents are stored.
5. The Company's Charter must be published on the Company's website.

XII. EMPLOYEES AND UNIONS

ARTICLE 46: Employees and Unions

1. The General Director shall prepare and submit to the BOD for approval a plan covering the following matters related to employees and corporate executives: Recruitment and termination of employment; Salaries; Social insurance; Welfare benefits; Rewards and disciplinary measures.
2. Tổng giám đốc phải lập kế hoạch đề Hội đồng quản trị thông qua các vấn đề liên quan đến quan hệ của Công ty với các tổ chức công đoàn theo các chuẩn mực, thông lệ và chính sách quản lý tốt nhất, những thông lệ và chính sách quy định tại Điều lệ này, các quy chế của Công ty và quy định pháp luật hiện hành. The General Director must plan for the BOD to approve issues related to the Company's relationship with unions in accordance with best management standards, practices and policies, the practices and policies stipulated in this Charter, the Company's regulations and current legal regulations.

XIII. PROFIT DISTRIBUTION

ARTICLE 47: Profit Distribution

1. The GMS shall determine the dividend payout ratio and form of dividend payment annually from the Company's retained earnings.
2. The BOD may resolve to pay interim dividends if such payment aligns with the Company's profitability.
3. The Company shall not pay interest on any dividend payments or other distributions related to any class of shares.
4. The BOD may propose to the GMS the payment of dividends in whole or in part in the form of shares, and the BOD shall be responsible for implementing such resolution
5. Cash dividend payments or other distributions related to any class of shares shall be made in Vietnamese đồng (VND). Payment may be made:
 - Directly to shareholders; or
 - Via banks, based on bank account details provided by shareholders.
 - If the Company transfers funds to the correct bank details provided by a shareholder but the shareholder fails to receive the payment, the Company shall not be liable for such transferred amount.
 - For listed/registered shares, dividends may be paid through securities companies or the Vietnam Securities Depository and Clearing Corporation (VSDC).
6. Pursuant to the Enterprises Law and the Securities Law, the BOD shall pass a resolution to determine a specific date to close the list of shareholders. Based on that date, those who register as shareholders or holders of other securities shall be entitled to receive dividends, interest, profit distribution, shares, notices or other documents.
7. Other matters related to profit distribution shall comply with applicable laws.

XIV. BANK ACCOUNTS, FINANCIAL YEAR AND ACCOUNTING REGIME

ARTICLE 48: Bank accounts

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

ARTICLE 49: Fiscal year

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

ARTICLE 50: Accounting mode

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

XV. ANNUAL REPORT, FINANCIAL REPORT AND RESPONSIBILITY FOR INFORMATION DISCLOSURE

ARTICLE 51: Annual, semi-annual and quarterly financial reports

1. The Company must prepare annual financial statements and the annual financial statements must be audited in accordance with the provisions of law. The Company shall publish the audited annual financial statements in accordance with the provisions of law on information disclosure in the securities market and submit them to the competent state agency.
2. The annual financial statements must include all reports, appendices, and explanations in accordance with the provisions of law on corporate accounting. The annual financial statements must honestly and objectively reflect the Company's operations.
3. The Company shall prepare and publish the audited semi-annual financial statements and quarterly financial statements in accordance with the provisions of law on information disclosure in the securities market and submit them to the competent state agency.

ARTICLE 52: Annual Report

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

XVI. COMPANY AUDIT

ARTICLE 53: Audit

1. The annual GMS shall appoint an independent auditing company or approve a list of independent auditing companies and authorize the BOD to decide on one of these units to audit the Company's financial statements for the following fiscal year, based on the terms and conditions agreed with the BOD. The Company shall prepare and submit its annual financial statements to the independent auditing company after the end of the fiscal year.
2. A copy of the audit report shall be attached to the Company's annual financial statements.
3. The independent auditor who audits the Company shall be allowed to attend the General Meeting of Shareholders and shall be entitled to receive notices and other information related to the General

Meeting of Shareholders that the shareholders are entitled to receive and to express their opinions at the meeting on matters related to the audit of the Company's financial statements.

XVII. COMPANY STAMP

ARTICLE 54: Document storage and Stamp

1. The Company must keep the following documents:
 - a. Company charter; amendments and supplements of charter; internal management regulations of the company; shareholder register;
 - b. Business registration certificate, industrial property protection certificate, product quality registration certificate, other licenses and certificates;
 - c. Documents and papers confirming the company's ownership of assets;
 - d. Minutes of meetings of the General Meeting of Shareholders, BOD, decisions of the enterprise;
 - e. Reports of the Audit Committee, conclusions of inspection agencies, conclusions of independent auditing organizations;
 - f. Accounting books, accounting vouchers, annual financial statements;
 - g. Other documents as prescribed by law.
2. The Company must keep the documents specified in Clause 1 of this Article at its head office or other locations as decided by the Board of Directors; the retention period shall comply with the provisions of law.
3. Company Stamp
 - a. The BOD decides to approve the official company stamp and the stamp is engraved in accordance with the provisions of law and the Company's Charter or the stamp is in the form of a digital signature in accordance with the provisions of the law on electronic transactions.
 - b. The BOD decides on the type, quantity, form and content of company stamp, its branches and representative offices (if any).
 - c. The BOD/General Director uses and manages the stamp in accordance with the provisions of current law and the regulations on the management and use of the Company stamp.
 - d. The stamp is kept at the head office or elsewhere as decided by the BOD.

