

**CÔNG TY CỔ PHẦN VĨNH HOÀN/
VINH HOAN CORPORATION**

Số/No.: 043/VHC

CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM
Độc lập - Tự do - Hạnh phúc
THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

TP Hồ Chí Minh, ngày 30 tháng 06 năm 2026
Ho Chi Minh City, June 30, 2026

**CÔNG BỐ THÔNG TIN
TRÊN CÔNG THÔNG TIN ĐIỆN TỬ
CỦA ỦY BAN CHỨNG KHOÁN NHÀ
NƯỚC VÀ SGDCK TP.HCM**

**DISCLOSURE OF INFORMATION ON
THE STATE SECURITIES
COMMISSION'S PORTAL AND
HOCHIMINH STOCK EXCHANGE'S
PORTAL**

Kính gửi/ To:

- Ủy ban Chứng khoán Nhà nước/ *The State Securities Commission*
- Sở Giao dịch chứng khoán TP.HCM/ *Hochiminh Stock Exchange*

- Tên tổ chức /*Organization name*: **CÔNG TY CỔ PHẦN VĨNH HOÀN/ VINH HOAN CORPORATION**
- Mã chứng khoán/ *Securities Symbol*: **VHC**
- Địa chỉ trụ sở chính/ *Address*: Quốc lộ 30, P Mỹ Ngãi, Tỉnh Đồng Tháp, Việt Nam
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Chức vụ/ *Position*: Người được Ủy quyền CBTT/ *Authorized Information Disclosure*

Loại thông tin công bố: ☐ định kỳ ☒ bất thường ☐ 24h ☐ theo yêu cầu
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Nội dung thông tin công bố/Content of Information disclosure:

- Điều lệ tổ chức và hoạt động Công ty Cổ phần Vĩnh Hoàn được sửa đổi theo Nghị quyết Đại hội đồng cổ đông theo hình thức lấy ý kiến bằng văn bản ngày 12 tháng 02 năm 2026 và Nghị quyết Đại hội đồng cổ đông thường niên năm 2026 ngày 05 tháng 05 năm 2026.
- *The Charter on Organization and Operation of Vinh Hoan Corporation, as amended and supplemented pursuant to the Resolution of the General Meeting of Shareholders adopted by written ballot dated February 12, 2026 and the Resolution of the 2026 Annual General Meeting of Shareholders dated May 5, 2026.*

Thông tin này đã được công bố trên trang thông tin điện tử của công ty vào ngày 30/06/2026 tại đường dẫn: <https://www.vinhhoan.com/investors/>

This information was disclosed on the Company's website on June 30, 2026, at the following link: <https://www.vinhhoan.com/investors/>

Chúng tôi cam kết các thông tin công bố trên đây là đúng sự thật và hoàn toàn chịu trách nhiệm trước pháp luật về nội dung các thông tin đã công bố./

We hereby declare that all the information provided in this document is true and accurate; we shall be legally responsible for any misrepresentation.

Tài liệu đính kèm/Attachment:

- Như nội dung công bố thông tin/
As above

CÔNG TY CỔ PHẦN VĨNH HOÀN
NGƯỜI ĐƯỢC UQ CBTT



The image shows a circular stamp of Công ty Cổ phần Vĩnh Hoàn, Tỉnh Đồng Tháp, with a handwritten signature over it. Below the stamp, the name LÊ THỊ NHIỆM is printed.

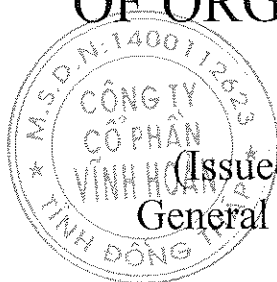
LÊ THỊ NHIỆM

VINH HOAN CORPORATION

CHARTER OF ORGANIZATION AND OPERATION

Fifteenth amendment

(Issued in accordance with the Resolution of the
General Shareholders Meeting dated May 5th, 2026)



June 2026

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INTRODUCTION

This Charter was approved by Vinh Hoan Corporation pursuant to the Resolution of the General Meeting of Shareholders by way of collecting written opinions dated February 12th, 2026 and the Resolution of the 2026 Annual General Meeting of Shareholders dated May 5th, 2026.

I. GENERAL DEFINITIONS

Article 1. Definitions

1. In this Charter, the following terms shall be construed hereafter:
 - a. "Company" means Vinh Hoan Corporation.
 - b. "Charter capital" means the total par value of the shares and stipulated in Article 5 of this Charter.
 - c. "Law on Securities" means the Law on Securities No. 54/2019/QH14 passed by the National Assembly dated November 26th, 2019.
 - d. "Law on Enterprises" means the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly dated June 17th, 2020.
 - e. "Date of establishment" means the date of issuance of the first Business registration certificate of the Company.
 - f. "Non-executive member of the Board" is a member of the Board of Director who is neither the Chief Executive Officer, other chief officers, Chief Accountant and nor other managers appointed by the Board of Directors.
 - g. "Independent member of the Board" is a member of the Board of Director who meets the following conditions:
 - Not currently employed by the Company, its parent company, or subsidiary; not having previously worked for the Company, its parent company, or subsidiary within at least the last three (03) consecutive years;
 - Not receiving salary or remuneration from the company, except for allowances that Board members are entitled to according to regulations;
 - Not being a spouse, biological or adoptive father/mother, biological or adoptive child, sibling, or blood relative to a majority shareholder or to a manager of the Company or a subsidiary of the Company;
 - Not being a person who directly or indirectly owns at least 01% of the total voting shares of the Company;
 - Not being a person who used to be a member of the Board of Directors or Supervisory Board of the Company for at least the previous five (5) years, except for the case of being appointed for two (02) consecutive terms.
 - h. "Company executives" refer to the Chief Executive Officer, other Chief officers and Vice President, Chief Accountant, and other executives appointed by the Board of Directors in accordance with the provisions of this Charter;
 - i. "Others executives" refers to the Chief Officers, Vice Presidents, Chief Accountant, and other executives appointed by the Board of Directors in accordance with this Charter;
 - j. "Related persons" means individuals or organizations as prescribed in Clause 46 Article 4 of the Law on Securities;

- k. “Duration of operation” means the duration of operation of the Company stipulated in Article 2 of this Charter plus the time of extension (if any) approved in the Resolution of the General Meeting of Shareholders of the Company.
 - l. “Vietnam” means the Socialist Republic of Vietnam.
 - m. “VND” or “Dong” means the legal currency of Vietnam;
 - n. “Majority shareholder” means a shareholder specified in Clause 18, Article 4 of the Law on Securities;
 - o. “Stock Exchange” means the Stock Exchange of Vietnam and its subsidiaries.
- 2. In this Charter, references to one or a number of regulations or other documents also include their amendment and prevailing documents.
 - 3. Headings (Chapter, Article of this Charter) are used for easy reference only and shall not affect the contents of this Charter.

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

Article 2. Name, form, head office, branch office, representative office and duration of operation of the Company

1. Name of the Company

- Name in Vietnamese: CÔNG TY CỔ PHẦN VINH HOÀN
- Name in English: VINH HOAN CORPORATION
- Name for transaction: VINH HOAN
- Name in abbreviation: VINH HOAN CORP

2. The Company is a joint stock company having its legal status in accordance with the current regulation of Vietnamese law.

3. Head office:

- Address: National Road 30, My Ngai Ward, Dong Thap Province, Viet Nam
- Telephone: (84 277) 891 166
- Fax: (84 277) 891 672
- Email: info@vinhhoan.com
- Website: www.vinhhoan.com

4. The Chairperson of the Board of Directors is the legal representative of the Company.

5. The Company may establish its branch office and representative office at its business area to implement its objective of operation of the Company pursuant to the Resolution of the Board of Directors and in accordance with law.

6. Except under circumstance of terminating its operation as per Article 47 of this Charter, the operation duration of the Company shall commence from date of establishment and be timeless.

III. OBJECTIVE, SCOPE OF BUSINESS AND OPERATION OF THE COMPANY

Article 3. Objective of operation of the Company:

1. Scope of business

NO	TYPE OF BUSINESS	CODE OF BUSINESS (UNDER NATIONAL ECONOMIC CLASSIFICATION)
1	Processing and preserving fishery and seafood related products;	1020 (Main)
2	Farming of domestic fishery products	0322
3	Wholesale of agricultural and forestry raw materials (except wood, bamboo and cork) and live animals Details: Trading agricultural raw materials and preliminary processing. Trading raw materials for seafood production and processing, aquatic feed manufacturing.	4620
4	Wholesale of food Details: Trading seafood. Trading agricultural products and foodstuffs for seafood production and processing, aquatic feed manufacturing.	4632
5	Other specialized wholesale not elsewhere classified Details: Trading chemicals for seafood production and processing and aquatic feed production. Importing and trading fertilizers. Trading aquatic veterinary drugs. Import and export of functional foods. Import and export of gelatin, hydrolyzed collagen and medicinal chemicals; import of chemicals and raw materials for the production of gelatin, hydrolyzed collagen, medicinal chemicals, cosmetics and functional foods.	4679
6	Feed production for cattle, poultry and seafood Details: Feed production for cattle, poultry and seafood. Manufacturing fish meal.	1080
7	Wholesale of machinery and equipment and machine spare parts Details: Trading of machinery, equipment, and supplies for seafood production and processing, aquatic feed manufacturing.	4659
8	Production of corrugated paper, corrugated packaging, packaging from papers and cardboards Details: Production of paper packaging	1702
9	Production of fertilizers and nitrogen compounds Details: Production of fertilizers	2012
10	Production of other unclassified foodstuffs Details: Production of supplements	1079
11	Production of cosmetics, soap, detergents, polishes, and sanitizing products	2023

12	Wholesale of family products Details: Import and export of cosmetics	4649
13	Advertising	7310
14	Production of animal and plant oils and fats Details: Production of fish oil, Biodiesel oil, oil refinery	1040
15	Scientific research and technological development in the field of natural sciences	7211
16	Scientific research and technological development in the field of engineering and technology	7212
17	Growing of fruit trees	0121
18	Growing of other perennial crops	0129
19	Growing of vegetables, beans of all kinds and flowers	0118

2. The Company's operational objectives:

The Company's operational objectives is to constantly develop, and the business activities shall be based on effective use of capital, creating stable employment and increase in staff's income, ensuring legit benefit of its members, and fully performing of obligations to the state.

Article 4. Scope of business and operation

1. The Company may prepare the business plan and carry out all business activities as registered in its Business registration certificate and in this Charter in accordance with the current regulations of law and to take appropriate actions as to achieve the objective of the company.
2. The Company may conduct business in other areas as permitted by law.

IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 5. Charter capital, shares, founding shareholders

1. Charter capital of the Company is VND 2,094,531,590,000 (In words: Two thousand and ninety-four billion, five hundred and thirty-one million, five hundred and ninety thousand Vietnamese Dong.)
The total charter capital is divided into 209,453,159 shares with the par value of VND 10,000 per share.
2. The Company may increase the Charter capital as per the decision of the General Meeting of Shareholders and regulations of law.
3. All shares of the Company issued on the date of approval of this Charter are common shares. Rights and obligations of common shares are stipulated in Article 11.

4. The Company may issue other preference shares upon approval of the General Meeting of Shareholders and in accordance with law.
5. Name, address, number of shares and other details of the founding shareholders are disclosed at the enclosed appendix in accordance with the law. The appendix is an integral part of this Charter.
6. Common shares shall be offered to the existing shareholders on a preemptive basis in proportion to their shareholdings in the Company, unless otherwise decided by the General Meeting of Shareholders. The unsold shares shall be subject to the decision of the Board of Directors of the Company. The Board of Directors may distribute those shares to the those under conditions and procedures as the Board of Directors deems fit, but must not sell those shares at a more favorable conditions compared to the conditions offered to the existing shareholders, except in the case of offering via the Stock Exchange in the form of bidding.
7. The Company may purchase the shares issued by the Company under the procedures stipulated in this Charter and in accordance with current law².
8. The Company may issue other forms of share certificate upon approval of the General Meeting of Shareholders in writing and in compliance with the governing regulations on securities and stock market.
9. The maximum foreign ownership ratio is 100%.

Article 6. Share certificate

1. Shareholders of the Company are issued with share certificates or certification in proportion to their respective shareholdings and class of share.
2. Stocks are a type of securities that confirm the legitimate rights and interests of the owner over a portion of the share capital of the issuing organization. The stock certificate must contain all the contents as prescribed in Clause 1, Article 121 of the Law on Enterprises.
3. Within 60 days from the date of submitting a complete dossier requesting the transfer of ownership of shares according to the regulations of the Company or within 60 days (or another period as prescribed in the issuance plan) from the date of full payment for the purchase of shares as prescribed in the Company's stock issuance plan, the shareholder shall be granted a stock certificate. The shareholder is not required to pay for the cost of printing stock certificates to the Company.
4. If a stock certificate is damaged, erased, lost, stolen, or destroyed, the shareholder of that stock may request to be issued a new stock certificate provided that:
 - Information about the lost or damaged stock must be provided, and proof of ownership of the shares and payment of all related costs to the Company must be provided;
 - The shareholder must commit to being responsible for any disputes arising from the re-issuance of the new stock certificate.

Article 7. Other forms of share certificate

Bond certificate or other forms of share certificate of the Company (except for offer letter, temporary certificates or similar documents) shall be issued with the seal and the signature of the legal representative of the Company.

Article 8. Transfer of ownership of shares

1. All shares are entitled to free transfer unless otherwise provided in this Charter and law. Stock listed in the Stock Exchange shall be transferred in accordance with governing regulations on securities and stock market.
2. Shares which have not been paid in full shall not be transferred nor entitled to any related benefits such as right to receive dividends, right to receive shares to be issued for increase of share capital from the equity capital, or right to buy newly offered shares.

Article 9. Forfeiture of shares

1. Where a shareholder fails to make payment in full and in time for the shares purchase, the Board of Directors shall produce notification of payment and request the shareholder to pay the pending amount together with the interest of such amount and all other fees arisen from the failure to make full payment to the Company.
2. The notification of payment must provide the new deadline for payment (at least seven days from the date of notification), location of payment and the notification must provide that upon failure of payment, the number of unpaid shares shall be forfeited.
3. If the requirements in such notice are not met, the Board of Directors shall have the right to forfeit shares that have not been paid fully and timely.
4. The forfeited shares are considered shares that have the right to be offered for sale according to the provisions of Clause 3, Article 112 of the Enterprise Law. The Board of Directors may directly or authorize the sale, redistribution or settlement for the person who owns the revoked shares or other subjects under conditions and methods that the Board of Directors deems appropriate.
5. The shareholder of the forfeited shares shall renounce his status as a shareholder to such shares, but shall still be obliged to pay in full all relevant amounts together with the interest at the time of forfeiture pursuant to the decision of the Board of Directors from the date of forfeiture until the date of payment. The Board of Directors has the full power to decide as to force of payment of the entire value of the share certificates at the time of withdrawal or to grant payment in part or in full of such amount.
6. The notice of forfeiture shall be given to the holders of the shares which are to be forfeiture prior to the time of forfeiture. The forfeiture shall remain valid even if there are any errors or negligence during the course of sending the notice.

V. ORGANIZATION STRUCTURE, MANAGEMENT AND SUPERVISION

Article 10. Organization structure, management and supervision

The organization structure of the Company consists of:

1. General Meeting of Shareholders;
2. Board of Directors;
3. Supervisory Board.
4. Chief Executive Officer.

VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 11. Rights of shareholders

1. A shareholder is the owner of the Company and entitled to all rights and obligations in proportion to their shareholdings and class of share. The shareholder is only liable for debts and other property liabilities of the Company up to the extent of his capital contribution to the Company.
2. A common shareholder has the following rights:
 - a. To attend and present at the General Meeting of Shareholders and vote directly or via a proxy or voting from a remote location;
 - b. To receive dividend as per decision of the General Shareholders Meeting;
 - c. To freely transfer shares to third parties with exceptions provided at Clause 3, Article 120 and Clause 1, Article 127 of the Law on Enterprises and other relevant legal provisions;
 - d. To be given preemptive rights in subscribing newly issued shares in proportion to their existing shareholdings;
 - e. To examine and extract information relating to shareholders in the list of shareholders entitled to attend the General Meeting of Shareholders and request for correction of incorrect information;
 - f. To review, look up, extract or copy the Charter of the Company, record of minutes of General Meeting of Shareholders and resolutions of General Meeting of Shareholders.
 - g. Upon dissolution or bankruptcy of the Company, to receive part of the Company's residual liquidation assets in proportion to his/her shareholding in the Company after the Company has made its prioritized payment to debt holders and other classes of shareholders in accordance with law;
 - h. To request the Company to redeem his shares under circumstances stipulated in Article 132 of the Law on Enterprises;
 - i. Equal treatment. Each share of the same class creates equal rights, obligations and interests for shareholders. In case the company has preferential shares, the rights and obligations attached to preferential shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;
 - j. Being fully informed of regular and abnormal information disclosed by the Company in accordance with the law;
 - k. Being protected their legitimate rights and interests; propose to suspend, cancel resolutions, decisions of the General Meeting of Shareholders, Board of Directors according to the provisions of the Law on Enterprises;
 - l. Other rights stipulated in this Charter and by law.
3. A shareholder or a group of shareholders holding more than 10% of total common shares shall have the following rights³:

- a. To nominate members of the Board of Directors or Supervisory Board in compliance with Article 24.2 and Article 32.2 of this Charter;
 - b. Other rights stipulated in this Charter and by law.
4. A shareholder or a group of shareholders holding more than 5% of total common shares shall have the following rights⁴:
- a. To examine and extract record of minutes of meetings and decisions of the Board of Directors, interim and annual financial statements prepared in accordance with Vietnamese accounting system and reports of the Supervisory Board;
 - b. To request the Board of Directors to summon the General Meeting of Shareholders in accordance with the provisions of Clause 3 of Article 115 and Article 140 of the Law on Enterprises. The request for convening the General Meeting of Shareholders must be made in writing and must include the full name, address of permanent residence, citizen identification card number, ID card or other legally valid personal identification document for individual shareholders; name, business registration number or establishment decision number, head office address for organizational shareholders; number of shares and registration time of each shareholder, total number of shares of the shareholder group and the ownership ratio in the total shares of the Company, grounds and reasons for requesting the convening of the General Meeting of Shareholders. The request for convening must be accompanied by documents and evidence of violations by the Board of Directors, the extent of the violations or decisions exceeding its authority;
 - c. To examine and receive a copy or an extract of the list of shareholders entitled to attend and vote in a General Meeting of Shareholders;
 - d. To request the Supervisory Board to thoroughly inspect all matters in respect of management, monitoring of operation of the Company when deemed necessary. The request must be made in writing; shall include shareholder(s)' full name, permanent residential address, nationality, number of Business registration certificate for organization shareholders; number of shares and time of share registration of each shareholder, total shares of the group of shareholders in proportion to the total shares of the Company; matters for inspection and purpose of inspection;
 - e. To propose issues to be included in the agenda of the General Meeting of Shareholders. This proposal must be made in writing and sent to the Company no later than five (05) working days before the opening date. The proposal must clearly state the name of the shareholder, the quantity of each type of shares held by the shareholder, and the issue proposed to be included in the agenda of the meeting
 - f. Other rights stipulated in this Charter and by law.

Article 12. Obligations of shareholders

A shareholder has the following obligations:

1. To comply with the Charter of the Company and other internal management rules of the Company; to abide to decisions of the General Meeting of Shareholders and the Board of Directors;
2. To attend the General Meeting of Shareholders and to exercise the right to vote directly or by proxy or to vote from remote location. A shareholder may authorize a member of the Board of Director to represent him at the General Meeting of Shareholders;

3. To duly pay for the subscribed shares;
4. To provide accurate residential address during registration to purchase shares;
5. To fulfill other duties in accordance with current law;
6. To bear personal responsibilities if committed to any of the following acts under the name of the Company:
 - a. Violating law;
 - b. Doing business or transaction for personal benefit or for the benefit of other individual or organizations;
 - c. Paying undue debts in view of bad prospects of the financial situation of the Company.
7. To keep confidentiality of the information provided by the Company in accordance with this Charter and regulations; the information provided shall only be used to perform and protect its legal rights and interests; dissemination or forwarding of the information provided by the Company to other organizations or individuals is strictly prohibited;
8. To fulfill other duties in accordance with prevailing law.

Article 13. General Meeting of Shareholders

1. The General Meeting of Shareholders is the body of highest power of the Company. The annual General Meeting of Shareholders is conducted on a yearly basis. The annual General Meeting of Shareholders must be conducted within four months from the closing date of the fiscal year. The Board of Directors may extend this deadline as necessary, but not exceeding six months from the closing date of the fiscal year⁵. In addition to the annual meeting, the General Shareholders' Meeting may be convened on an extraordinary basis. The location of the General Shareholders' Meeting is determined as the location where the meeting chairperson convenes and must be within the territory of Vietnam
2. The Board of Directors shall convene the annual General Meeting of Shareholders and decide on the suitable location of the meeting. The annual General Meeting of Shareholders make decisions in accordance with law and the Charter of the Company, approve the annual financial statements and the financial budget for the following year. Independent auditors may be invited to advise on approvals of annual financial statements. If the audited annual financial statements of the Company contain material unqualified opinions, adverse opinions or disclaimer of opinion, the Company must invite the approved audit organization to perform the audit of the Company's financial statements to attend the annual General Shareholders' Meeting and the approved audit organization must be responsible for attending the annual General Shareholders' Meeting of the Company⁶.
3. The Board of Directors shall convene an extraordinary General Meeting of Shareholders under following circumstances:
 - a. The Board of Directors deems necessary for the sake of the Company;
 - b. The annual balance sheet, quarterly or semi-annual financial statements or audited financial statements of the fiscal year reveals loss in half of shareholders equity compared to the beginning balance;

- c. Where the number of members of the Board of Directors or the Supervisory Board is less than the number specified by law;
- d. A shareholder or a group of shareholders stipulated in Article 11.3 of this Charter request for convocation of a General Meeting of Shareholders in writing. This request for convocation must provide the reason and purpose of the meeting, and must have sufficient signatures of the related shareholders or the request must be made in writing in multiple copies, each of which must be signed by at least one related shareholders;
- e. The Supervisory Board requests for convocation of a General Meeting of Shareholders in case the Supervisory Board is led to believe the members of the Board of Directors or the key executives seriously breach their obligations in Article 170 of the Law on Enterprises or the Board of Directors commits to acts or intends to act beyond its authority.
- f. Other circumstances stipulated by law and the Charter of the Company.