XVIII. COMPANY DISSOLUTION

ARTICLE 55: COMPANY DISSOLUTION

1. The Company may be dissolved in the following cases:
 - a. Pursuant to the resolution or decision of the General Meeting of Shareholders;
 - b. The Certificate of Business Registration is revoked, except in cases where the Law on Tax Administration provides otherwise.
 - c. Other cases as prescribed by law.
2. The Company's dissolution before the deadline is decided by the General Meeting of Shareholders and implemented by the BOD. This dissolution decision must be notified or approved by the competent authority (if required) as prescribed.

ARTICLE 56: Liquidation

1. After the decision to dissolve the Company is made, the BOD must establish a Liquidation Committee consisting of three (03) members. Two (02) members are appointed by the General Meeting of Shareholders and one (01) member is appointed by the BOD from an independent auditing company. The Liquidation Committee shall prepare its own operating regulations. Members of the Liquidation

Committee may be selected from among the Company's employees or independent experts. All expenses related to the liquidation shall be paid by the Company prior to other debts of the Company.

2. The Liquidation Committee is responsible for reporting to the Business Registration Office on the date of establishment and the date of commencement of operations. From that time on, the Liquidation Committee represents the Company in all matters related to the Company's liquidation before the Court and administrative agencies.
3. The proceeds from the liquidation shall be paid in the following order:
 - a. Liquidation costs;
 - b. Debts on wages, severance pay, social insurance and other benefits of employees according to collective labor agreements and signed labor contracts;
 - c. Tax debts;
 - d. Other debts of the Company;
 - e. The remaining amount after paying all debts from items (a) to (d) above shall be distributed to shareholders. Preferred shares shall be paid first.

XIX. RESOLUTION OF INTERNAL DISPUTES

ARTICLE 57: Resolution of internal disputes

1. In case of disputes or complaints arising related to the Company's operations, the rights and obligations of shareholders as prescribed in the Law on Enterprises, other legal provisions, the Company Charter, other legal provisions or agreements between:
 - a. Shareholders with the Company;
 - b. Shareholders with the Board of Directors, General Director or other executives.

The related parties shall attempt to resolve such dispute through negotiation and conciliation. Except in the case of a dispute involving the BOD or the Chairman of the BOD, the Chairman of the BOD shall preside over the resolution of the dispute and shall request each party to present information relating to the dispute within thirty (30) working days from the date the dispute arises. In the case of a dispute involving the Board of Directors or the Chairman of the BOD, any party may request an independent expert to act as a mediator in the dispute resolution process.

2. In case no conciliation decision is reached within six (06) weeks from the start of the conciliation process or if the conciliator's decision is not accepted by the parties, a party may refer the dispute to Arbitration or Court.
3. The parties shall bear the costs related to the negotiation and conciliation procedures. Payment of court costs shall be made according to the Court's judgment.

XX. SUPPLEMENTS AND AMENDMENTS TO THE CHARTER

ARTICLE 58: Company's Charter

1. Amendments and supplements to this Charter must be considered and decided by the General Meeting of Shareholders.
2. In case there are provisions of law related to the Company's operations that have not been mentioned in this Charter or in case there are new provisions of law that are different from the provisions in this Charter, the provisions of such law shall naturally be applied and regulate the Company's operations.

XXI. EFFECTIVE DATE

ARTICLE 59: Effective Date

1. This Charter consists of 21 chapters and 59 articles. This Charter is valid to replace the previously issued Charter and its appendices, amendments and supplements (if any).
2. The Charter is made in five (05) copies of equal value.
3. This Charter is the sole and official of the Company.
4. Copies or extracts of the Company Charter are valid when signed by the Chairman of the BOD or the General Director or at least one-half (1/2) of the total number of members of the Board of Directors. Not limited by this provision, the Chairman of the BOD/General Director or a person authorized or delegated by the Chairman of the BOD/General Director has the right to issue certified copies or extracts of a part of the original Charter to provide to shareholders, partners, competent authorities and related parties of the Company.

AN PHA PETROLEUM GROUP JSC
LEGAL REPRESENTATIVE
GENERAL DIRECTOR


KOBAYASHI NAOKI

CÔNG TY CỔ
PHẦN TẬP ĐOÀN
DẦU KHÍ AN PHA

Digitally signed by CÔNG TY CỔ PHẦN TẬP ĐOÀN DẦU KHÍ AN PHA
DN: cn=CÔNG TY CỔ PHẦN TẬP ĐOÀN DẦU KHÍ AN PHA, c=VN,
o=CÔNG TY CỔ PHẦN TẬP ĐOÀN DẦU KHÍ AN PHA,
email=anp@anpetroleum.com
Date: 2025.06.27 11:02:54 +0700