4. Convocation of an extraordinary General Meeting of Shareholders

- a. The Board of Directors shall convene an extraordinary General Meeting of Shareholders within thirty days from the date when the number of members of the Board of Directors remains as stipulated in Clause 3c Article 13 or the date of receipt of request for convocation stipulated in Clause 3d and Clause 3e, Article 13.
If the Board of Directors fails to convene a meeting of the General Meeting of Shareholders, the Chairperson and members of the Board of Directors shall be responsible before the law and reimburse compensation for damages caused to the Company.
- b. Where the Board of Directors does not convene the General Meeting of Shareholders as stipulated in Clause 4a of Article 13, within the following thirty days, the Supervisory Board shall, on behalf of the Board of Directors, convene the General Meeting of Shareholders pursuant to Clause 3 of Article 140 of the Law on Enterprises.
If the Supervisory Board fails to convene a meeting of the General Meeting of Shareholders, the Supervisory Board shall be responsible before the law and reimburse compensation for damages caused to the Company.
- c. Where the Supervisory Board does not convene the General Meeting of Shareholders as stipulated in Clause 4b of Article 13, within the following thirty days the shareholders, groups of shareholders entitled to request as stipulated in Clause 3d of Article 13 may represent the Company to convene the General Meeting of Shareholders in accordance with the Law on Enterprises. In those cases, the shareholder or group of shareholders requesting the General Meeting of Shareholders may request the business registration authority to monitor the process, formalities, the meeting and resolutions of the General Meeting of Shareholders. All fees for the convocation and conducting of the General Meeting of Shareholders pursuant to Clause 4 of this Article shall be reimbursed by the Company, exclusive of expenditures of shareholders during attendance of the General Meeting of Shareholders including the accommodation and traveling expenses;
- d. The procedures for organizing the General Meeting of Shareholders in accordance with the regulations in Clause 5 of Article 140 of the Law on Enterprises.

Article 14. Rights and obligations of General Meetings of Shareholders

1. The annual General Meeting of Shareholders is entitled to discuss and approve:
 - a. Annual audited financial statements;
 - b. Reports of the Board of Directors;
 - c. Reports of the Supervisory Boards;
 - d. Short-term and long-term development strategies of the Company.
2. The annual and extraordinary General Meeting of Shareholders shall approve its decisions on the following matters:
 - a. Approval of annual financial statements;
 - b. The amount for annual dividend for each class of shares in accordance with the Law on Enterprises and other rights attached to such shares. This amount for dividend shall not exceed the amount proposed by the Board of Directors after consulting the shareholders in the General Meeting of Shareholders.
 - c. The number of members of the Board of Directors;
 - d. Selection of the auditing organization;
 - e. Election, dismissal and replacement of members of the Board of Directors and the Supervisory Board;
 - f. Total amount or budget of remuneration for members of the Board of Directors and the Supervisory Board⁷;
 - g. Amendment and supplement of the Charter of the Company;
 - h. Class and number of new shares of each class offered and transfer of shares of the founding shareholders within the first three years from the Date of establishment;
 - i. Separation, merge or conversion of the Company;
 - j. Reorganization and dissolution (liquidation) of the Company and appointment of the liquidator;
 - k. Inspection and resolution of breaches committed by the Board of Directors or the Supervisory Board which have caused damages to the Company and the shareholders of the Company;
 - l. Decisions on investment transactions or sales of asset of the Company or of its branch office and decisions on purchase of asset worth equal or more than 35% of total assets of the Company and its branches recorded in the latest audited financial statements.
 - m. Redemption of the Company of more than 10% of one class of shares;
 - n. The Company or its branches signing contracts with the individuals as stipulated in Article 167.1 of the Law on Enterprises with the contract value of equal or more than 35% of total assets of the Company and its branches recorded in the latest audited financial statements;
 - o. Approval of the Internal Governance Regulations; Regulations on the operation of the Board of Directors and Supervisory Board⁸;
 - p. Other matters in accordance with this Charter and by law.
3. A shareholder shall not be entitled to vote under the following circumstances:
 - a. Approving contracts stipulated in Article 14.2 of this Charter where the shareholder or the related person of such shareholder is one party to the contract.
 - b. Purchase of shares of such shareholder or the related person of such shareholder, unless the purchase of shares is made in proportion to the percentage of ownership of

all shareholders, or the purchase is made through matching or public offering on the stock exchange.

4. All resolutions and matters in the agenda of the meeting must be raised for discussion and voting in the General Meeting of Shareholders.

Article 15. Proxies

1. The shareholders or authorized representatives of institutional shareholders can directly attend meetings or authorize one or more individuals or other organizations to attend meetings or attend meetings through one of the forms prescribed in Article 3 of Article 144 of the Law on Enterprises. In cases where there are more than one proxy, the specific number of shares and votes authorized for each proxy must be determined;
2. The authorization of proxy to attend the General Shareholder Meeting in accordance with Clause 1 of this Article must be made in writing according to the Company's form and must be signed as follows:
 - a. An authorization to represent a shareholder being an individual must be signed by both that shareholder and the proxy;
 - b. If the authorized representative of a shareholder who is an organization authorizes a proxy to participate a meeting, such authorization must be signed by such authorized representative, of the legal representative of that shareholder and of the proxy;
 - c. In other circumstances, the authorization must be signed by the legal representative of the shareholder and of the proxy.

The proxy must present the letter of authorization at the meeting before entering the meeting.

3. In case where the attorney on behalf of the principal signs the letter of representation, the representation shall only be valid once such letter of representation is produced together with the power of attorney or a valid copy of such power of attorney (if not registered thereof to the Company)
4. Unless provided in Clause 3 of Article 15, the vote of the proxy shall be valid within the scope of authorization under the following cases:
 - a. The appointer is deceased, restricted to or lost his capacity of civil acts;
 - b. The appointer has rescinded the appointment of proxy;
 - c. The appointer has cancelled the power of the proxy.

This Article shall not apply if the Company is notified of one of the events above before the opening time of the General Meeting of Shareholders or prior to the time the meeting is reconvened.

Article 16. Revision of rights

1. Change or waiver of special rights attached to a class of preferential share shall be effective if approved by shareholders representing at least 65% of the total voting shares of all shareholders present at the meeting. Resolutions of the General Meeting of

Shareholders regarding adverse changes to the rights and obligations of shareholders owning preferred shares can only be passed if approved by the holders of at least 75% of the total outstanding shares of that type of preferred shares present at the meeting or approved by the holders of at least 75% of the total outstanding shares of that type of preferred shares through a written resolution;

2. The organization of a meeting of shareholders holding a type of preferred stock to approve the above-mentioned changes shall be valid only when there are at least two (02) shareholders (or their authorized representatives) holding at least one-third (1/3) of the par value of the outstanding shares of that type. In case where the quorum is not met, the meeting shall be reconvened within following 30 days and the holder of shares of such class, regardless of the number of holders or the number of shares, who attend the meeting in person or in proxy, are deemed sufficient quorum. In such private meetings, shareholders of such class of shares who attend in person or in proxy may request for anonymous votes and each shall be conferred one vote per share of such class;
3. The procedures to conduct such meetings shall be likewise implemented as stipulated in Article 18, Article 19 and Article 20.
4. Unless otherwise provided in the terms of issuance of shares, the preference rights attached to preference shares which are preferred in terms of a number of or of all matters with regard to distribution of profit or asset of the Company shall not be subject to changes when the Company issues new shares of the same class.

Article 17. Convocation, agenda and notification of General Meeting of shareholders

1. The Board of Directors shall convene the General Meeting of Shareholders or the General Meeting of Shareholders shall be convened as per Article 13.4b or 13.4c of this Charter.
2. The convener of the General Meeting of Shareholders shall implement the following duties:
 - a. To prepare a list of shareholders entitled to attend and vote in the General Meeting of Shareholders within ten (10) days prior to the opening date of the General Meeting of Shareholders. The Company must disclose information on the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days prior to the final registration date;
 - b. Prepare the meeting agenda and the necessary documents in compliance with the laws and regulations of the Company;
 - c. To determine time and location of the meeting;
 - d. To prepare and send notification of a General Meeting of Shareholders to all shareholders entitled to attend;
 - e. Other tasks to serve the Meeting.
3. The notification of a General Meeting of Shareholders must be sent at least twenty one (21) days prior to the opening date of the General Meeting of Shareholders (counted from the date the notification is properly sent, with payments or placed in the post office mail box). Agenda, materials related to voted issues at the General Shareholders Meeting shall be sent to the shareholders and/or published on the website of the Company. In case where meeting materials are not sent along with meeting notification, the notification must specify the access link for the shareholders.

4. A shareholder or a group of shareholders referred to in Article 11.3 of this Charter is entitled to recommend items to be included in the agenda of the General Meeting of Shareholders. The recommendation must be made in writing and sent to the Company no later than five (05) working days prior to the opening date of General Meeting of Shareholders. The recommendation must provide name of shareholder, number of shares of each class of shareholder and items recommended for the agenda of the meeting.
5. The convener of the General Meeting of Shareholders may only refuse the recommendation stipulated in Clause 4 of Article 17 under the following circumstances:
 - a. The recommendation is not sent on time, is insufficient or irrelevant;
 - b. At the time of recommendation, the shareholder or the group of shareholders does not have at least 5% of common shares for a consecutive period of six months as stipulated in Clause 11.3 of this Charter;
 - c. Item to be recommended is not under the authority of the General Meeting of Shareholders;
 - d. Other circumstances stipulated in this Charter and by law.
6. The convener of the General Meeting of Shareholders must accept and include the proposal as stipulated in Clause 4 of this Article in the planned agenda and content of the meeting, except for the provisions in Clause 5 of this Article. The proposal shall be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders;
7. The Board of Directors is responsible to prepare draft resolution for each matter in the agenda of the meeting.
8. In case where all shareholders representing 100% of total voting shares attend the General Meeting of Shareholders in person or via a proxy, all decisions approved by the General Meeting of Shareholders shall be deemed valid even if the General Meeting of Shareholders is not conducted in accordance with the procedures provided, or the issues to be voted on were not provided in the agenda of such meeting.

Article 18. Conditions to conduct a General Meeting of Shareholders

1. A General Meeting of Shareholders shall be conducted where the number of attending shareholders represents more than 50% of the voting shares.⁹
2. Where the number of attendees does not meet the number required within the first thirty minutes from the opening time of the General Meeting of Shareholders, the meeting must be reconvened within thirty days from the intended opening date of the first General Meeting of Shareholders. The reconvened General Meeting of Shareholders shall be conducted where the number of attendees who are shareholders and their proxies represents at least 33% of the voting shares.
3. Where the second General Meeting of Shareholders is not conducted due to inadequate number of attendees within the first thirty minutes from the opening time of the General Meeting of Shareholders, the third General Meeting of Shareholders may be reconvened within twenty days from the intended opening date of the second General Meeting of Shareholders. Under this circumstance, the General Meeting of Shareholders shall be

conducted regardless of the number of attending shareholders or their proxies and shall be deemed valid and make decisions on all matters supposed to be approved by the first General Meeting of Shareholders.

Article 19. Procedures to conduct and vote in a General Meeting of Shareholders

1. On the date the General Meeting of Shareholders is conducted, the Company shall proceed check in of shareholders until all shareholders entitled to attend are checked in.
2. During check in of shareholders, the Company shall confer one vote to each shareholder or proxy entitled to vote, the vote shall include the registration number, full name of the shareholder or of the proxy and the number of votes of such shareholder. During the vote at the General Meeting of Shareholders, votes for the resolution shall be collected first, votes against the resolution shall be collected next, abstention votes shall be collected last and decision shall be made upon counting the votes. Total number of votes for, votes against, abstention votes, invalid votes of each issue or shall be announced by the Chairperson right at the meeting. The General Meeting of Shareholders shall select among the attendees the teams to count votes or supervise the votes counting based on the recommendation of the Chairperson, but shall not exceed the number of persons provided for by law.
3. A shareholder who comes late shall be entitled to check in immediately and take part in the vote thereof in the meeting. The Chairperson shall not be responsible to cease the meeting for the check in of late shareholders and the validity of the votes prior to the time the late shareholders come shall not be affected.
4. The General Meeting of Shareholders shall be chaired by the Chairman of the Board of Directors. If the Chairman is absent at a meeting or temporarily loses the ability to work, the remaining members of the Board of Directors shall elect one of them to chair the meeting. In case it is impossible to elect a member to chair the meeting, the Head of the Supervisory Board shall cause the General Meeting of Shareholders to select a Chairperson, and the person with the highest number of affirmative votes shall chair the meeting.
In other circumstances, the person who signs to convene of the General Meeting of Shareholders shall cause the meeting to select a Chairperson, and the person with the highest number of affirmative votes shall chair the meeting.
5. The Chairperson of the meeting shall decide on the sequence and procedures or other events arisen from the agenda of the General Meeting of Shareholders.
6. The Chairperson may adjourn a meeting upon unanimous consent or request of the General Meeting of Shareholders even if the quorum is met.
7. The Chairperson of the meeting or the Secretary of the meeting may proceed with the activities as deemed appropriate as to monitor the General Meeting of Shareholders in a proper and orderly manner; or as to reflect the will of the majority of attendees.
8. The Board of Directors may request the shareholders or the proxies entitled to attend the General Meeting of Shareholders to abide to the inspection or security measures as the General Meeting of Shareholders deems appropriate. In case where a shareholder or a proxy fails to conform to such inspection or security measures, the Board of Directors may, after thorough consideration, refuse or expel such shareholder or proxy from the General Meeting of Shareholders.
9. The Board of Directors, after thorough consideration, may proceed with the measures as the Board of Directors deems appropriate as to:

- a. Assign seats for attendees at the main location of the General Meeting of Shareholders;
- b. Ensure safety to the present attendees in such location;
- c. Facilitate the shareholders to attend (or continue to attend) the meeting.

The Board of Directors has the full power to revise the above measures and apply all the measures as the Board of Directors deems necessary. Measures to apply may include entry tickets or other forms selected.

10. In case of application of such measures by the General Meeting of Shareholders, when selecting the location for the General Meeting of Shareholders, the Board of Directors may:

- a. Notify that the meeting shall take place at the location provided in the notification and the chairperson of the meeting shall be present. ("The main location of the General Meeting of Shareholders");
- b. Make arrangements so that shareholders or proxies who are unable to attend pursuant to this Charter or members who wish to attend at another location other than the main location of the meeting shall be able to concurrently attend the meeting.

Details of conducted measures of this Article are not required in the notification of a General Meeting of Shareholders.

11. In this Charter (unless otherwise provided) all shareholders shall be deemed to attend the meeting at the main location of the meeting. With the approval of the Chairperson of the Board of Directors, shareholders may participate in the General Meeting of Shareholders by phone or other electronic means, provided that each shareholder can hear other shareholders present at the meeting and those present can hear and understand what these shareholders say. This form of participation is considered equivalent to attending in person. In that case, voting will be conducted in a manner appropriate to the means of communication as provided for in Article 144 of the Enterprise Law and Clause 3 of Article 273 of Decree No. 155/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of some provisions of the Law on Securities;
12. Shareholders are considered to participate and vote at the General Meeting of Shareholders in one of the following cases:
 - a) Participate and vote directly at the meeting;
 - b) Authorize another person to participate and vote at the meeting;
 - c) Participate and vote through online conference, electronic voting, or other electronic means;
 - d) Send a vote by mail, fax, or email to the meeting.
13. The General Meeting of Shareholders must be conducted by the Company at least once a year. The Annual General Meeting of Shareholders must not be conducted by way of obtaining written opinions.

Article 20. Passing resolution of the General Meeting of Shareholders

1. Unless otherwise specified in Clauses 2, 3 and 4 of this Article, all decisions of the General Meeting of Shareholders on the following issues shall be adopted upon approval of more than 50% of the total voting shares of shareholders and proxies attending the General Meeting of Shareholders:

2. All decisions of the Board of Directors with regard to the following matters shall only approved upon 65% of the total voting shares of shareholders and proxies attending the General Meeting of Shareholders:
 - a) Class of shares and total number of shares of each class;
 - b) Change of business lines, or business fields;
 - c) Change to the organization structure of the Company;
 - d) Investment project or sale of assets valued at least 35% of total assets recorded in the most recent financial statements of the Company;
 - e) Reorganization, dissolution of the Corporation.
3. Voting to elect members of the Board of Directors and the Board of Control must comply with the cumulative voting method according to the Clause 3 Article 148 of the Law on Enterprises
4. The Resolution of the General Meeting of Shareholders on the amendment of the disadvantageous rights and obligations of preferred shareholders can only be passed if it is approved by the preferred shareholders owning 75% or more of the total outstanding preferred shares of that class present at the meeting or if it is approved by the preferred shareholders owning 75% or more of the total outstanding preferred shares of that class in the case of a resolution passed by written consent;
5. The Resolution of the General Meeting of Shareholders passed by 100% of the total voting shares are legal and effective even if the procedures, convening and passing of the resolution violate the provisions of the Law on Enterprises and the Charter.

Article 21. Authority and procedure to obtain written opinions of the shareholders for passing resolution of the General Meeting of Shareholders

The authority and procedures to obtain written opinions of shareholders for passing decision of the General Meeting of Shareholders, unless otherwise decided by the Board of Directors, shall be conducted as stipulated below:

1. The Board of Directors is entitled to obtain written opinions of shareholders for approval of any resolution of the General Meeting of Shareholders at any time deemed necessary for the benefit of the Company, even for matters specified in Article 147.2 of the Law on Enterprises;
2. The Board of Directors shall prepare the written opinion form, the draft resolution of the General Meeting of Shareholders, the explanatory documents for the draft resolution and sends them to all shareholders with voting rights no later than ten (10) days before the deadline for returning the written opinion form. The list of shareholders to send the written opinion form shall be prepared within ten (10) days before the date of sending the form.

The requirements and procedures for sending the written opinion form and accompanying documents shall comply with the provisions of Article 17.3 and Article 21.4 of this Charter;
3. The opinion form shall include the following main contents:
 - a. Name and address of the head office, number of registration and date of issuance of Business registration certificate of the Company and place of business registration;
 - b. The purpose of obtaining opinions;
 - c. Full name, address, nationality, identification number, passport number or other legal proof of identification of individual shareholders; name and address, nationality,

- number of Business registration certificate of shareholders or proxies for organization shareholder; number of each class of shares and number of votes of the shareholder;
- d. Issues to seek opinions for approval of the resolution;
- e. Voting plan: for, against and abstention;
- f. The deadline for submission of opinion forms to the Company;
- g. Full name and signature of the Chairperson of the Board of Directors and the legal representative of the Company.

4. The opinion form must be signed by the individual shareholders, the authorized representative or legal representative of the organization shareholders.

The Company's written opinion form shall be sent either (i) in a sealed envelope, which shall not be opened until the time of counting, or (ii) by fax or email, in which case the form must be kept confidential until the time of counting. Ballot papers received by the Company after the deadline specified in the form or which have been opened in the case of postal delivery or disclosed in the case of fax or email delivery shall be invalid. The written opinion form not returned shall be deemed as abstentions.

The Board of Directors shall count the votes and prepare the minutes of voting result under the supervision of the Supervisory Board or the shareholder who is not in any managing positions in the Company. The minutes of voting result shall include the following main contents:

- a. Name, address of the head office, registration number and date of issuance of Business registration certificate, place of business registration;
- b. The purpose of obtaining opinions of shareholders for decision approval;
- c. The number of shareholders and votes who took part in the votes, with separate counts of valid and invalid votes, and an enclosure of an annex of voting shareholders.
- d. Total of votes for, votes against and abstention votes for each issue;
- e. Issues approved;
- f. Full name and signature of the Chairperson of the Board of Directors, the legal representative of the Company and the supervisor of the votes count.

The members of the Board of Directors and the supervisor of the votes count shall jointly be responsible for the transparency and accuracy of the minutes of votes count, jointly be responsible for damages caused by the decisions approved based on non-transparent and inaccurate vote counts.

5. The minutes of vote counts shall be published on the website of the Company within 24 hours and sent to the shareholders within fifteen days from the date of completion of vote counts.
6. Filled opinion forms, the minutes of vote counts, the entire resolution approved and relevant documents accompanying the opinion forms shall be archived at the head office of the Company;
7. A resolution which is passed by collecting written opinions of shareholders shall be approved by shareholders representing more than 50%¹⁰ of the total voting shares with exceptions provided at Article 20.2 and Article 20.4 of this Chapter. The decision shall be

passed in the form of written consent of shareholders, which shall have the same legal effect as a decision passed at a General Meeting of Shareholders

Article 22. Resolutions, minutes of the General Meeting of Shareholders

1. The Annual General Meeting must be recorded in writing and may be recorded or stored electronically. The minutes must be prepared in Vietnamese, and may also be prepared in a foreign language, and must include the following main contents:
 - a. Name, address of the head office, business registration number;
 - b. Time and venue of the Annual General Meeting;
 - c. Meeting agenda and content;
 - d. Name of the chairperson and the secretary;
 - e. A summary of the proceedings and opinions expressed at the Annual General Meeting on each agenda item;
 - f. The number of shareholders and total number of votes of shareholders attending the meeting, an appendix of the shareholders check in, representatives of shareholders attending the meeting with the number of shares and corresponding number of votes;
 - g. The total number of votes for each voting issue, including the voting method, total valid and invalid votes, approval, disapproval, and abstentions, and the corresponding ratio of the total number of votes of shareholders attending the meeting;
 - h. The issues that have been approved and the corresponding approval voting ratio;
 - i. The name and signature of the chairperson and secretary. In the event that the chairperson or secretary refuse to sign the minutes, the minutes shall be valid if signed by all other attending members of the Board of Directors and contain full contents as required in this clause. The minutes shall clearly state the refusal of the chairperson or secretary to sign the minutes.
2. The minutes of the Annual General Meeting must be completed and approved before the end of the meeting. The Chairperson and secretary of the meeting, or other signatories in the minutes, shall be jointly responsible for the accuracy and truthfulness of the contents of the minutes.
3. The minutes shall be made in Vietnamese, and may be made in other languages. In this case, the Vietnamese version and foreign language version shall be of same legal validity. If there is difference in contents of the Vietnamese version and foreign language version, the contents in Vietnamese version shall apply
4. The minutes shall be signed by the Chairperson and the Secretary of the meeting and recorded in accordance with the Law on Enterprises and this Charter. All notes, minutes, signatures record of the attending shareholders and letters of authorization for attendance shall be archived at the head office of the Company.

Article 23. Request for annulment of resolutions of the General Meeting of Shareholders

Within ninety days from the date of receipt of the minutes of General Meeting of Shareholders or the minutes of votes count in the General Meeting of Shareholders, a shareholder or a group of shareholders stipulated in Article 11.3 of this Charter may request a court or an arbitration to consider and annul a resolution of the General Meeting of Shareholders in one of the following circumstances:

1. The order and procedures to convene the General Meeting of Shareholders are not in compliance with the provisions of the law and this Charter; unless the resolution of the General Meeting of Shareholders is passed with 100% of the total voting shares;
2. The content of the resolution breach the law or this Charter.

In the circumstance that a resolution of the General Meeting of Shareholders is annulled by the court or arbitration, the person who convenes the annulled General Meeting of Shareholders may consider to reconvene the General Meeting of Shareholders within 30 days in compliance with the procedures set out in the Law on Enterprises and this Charter.

VII. THE BOARD OF DIRECTORS

Article 24. Composition and terms of members of the Board of Directors

1. The Board of Directors shall consist no less than five (05) members and no more than eleven (11) members. The number of Board members are decided by the General Meeting of Shareholders from time to time. The office term of the Board of Directors shall not exceed 5 years. The members of the Board of Directors shall be entitled to be re-elected for unlimited number of terms. The number of independent members of the Board of Directors must account for at least one third of total members of the Board of Directors.¹¹ The minimum number of independent members of the Board of Directors is determined by rounding down. An individual can only be elected as an independent member of the Board of Directors of the Company for up to 02 consecutive terms.
2. Shareholders holding voting shares have the right to aggregate the voting rights of each person to nominate candidates for the Board of Directors. A shareholder or a group of shareholders holding from 10% to less than 20%¹² of total voting shares is entitled to nominate one candidate; from 20% to less than 30%: up to two candidates; from 30% to 40%: up to three candidates; from 40% to less than 50%: up to four candidates, from 50% to less than 60%: up to five candidates, from 60% to less than 70%: up to six candidates, from 70% to less than 80%: up to seven candidates; from 80% to less than 90%: up to eight candidates.
3. In the circumstance where the candidates for the members of the Board of Directors through nomination and self-nomination does not meet the number required, the existing Board of Directors in power may propose more candidates or arrange for a nomination under a mechanism stipulated in the Internal regulation on corporate governance of the Company. The nominating mechanism or the procedure proposed by the existing Board of Directors in power must be announced at least 10 days in advance and approved by the General Meeting of Shareholders prior to the nomination.
4. A member of the Board of Directors shall lose his/her status as a member of the Board of Directors in the following cases:
 - a. The member is incompetent for being a member of a Board of Directors pursuant to the Article 155.2.1 of the Law on Enterprises or not permitted to be a member of a Board of Directors by law;
 - b. The member submits a letter of resignation to the head office of the Company and is approved by the Board of Directors;
 - c. The member is mentally disordered and other members of the Board of Directors have a professional proof showing that the person no longer has the legal capacity;

- d. The member is absent in all General Meeting of Shareholders for a consecutive period of six months, and during this period the Board of Directors does not allow the absence of the member and has decided the position of the member is vacant;
 - e. A member of the Board of Directors is dismissed as per the decision of the General Meeting of Shareholders.
5. The Board of Directors may appoint a new member of the Board of Directors in place of this vacancy and the new member must be approved by the next General Meeting of Shareholders thereafter. Upon approval of the General Meeting of Shareholders, the appointment of the new member shall be in effect on the date of appointment by the Board of Directors. The office term of the new member of the Board of Directors shall count from the valid date of the appointment to the termination date of the Board of Directors' office term. In case the appointment of the new member is not approved by the General Meeting of Shareholders, all decisions of the Board of Directors involving the new member made before the date of the General Meeting of Shareholders shall still be deemed valid.
6. The appointment of members of the Board of Directors must be announced pursuant to the regulations on securities and stock market.
7. A member of the Board of Directors shall not necessarily be a shareholder of the Company.

Article 25. Rights and obligations of the Board of Directors

1. Business operation and activities of the Company must be under the monitor and guidance of the Board of Directors. The Board of Directors is the managing body of the Company and has the full authority to act under the name of the Company on all issues except for issues which fall under the authority of the General Meeting of Shareholders.
2. Rights and obligations of the Board of Directors are stipulated by the law, the Charter, and the decisions of the General Meeting of Shareholders. In particular, the rights and obligations of the Board of Directors are as follows:
- a. To make decisions on development strategies and annual budget of the Company;
 - b. To recommend the classes of shares and total number of shares of each class to be offered;
 - c. To make decisions on sales of new shares within the limit of total shares of each class to be offered; and decisions on capital funding under other methods;
 - d. To determine the pricing of shares and bonds offered for sale;
 - e. To make decisions on re-purchasing shares stipulated in Article 133.2.1 of the Law on Enterprises;
 - f. To make investment decisions and investment projects which fall under the authority of the Board of Directors and as specified by law;
 - g. To make decisions on market development, marketing and technology strategies;
 - h. To approve contracts of purchase, sale, borrowing, and lending contracts and other contracts with value equal to or more than thirty five percent (35%) of total consolidated asset value as recorded in the most recent consolidated financial statements and contracts and transactions which are require approval from the General Meeting of Shareholders as stipulated in Article 14.2(m) and Article 14.2(o) of this Charter; and in Article 138.2(d), Article 167.1, 167.3 of the Law on Enterprises;

- i. To make decision to provide loans or guarantees to related organizations as stipulated in Article 293.4(a) of the Law on Securities;
 - j. To appoint, dismiss, and remove the Chairperson of the Board of Directors; to appoint, dismiss, remove, and to enter into or to terminate labor contract with the Chief Executive Officer and other key executives as decided by the Board of Directors, to decide the specific remuneration and other benefits of members of the Board of Directors; to decide the remuneration and other benefits of the General Director and other key executives appointed by the Board of Directors; to appoint an authorized representative to attend the general shareholders' meeting or Board of members' meeting of other companies;
 - k. To supervise the Chief Executive Officer and other key executives in managing the daily operations of the Company;
 - l. To make decisions on the operational structure, internal management procedures, the establishment of subsidiaries, branches, representative offices and the capital contribution, and buying shares of other companies;
 - m. To approve the agenda and documentation supporting the General Shareholders' Meeting, to convene the General Shareholder's Meeting or to obtain shareholders' opinions for the General Shareholders' Meeting to approve the decisions;
 - n. To submit annual financial statements to the General Shareholders' Meeting;
 - o. To propose the dividend amount to be paid; to make decision on the dividend payment schedule, payment procedures, or resolution of loss incurred during business operations;
 - p. To propose the restructure, dissolution, and bankruptcy request of the Company;
 - q. Other rights and obligations as stipulated in law and in this Charter.
3. The Board of Directors shall report to the General Meeting of Shareholders of its operation, in particular its supervision of the Chief Executive Officer and other key executives during the fiscal year stipulated in Article 280 of Decree No.155/2020/ND-CP dated December 31st 2020, of the Government providing detailed regulations for implementing certain provisions of the Law on Securities.
 4. Unless otherwise stipulated by law and in this Charter, the Board of Directors may authorize Chief Executive Officer or other key executives as representatives to handle issues of the Company;
 5. The members of the Board of Directors (exclusive of proxies), shall be entitled to payment of remuneration as a member of the Board of Directors. The total amount of remuneration for the Board of Directors shall be decided by the General Meeting of Shareholders. This amount shall be divided to the members of the Board of Directors under negotiation of the Board of Directors or equally divided in case of failure of negotiation.
 6. The total amount of remunerations paid to each member of the Board of Directors include salary, expenditures, commission, share options, and other benefits earned from the Company, its subsidiaries, and associates; and other companies in which members of the Board of Directors represent the contributed capital must be disclosed in detail in the Company's annual report.
 7. The members of the Board of Directors in the managing position or the members of the Board of Directors working in the subcommittees of the Board of Directors or doing other work considered to fall beyond the ordinary tasks of a member of the Board of Directors, shall receive additional remuneration on the basis of a fixed amount of money,

salary, commission, percentage of profit, or other basis as per the decision of the Board of Directors.

8. The members of the Board of Directors shall be entitled to payment of all accommodation and traveling fees and other reasonable fees arisen upon accomplishment of his responsibilities as a member of the Board of Directors, including all additional fees arisen from making attendance at the meetings of the Board of Directors, of the sub-committees of the Board of Directors or the sub-committees of the General Meeting of Shareholders.
9. The remuneration of each member of the Board of Directors is included in the company's operating expenses in accordance with the law on corporate income tax, shown as a separate item in the company's annual financial report, and must be reported to the General Meeting of Shareholders at the annual meeting. Members of the Board of Directors may be covered by the company's liability insurance with the approval of the General Meeting of Shareholders. This insurance does not cover the liability of members of the Board of Directors related to violations of the law and the Charter.

Article 26. Chairperson of the Board of Directors

1. The General Meeting of Shareholders or the Board of Directors shall select a Chairperson among the members of the Board of Directors.¹³
2. The Chairperson of the Board of Directors has the following rights and responsibilities:
 - a. Develop the program and plan of activities of the Board of Directors;
 - b. Prepare the program, content, and documents for the meeting; summon, preside over, and chair the Board of Directors meeting;
 - c. Organize the adoption of resolutions and decisions of the Board of Directors;
 - d. Monitor the process of organizing the implementation of the resolutions and decisions of the Board of Directors;
 - e. Chair the General Meeting of Shareholders;
 - f. Other rights and responsibilities as prescribed by the Enterprise Law and this Charter.
3. The Chairperson of the Board of Directors is responsible to ensure the Board of Directors delivers the annual financial statements, reports on operation of the Company, auditing reports and inspection reports of the Board of Directors to the shareholders.
4. In case of resignation and dismissal of Chairperson, the Board of Directors shall appoint substitute within ten (10) days from the date of receiving the resignation or dismissal notice. If the Chairperson of the Board of Directors is absent or unable to perform his/her duties, the Board of Directors must delegate in writing to another member the authority and responsibilities of the Chairperson of the Board of Directors according to the principle of majority over half. If there is no one to delegate or the Chairperson of the Board of Directors dies, missing, is detained, is serving a prison sentence, is undergoing compulsory rehabilitation at a drug rehabilitation center, compulsory education facility, or is restricted or incapacitated in civil conduct, has difficulties in perception, cannot control his/her actions, is prohibited from holding a position, practicing a profession or performing certain jobs by a court, the remaining members shall elect one of the members to hold the position of Chairperson of the

Board of Directors according to the principle of majority until a new decision of the Board of Directors is made

Article 27. Meetings of the Board of Directors

1. In case where the Board of Directors elects the Chairperson the first meeting of the Board of Directors to elect the Chairperson and to pass the decisions which fall under its authority must be conducted within seven (7) working days from the date of completion of the Chairperson election of such meeting of the Board of Directors. This meeting shall be convened by the member holding the largest numbers of shares. In case where there are more than one member holding the same largest volume of shares, other members shall elect on basis of majority rule the person to convene the meeting of the Board of Directors.
2. Frequent meetings: The Chairperson of the Board of Directors shall convene the meetings of the Board of Directors, prepare the agenda, set out the time and location of the meeting within at least five (05) days prior to the date of the intended meeting. The Chairperson may convene the meeting at any time as he deems necessary and no less than once a quarter.
3. Extraordinary meetings: The Chairperson of the Board of Directors shall convene the meetings of the Board of Directors and must not delay the meetings without a justified reason upon a request in writing for a the purpose and the issues for discussion of the meeting by one of the following persons:
 - a. The Chief Executive Officer or at least five key executives;
 - b. At least two members of the Board of Directors;
 - c. The Supervisory Board or independent members of the Board of Directors;
4. The meetings of the Board of Directors stipulated under Clause 3 Article 27 must be conducted within seven (7) days from the date of request. In case where the Chairperson of the Board of Directors disagrees to convene the meeting as per request, the Chairperson shall be responsible for the damages caused to the Company; the members who requested for a meeting stipulated under Clause 3 Article 27 may at their own discretion convene the meeting of the Board of Directors.
5. Upon request of the independent auditing organization, the Chairperson of the Board of Directors shall convene the meeting of the Board of Directors to discuss about the auditing reports and the financial situation of the Company.
6. The meetings of the Board of Directors shall be conducted at the registered addresses of the Company or other locations in Vietnam or overseas as per the decision of the Chairperson of the Board of Directors and approval of the Board of Directors.
7. The notification of the meeting of the Board of Directors must be sent to the members of the Board of Directors within three (3) days prior to the date the meeting is conducted. The members of the Board of Directors may refuse to attend the meeting in writing and this refusal shall be retroactive. The notification must be written in Vietnamese language and include the full agenda, information about time and location and relevant supporting documents regarding the issues to be discussed and voted in the meeting and a vote to members who will not be able to attend.

The notification must be sent by post, facsimile, email or other form of delivery to ensure to reach the registered addresses of all members of the Board of Directors.

8. The first meeting shall only be conducted for passing resolutions/decisions if at least three-quarters of the members of the Board of Directors attend such meeting. A member of the Board of Directors is considered to attend the meeting when present in person or present via his/her proxy.

In a case of an insufficient quorum, the meeting must be re-convened within seven (07) days from the proposed date of the first meeting. The re-convened meeting shall be conducted if more than half of the number of members of the Board of Directors attends in person or via their proxies.

9. Voting

- a. Apart from point b Clause 9 Article 27, each member of the Board of Directors or his/her Proxy who is present in his/her capacity as an individual at the meeting of the Board of Directors shall have one (01) vote;
 - b. A member of the Board of Directors shall not be permitted to vote on any contract or transaction or proposal in which such member or any Related Person of such member has interests which conflict or possibly conflicts with the interests of the Company. A member of the Board of Directors shall not be included in quorum required to be present to hold a meeting of the Board of Directors regarding resolutions on which the member does not have the voting right;
 - c. According to Point d Clause 9 Article 27, when an issue arises at a meeting of the Board of Directors, relating to the interest of a member of the Board of Directors or the voting right of such member, which is not resolved by voluntary waiver of the voting right of the relevant member of the Board of Directors, then such issue shall be referred to the meeting Chairperson for decision. The Chairperson's decision on such issue shall be final, except where the nature or scope of the interest of the relevant member of the Board of Directors has not been fully announced;
 - d. A member of the Board of Directors who benefits from a contract stipulated in point a and point b Clause 4 Article 35 of this Charter shall be deemed to hold a significant interest in such contract.
10. Any member of the Board of Directors who directly or indirectly benefits from a contract or transaction signed or intended to be signed with the Company and aware that he/she has an interest in such contract or transaction is responsible to disclose the nature and contents of such interest at the meeting where the Board of Directors considers the signing of such contract or transaction for the first time. Where a member of the Board of Directors is not aware that such member and his/her Related Person have interest at the time a contract or transaction is signed with the Company, such member must publicly announce his/her related interests at the first meeting of the Board of Directors to be held after such member becomes aware that he/she has or will have an interest in the relevant contract or transaction.
 11. The Board of Directors shall pass decisions/resolutions based on majority consent of the members of the Board of Directors present (more than fifty per cent – 50%).

Where the number of votes for and against are equal, then the Board of Directors Chairperson shall cast his/her vote as the deciding vote.

12. A meeting of the Board of Directors may be conducted by way of a conference call between members of the Board of Directors when all or a number of members are at different places providing that each attending member is able to:
 - a. Hear each other member of the Board of Directors expressing their opinions in the meeting;
 - b. Express his/her opinions to other attending members at the same time.

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

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

13. A resolution by way of collection of written opinions shall be approved based on majority consent of members of the Board of Directors who have voting rights. Such resolution shall have the same effect and validity as a resolution passed by the members of the Board of Directors at the meeting which is convened and held in accordance with the normal practice.
14. The Chairperson of the Board of Directors shall be responsible for delivering the minutes of a meeting of the Board of Directors to members, and such minutes shall be deemed authentic evidence of the work carried out at such meeting unless there is an objection of the contents of the provided minutes within ten (10) days from the date of delivery. The minutes of the meeting of the Board of Directors must be written in Vietnamese and must contain the signatures of all attending members or must be composed in multi copies and each copy has at least one (01) signature of each attending Board member.
15. The Board of Directors may establish and authorize the subcommittees to act on behalf of the Board of Directors. The members of the subcommittees may consist of one or a number of members of the Board of Directors and one or a number of the external members pursuant to the decisions of the Board of Directors. During the implementation of the rights assigned, the subcommittees must abide by the regulations set out by the Board of Directors. These regulations may be adjusted or adopt more non-member persons of the Board of Directors into the subcommittees and allow such person to vote as a member of the subcommittees provided that (a) the number of external members must not exceed half of the number of members of the subcommittees and (b) the resolution of the subcommittees shall only be valid where

the majority of the members who attend and vote in the meeting of the subcommittees is the members of the Board of Directors

16. Acts of implementation of decisions of the Board of Directors or the subcommittees of the Board of Directors, of the person under the status of the member of the Board of Directors shall be deemed legally valid even if there are shortcomings during the vote and appointment of members of subcommittee or the Board of Directors.
17. Member of the Board of Directors shall be deemed present and vote at the meeting in the following cases:
 - a. To attend and vote directly at the meeting;
 - b. To authorize another person to attend the meeting as accepted by the majority of the members of the Board of Directors;
 - c. To attend and vote via conference or similar methods;
 - d. To send voting voucher to the meeting by post, facsimile, and email

In the case of sending voting voucher to the meeting by post, the voting voucher must be in a sealed envelope and be handed over to the Chairperson of the Board of Directors no later than one (01) hour before the meeting is conducted. The voting voucher must be opened under the witness of attending people.

18. The Chairperson of the Board of Directors is responsible for sending meeting invitation and accompanying other necessary documents to members of Supervisory Board as to other Board members. The members of the Supervisory Board have the right to attend and discuss in the meetings of Board of Directors but do not have the right to vote.

19. The Board of Directors must appoint at least one person to be in charge of corporate governance to support the governance work of the Company. The person in charge of corporate governance may also concurrently hold the position of Company Secretary as regulated in Clause 5, Article 156 of the Law on Enterprises.

20. The person in charge of corporate governance is not allowed to concurrently work for the approved audit organization that is performing the audit of the Company's financial statements.

21. The person in charge of corporate governance has the rights and obligations as follows:

- a. Advising the Board of Directors on organizing the General Meeting of Shareholders as prescribed and related work between the Company and shareholders;
- b. Preparing meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders as requested by the Board of Directors or the Supervisory Board;
- c. Advising on the procedures for conducting meetings
- d. Attending meetings;
- e. Advising on the procedures for making resolutions of the Board of Directors in accordance with legal regulations;

- f. Providing financial information, copies of meeting minutes of the Board of Directors, and other information to members of the Board of Directors and members of the Supervisory Board;
- g. Monitoring and reporting to the Board of Directors on the Company's disclosure activities;
- h. Serving as a liaison with related parties;
- i. Ensuring the confidentiality of information according to the regulations of the law and the Company's Charter;
- i. Other rights and obligations as prescribed by law and the Company's Charter.

VIII. CHIEF EXECUTIVE OFFICER, OTHER KEY EXECUTIVES AND SECRETARY OF THE COMPANY

Article 28. Organization of the management structure

The managerial system of the Company must ensure that the managerial apparatus shall be liable to the Board of Directors and shall be under the leadership of the Board of Directors. The Company shall have one (01) Chief Executive Officer, a number of Vice President, a number of Executive Officers, and one (01) Chief Accountant and other key executives appointed by the Board of Directors. The appointment, dismissal, or removal of the above positions must be implemented by a duly approved Resolution of the Board of Directors.

Article 29. Key executives

1. The Company's executives include the Chief Executive Officer, Vice President, Chief Officers, Chief Accountant, and other executives appointed by the Board of Directors. The Company's executives are responsible for ensuring that the Company achieves its operational objectives.
2. Upon request of the Chief Executive Officer and approval of the Board of Directors, the Company may recruit a certain numbers of key managerial positions as deemed fit to the norm and structure of management of the Company as proposed by the Board of Directors from time to time.
3. Salary, remuneration, benefits and other terms stated in the labor contracts with the Chief Executive Officer shall be decided by the Board of Directors and the labor contracts with other key executives shall be decided by the Board of Directors after consulting the Chief Executive Officer.
4. The salary of the executives shall be calculated as part of the operating expenses of the Company in accordance with the regulations of the corporate income tax law, and shall be presented as a separate item in the Company's annual financial statements and must be reported to the Annual General Meeting of Shareholders at the annual meeting.

Article 30. Appointment, dismissal, rights and responsibilities of the Chief Executive Officer

1. Appointment: The Board of Directors shall appoint one member of the Board of Directors or another person to act as the Chief Executive Officer and shall sign the contract specifying the salary, remuneration, benefit and other terms related to the

employment. Information regarding the salary, allowance and interest of the Chief Executive Officer must be reported in the annual General Meeting of Shareholders and recorded in the annual report of the Company.

2. The tenure of the Chief Executive Officer is three (03) years and can be re-appointed. The re-appointment may be invalid pursuant to the regulations articulated in the labor contract. The Chief Executive Officer must be a person who does not fall into the category of persons prohibited by law from being a Chief Executive Officer.
3. The Chief Executive Officer has the following rights and responsibilities:
 - a. To organize implementation of decisions adopted by the Board of Directors and of the General Meeting of Shareholders, business plan and investment plan as per approval of the Board of Directors and of the General Meeting of Shareholders;
 - b. To make decisions on all issues without requiring a resolution of the Board of Directors, inclusive of the signing financial and commercial contracts on behalf of the Company, and on the organization and management of the day-to-day business and production activities of the Company in accordance with the best management practices;
 - c. To make recommendations on the number and manager positions the Company needs to recruit for appointment or dismissal by the Board of Directors when necessary for the purpose of implementing the best management practices and structures proposed by the Board of Directors; and to provide advice for the Board of Directors to decide salary, remuneration, benefits and other terms for the employment contracts with managers;
 - d. When deemed necessary and for the Company's benefit, to decide on the investment not included in the business plan and budget; the investment value shall not exceed Vietnamese Dong 20 billion;
 - e. To consult the Board of Directors to make decisions on the number of employees, wage rate, allowances, benefits, appointments and dismissals and other terms relating to their employment contracts;
 - f. In fourth quarter each year, the Chief Executive Officer must submit to the Board of Directors a detailed business plan for the next fiscal year for its approval on the basis of satisfying the requirements of the appropriate budget as well as the five-year financial plan;
 - g. To propose measures to improve the operation and management of the Company;
 - h. To prepare long-term, annual and quarterly budget estimates of the Company (hereinafter referred to as an estimated) to serve long-term, annual and quarterly management activities of the Company in accordance with the business plans. The annual budget estimate (including the proposed balance sheet, profit and loss statement and cash flow statement) for each fiscal year must be submitted to the Board of Directors for its approval and must contain the information as per the Company's regulations which issued by the Board of Directors;
 - i. To manage other business operations of the Company in accordance with the provisions of the Law, this Charter and the regulations of the Company, the resolutions of the Board of Directors and his/her employment contract signed with the Company.
4. The Chief Executive Officer shall be responsible before Board of Directors and the General Meeting of Shareholders for implementing of the assigned duties and powers, and must report to such bodies if so required

5. The Board of Directors may remove the Chief Executive Officer upon approval by voting of the majority of the members of the Board of Directors attending the meeting and may appoint a new Chief Executive Officer as a replacement.

Article 31. Secretary of the Company

The Board of Directors will appoint one or more persons to act as Secretary(ies) of the Company with a office term and other terms as decided by the Board of Directors. The Board of Directors may dismiss the Secretary of the Company at any time, provided that it is not contrary to the applicable law on labour. The roles and duties of the Secretary of Company shall comprise:

1. To prepare and organize meetings of the Board of Directors and the Supervisory Board and, the General Meeting of Shareholders as requested by the Board of Directors or the Supervisory Board.
2. To provide advice on meeting procedures.
3. To attend the meetings.
4. To ensure the legitimacy of the Board of Directors' meeting resolutions.
5. To provide financial information, copies of minutes of meeting of the Board of Directors and other information to the members of the Board of Directors and the Supervisory Board.

The Secretary of the Company shall be responsible to keep information confidential in accordance with the Law and this Charter.

IX. THE SUPERVISORY BOARD

Article 32. Member of the Supervisory Board

1. The Supervisory Board must consist of three (03) to five (05) members. Members of the Supervisory Board must meet the standards and conditions stipulated in Article 169 of the Law on Enterprises, and must not be part of the accounting or finance department of the company, nor be members or employees of an independent auditing firm conducting the audit of the company's financial statements. The Supervisory Board must have at least one (01) member who is an accountant or auditor.
2. The members of the Supervisory Board shall not be the related persons of the members of the Board of Directors, the Chief Executive Officer, and other key executives of the Company. The Supervisory Board shall elect one of its members to be the head. The head of the Supervisory Board must have professional knowledge in accounting. The head of the Supervisory Board shall have the following rights and obligations:
 - a. To convene the meetings of the Supervisory Board;
 - b. To request the Board of Directors, the Chief Executive Officer, and other key executives to provide relevant information to report to the Supervisory Board;
 - c. To prepare and sign the reports of the Supervisory Board after consulting the Board of Directors to submit to the Shareholders meetings.

3. Shareholders holding voting shares have the right to combine their voting rights together to nominate candidates for the Supervisory Board. A Shareholder or a group of Shareholders holding from ten percent (10%) to less than twenty percent (20%) of the total number of voting shares shall be entitled to nominate one (01) candidate; from twenty percent (20%) to less than thirty percent (30%) to nominate up to two (02) candidates; from thirty percent (30%) to less than forty percent (40%) to nominate up to three (03) candidates; from forty percent (40%) to less than fifty percent (50%) to nominate up to four (04) candidates; from fifty percent (50%) to less than sixty percent (60%) to nominate up to five (05) candidates.¹⁴

Where the number of candidates for the Supervisory Board by way of standing for election and nomination is still insufficient as required, the incumbent Supervisory Board may nominate additional candidates or hold a nomination in accordance with the mechanism stipulated by the Company in the regulation of corporate governance. The mechanism by the incumbent Supervisory Board for nominating candidates to the Supervisory Board must be clearly announced and approved by the General Meeting of Shareholders before commencing the nomination.

4. The members of the Supervisory Board shall be elected by the General Meeting of Shareholders and shall have a maximum office term of five (05) years and may be re-elected with unlimited number of office terms.
5. A member of the Supervisory Board will no longer have his or her status as member in the following cases:
 - a. The member is forbidden from being a member of the Supervisory Board by the Law;
 - b. The member resigns by sending a written notice to the head office of the Company and approved;
 - c. The member is affected by a mental disorder and other members of the Supervisory Board have medical evidence showing that such member has lost his capacity for civil acts;
 - d. The member is absent from meetings of the Supervisory Board six (06) consecutive months, except for force majeure;
 - e. The member is dismissed from the Supervisory Board by a decision of the General Meeting of Shareholders;
 - f. The member is not met the standards and requirements to be a member of the Supervisory Board as stipulated in Clause 1 of this Article

Article 33. Rights and responsibilities of Supervisory Board

1. The Supervisory Board has rights and responsibilities as stipulated in Article 170 of the Law of Enterprise and this Charter, mainly the followings:
 - a. To recommend the independent audit company, audit fee, and all related issues;
 - b. To discuss with the independent auditor about the nature and scope of audit prior to the commencement of the audit;
 - c. To seek for consultancy from independent professional consultants or legal consultant and to ensure of the attendance of external experts with appropriate expertise and experience when deemed necessary;
 - d. To inspect the interim and annual financial statements;
 - e. To discuss on difficulties and outstanding issues discovered from the interim of final audits as well as other issues which the independent auditors wish to discuss;

- f. To review the independent auditor's letter and obtaining feedbacks from the management of the Company;
 - g. To review the report on the internal controls of the Company prior to the approval of the Board of Directors;
 - h. To review the internal inspection results and the feedbacks from the management;
 - i. The Supervisory Board has the right to request the attendance and response of the members of the Board of Directors, the Chief Executive Officer, and the representative of the auditing organization to clarify any issues;
 - j. Take responsibility to the shareholders for their monitoring activities.
 - k. Supervise the financial situation of the Company, compliance with the law in the operations of the Board of Directors, the Chief Executive Officer, and other executives;
 - l. Ensure coordination with the Board of Directors, the Chief Executive Officer, and shareholders;
 - m. In case of detecting violations of the law or the company's charter by the members of the Board of Directors, the Chief Executive Officer, and other executives of the enterprise, the Board of Supervisors must notify the Board of Directors in writing within 48 hours, request the person with the violation to stop and have a solution to overcome the consequences;
 - n. Develop the Operating Regulations of the Board of Supervisors and submit it to the Shareholders' General Meeting for approval;
 - o. Report at the Shareholders' General Meeting as prescribed in Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of some provisions of the Law on Securities;
 - p. Have the right to access records and documents of the Company filed at the head office, branches, and other locations; have the right to go to the workplace of the Company's executives and employees during working hours;
 - q. Have the right to request the Board of Directors, members of the Board of Directors, the Chief Executive Officer, and other executives to provide full, accurate, and timely information and documents about the Company's management, operation, and business activities;
 - r. Other rights and obligations as prescribed by law and this Charter.
2. The Supervisory Board may issue regulations on the meetings of the Supervisory Board and the operation of the Supervisory Board. The Supervisory Board must hold at least two (02) meetings per year and the minimum number of members attending the meetings is 2/3 of the total number of Supervisory Board members. The minutes of the Supervisory Board meeting must be detailed and clear. The person preparing the minutes and the Supervisory Board members attending the meeting must sign the minutes. The minutes of the Supervisory Board meetings must be kept to determine the responsibilities of each Supervisory Board member
 3. The remuneration for the Supervisory Board is determined by the General Meeting of Shareholders. Members of the Supervisory Board are reimbursed for reasonable expenses related to their attendance at Supervisory Board meetings or the performance of other Supervisory Board activities, such as travel, accommodation, and other incurred expenses.
 4. Total remuneration of the Supervisory Board shall be decided by the General Meeting of Shareholders. The members of the Supervisory Board shall be entitled to reimbursement

of travel, hotel cost and other expenses arising reasonably when they attend the meetings of the Supervisory Board or carry out other activities of the Supervisory Board.

X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, THE SUPERVISORY BOARD, THE CHIEF EXECUTIVE OFFICER, AND OTHER KEY EXECUTIVES

Article 34. Duty to act with prudence

Members of the Board of Directors, members of the Supervisory Board, the Chief Executive Officer and other key executives are responsible to perform their duties including those as a members of sub-committees under the Board of Directors in bona fide for the best interests of the Company and with an extent of prudence expected from any prudent peer under similar circumstance.

Article 35. Duty to act in good faith and to avoid conflicts of interest

1. Members of the Board of Directors, members of the Supervisory Board, the Chief Executive Officer and other key executives must use the information obtained by virtue of their positions only for the interests of the Company.
2. Members of the Board of Directors, members of the Supervisory Board, the Chief Executive Officer and other key executives shall be obliged to notify the Board of Directors of any interests to which may conflict with those of the Company and to which they may be entitled via other economic legal entities, transactions or individuals.
3. The Company shall not be allowed to grant any loan or guarantee to any member of the Board of Directors, the Chief Executive Officer, other key executives and their related persons; or to any legal entity in which the above mentioned persons have financial interests, except where such loan or guarantee has been approved by the General Meeting of Shareholders.
4. A contract or transaction between the Company and one or more members of the Board of Directors, member of the Supervisory Board, the Chief Executive Officer, other key executives or their related persons or company, partner, association, or organization in which the member of the Board of Directors, member of the Supervisory Board, the Chief Executive Officer, other key executives or their related persons are members, or have relevant financial benefits, shall not be invalid if:
 - a. With respect to any contract valued less than 35% of the total assets recorded in the most recent audited financial statements, the critical factors of the contract or transaction as well as the relationships and benefits of the members of Board of Directors, members of Supervisory Board, Chief Executive Officer, other key executives or their related parties had been reported to the Board of Directors and approved accordingly by majority of Board members who do not have interests related to such transaction;
 - b. For contracts with a value greater than or transactions resulting in a transaction value within 12 months from the date of the first transaction with a value of 35% of the total value of assets recorded in the most recently audited consolidated financial statements, important factors about the contract or transaction as well as the relationship and interests of management officials or board members have been

disclosed to non-interested shareholders on that issue, and approved by the General Meeting of Shareholders through the voting of non-interested shareholders. The disclosure of the interests of the members of the Board of Directors, the Supervisory Board, the General Director, and other executives, and their affiliates is carried out in accordance with the provisions of Article 164 of the Law on Enterprises and relevant legal regulations;

5. The disclosure of the benefits of the member of the Board of Directors, member of the Supervisory Board, the Chief Executive Officer, other key executives and their related persons shall be conducted in accordance with Article 164 of Law on Enterprises and other related regulations.
6. Members of the Board of Directors, members of the Supervisory Board, Chief Executive Officer and other executives have an obligation to notify the Board of Directors and the Supervisory Board in writing about transactions between the Company, its subsidiaries, and other companies in which the Company holds over 50% of the charter capital with the entities themselves or related parties according to the provisions of the law. For transactions approved by the General Meeting of Shareholders or the Board of Directors as mentioned above, the Company must disclose information about these resolutions in accordance with securities law provisions on disclosure of information.

Article 36. Responsibility for damages and indemnities

1. Members of the Board of Directors, members of the Supervisory Board, the Chief Executive Officer and key executives who violate the obligations and duty to act with good faith and prudence or fail to fulfil their obligations with due diligence and professional capability must be responsible for any damages caused by such violation.
2. The Company shall indemnify any person who The company compensates those who have, are, or may become a related party in complaints, lawsuits, or prosecutions (including civil, administrative cases, and cases not initiated by the Company) if that person is or was a member of the Board of Directors, member of the Audit Committee, other executive or authorized representative of the company, provided that person acted honestly, carefully, diligently for the benefit or did not oppose the highest interests of the Company, based on compliance with the law and without evidence that the person has violated their responsibilities;
3. The indemnified expenses should include expenses arising (including attorney fees), court fees, costs and payable incurred or deemed to be reasonable during the course of settlement of the case. The Company may buy insurance for such persons in order to avoid the above-mentioned indemnity liability.

XI. RIGHT TO INSPECT DOCUMENTS AND RECORDS

Article 37. Right to inspect documents and records

1. Common shareholders have the right to review, search and extract information about their name and contact address in the list of shareholders with voting rights; request correction of their inaccurate information; review, search, extract or photocopy the company's charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders.

2. Shareholders or shareholder groups owning 5% or more of the total outstanding common shares have the right to submit a written request to examine, search, extract minutes and resolutions of the Board of Directors, mid-year and annual financial reports, reports of the Supervisory Board, contracts, transactions subject to the approval of the Board of Directors, and other documents, except for those related to trade secrets and business secrets of the Company. Members of the Board of Directors, members of the Supervisory Board, the Chief Executive Officer, and other managers have the right to inspect the Company's shareholder registry, list of shareholders, and other records and documents for purposes related to their positions, provided that such information must be kept confidential.
3. The Company must keep this Charter, the amendment and supplement of the Charter, the Business registration certificate, the regulations, the evidence of property rights, the minutes of the General Meeting of shareholders and the Board of Directors's meetings, the reports of the Supervisory Board, the annual financial statements, the books of account and any other documents required by law as archives at the head office or another place provided that the shareholders and the business registration authority are informed thereof.
4. This Charter must be posted on the Company's website.

XII. EMPLOYEES AND THE LABOR UNION

Article 38. Employees and the Labor Union

1. The Chief Executive Officer must prepare a plan for the Board of Directors to approve the matters relating to recruitment, dismissal of employees, salary, social insurance, welfare, rewards and discipline applicable to employees and other managers.
2. The Chief Executive Officer must prepare a plan in order for the Board of Directors to approve the matters relating to the relationship between the Company and trade unions in accordance with best management standards, practices and policies, the practices and policies stipulated in this Charter, the regulations of the Company, and applicable law.

XIII. PROFIT DISTRIBUTION

Article 39. Profit Distribution

1. The General Meeting of Shareholders shall decide the dividend payout ratio and the method of annual dividend payment from the Company's retained profits.
2. As stipulated by the Law on Enterprises, the Board of Directors may decide the interim dividends advances upon considering such advance payment conforms with the Company's profitability.
3. The Company shall not pay interest on dividend payments or on payments relating to any class of shares.
4. The Board of Directors may request the General Meeting of Shareholders to approve payment of all or part of dividends by shares, and the Board of Directors shall be the body implementing such decision.

5. Where any dividend payment or other payments relating to one class of shares shall be made in cash, the Company must make such payment in Vietnamese dong. The payment may be made directly or via banks based on the bank details provided by the Shareholders. If the Company makes a bank transfer based on the exact banking detail provided by a Shareholder but such Shareholder cannot receive money, the Company shall not be liable for amount which it has transferred to the Shareholder entitled to such amount. Payment of dividend for the stocks listed in the Stock Exchange may be made via securities companies or Vietnam Securities Depository.
6. According to the Law on Enterprises, the Law on Securities, the Board of Directors shall approve a resolution determining a specific date to close the list of Shareholders. Based on such date, any person who has registered as a Shareholder or owner of other securities shall be entitled to receive dividends, interest, profit distribution, receive share certificates, notices or other documents.
7. Other matters relating to profit distribution shall be implemented in accordance with Law.

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

Article 40. Bank accounts

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

Article 41. Fiscal year

The Company's fiscal year shall begin from the first day of January each year and shall end on the 31st day of December of the same year. The first fiscal year shall begin on the Date of Establishment and shall end on the 31st day of December of the same year.

Article 42. Accounting system

1. The accounting system used by the Company shall be Vietnamese Accounting System (VAS) or another accounting system approved by the Minister of Finance.
2. The Company shall prepare accounting books in Vietnamese. The Company will keep the accounting records in accordance with the form of business operations in which the Company shall be engaged. These records must be accurate, updated, systematic and sufficient to prove and explain the transactions of the Company.
3. The Company shall use Vietnamese Dong (or another freely convertible currency as being approved by the authorized government agency) as the unit of currency in the accounting system.

XV. ANNUAL REPORT, RESPONSIBILITY FOR INFORMATION DISCLOSURE AND PUBLIC ANNOUNCEMENT

Article 43. Annual, semi-annual and quarterly financial statements

1. The Company must prepare an annual financial statement in accordance with the provisions of the Law as well as those of the State Securities Commission and such statement must be audited in accordance with Article 45 of this Charter, and within 120 days from the date of ending each fiscal year, must submit annual financial statements which have been approved by the General Meeting of Shareholders to the competent taxation authority, the State Securities Commission, the Stock Exchange and the business registration authority
2. The annual financial statements must include an Income Statement that fairly and unbiasedly reflects the profit and loss position of the Company in the fiscal year and a balance sheet that fairly and unbiasedly reflects the activities of the Company up to date of preparing such report, cash flow statement and explanatory notes to the financial statements.
3. The Company must prepare and disclose semi-annual and quarterly reports in accordance with the regulations of the State Securities Commission and the Stock Exchange and submit them to the relevant taxation authority and the business registration authority in accordance with the Law on Enterprises.
4. Audited financial statements (including the auditor's opinions), semi-annual and quarterly financial statements of the Company must be published on the Company's website.
5. Interested organizations or individuals shall be entitled to examine or copy the audited annual financial statements and the semi-annual and quarterly reports during the working hours of the Company at the head office of the Company, and shall be required to pay a reasonable amount of copying fees.

Article 44. Annual report

The Company shall prepare and disclose its Annual Report pursuant to the regulations on securities and stock market.

XVI. AUDIT OF THE COMPANY

Article 45. Auditing

1. At the annual meeting of the General Meeting of Shareholders shall appoint an independent auditing company of shall approve the list of independent auditing companies and authorize the Board of Directors to decide to select one of such companies to conduct the Company audit for the next fiscal year on the basis of the terms and conditions as agreed with the Board of Directors. The Company must prepare and submit an annual financial statement to the independent auditing company after the end of each fiscal year.
2. The independent auditor shall inspect, certify and make a report on the annual financial statements which reflects the income and expenditure of the Company, and

shall prepare an audit report and submit to the Board of Directors within three (03) months from the end of the fiscal year.

3. A copy of the audit report shall be attached with the annual financial statements of the Company.
4. Auditors who audits the Corporation shall be allowed to attend meetings of the General Meeting of Shareholders and shall be entitled to receive notices and other information in relation to the General Meeting of Shareholders, which notices and information shareholders are entitled to receive, and to present their opinions about matters in relation to the auditing.

XVII. SEAL

Article 46. Seal

1. The Board of Directors shall decide to approve the Corporation's official seal and the seal shall be made in accordance with the laws.
2. The Board of Directors, the Chief Executive Officer shall use and manage the seal in accordance with the current law.

XVIII. TERMINATION OF OPERATION AND LIQUIDATION

Article 47. Termination of operation

1. The Company may be dissolved or terminated in the following cases:
 - a. Expiry of the operation term of the Company, including after extension.
 - b. The court announces bankruptcy of the Company in accordance with the applicable law;
 - c. Dissolution prior to the expiration of operation as per the decisions of the General Meeting of Shareholders;
 - d. Other cases as stipulated by Law.
2. The dissolution of the Company prior to the expiration (including any extended period) is decided by the General Meeting of Shareholders and implemented by the Board of Directors. This decision of dissolution must be notified to or approved by the competent authority (if compulsory) in conformity with law.

Article 48. Extension of the operation term

1. The Board of Directors shall convene a meeting of the General Meeting of Shareholders at least seven (7) months before the expiry of the operation term in order to enable the Shareholders to vote on the extension of the Company's Operation Term at the request of the Board of Directors.
2. The operation term shall be extended when it is approved by at least sixty five percent of total voting shares of the shareholders (or their proxies) present at the General Meeting of Shareholders.

Article 49. Liquidation

1. At least six (06) months before the expiry of the operation term or after a decision to dissolve the Company, the Board of Directors must establish a Liquidation Committee consisting of three (03) members. Two (02) of these members shall be appointed by the General Meeting of Shareholders and one (01) shall be appointed by the Board of Directors from an independent auditing company. The Liquidation Committee shall formulate its own operational regulations. The members of the Liquidation Committee may be selected from the Company's employees or independent experts. All expenses relating to liquidation shall be paid by the Company in priority to the Company's other debts.
2. The Liquidation Committee shall be responsible to report its dates of establishment and commencement of operation to the business registration authority. From such point of time, the Liquidation Committee will represent the Company in all work relating to the liquidation before a Court and the administrative authorities.
3. Proceeds from the liquidation shall be disbursed in the following order:
 - a. Liquidation expenses;
 - b. Wages and insurance to employees;
 - c. Taxes and other obligations to the State;
 - d. Loans (if any);
 - e. Other debts of the Company;
 - f. After all the debts from (a) to (e) above have been paid, the balance shall be distributed to Shareholders. Payment of the preferential shares shall be given priority (if any).

XIX. RESOLUTION OF INTERNAL DISPUTE

Article 50. Resolution of internal dispute

1. When a dispute or complaint relating to the Company work or the Shareholders' rights arises out of this Charter or any rights or obligations stipulated in the Law on Enterprises or the other laws or the administrative regulations, between:
 - a. Shareholder and the Company; or
 - b. Shareholder and the Board of Directors, the Supervisory Board, the Chief Executive Officer or other key executives.

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

2. In case the reconciliation cannot be reached within six (06) weeks from the beginning of the reconciliation process or if a decision of the mediator is not accepted by the parties, either party may refer the dispute to a competent Court for resolution.
3. Each party will bear its own costs relating to procedures for negotiation and reconciliation. Payment of the court expenses shall be made in accordance with the judgement of the Court.

XX. CHARTER SUPPLEMENT AND AMENDMENT

Article 51. Charter supplement and amendment

1. The supplement and (or) amendment of this Charter must be decided by the General Meeting of Shareholders.
2. Where any legal provision relating to the Company's operation has not been mentioned in this Charter or where any new legal provision is different from the terms of this Charter, such provision of Law shall automatically apply, and shall govern the Company's operation.

XXI. EFFECTIVE DATE

Article 52. Effective date

1. This Charter consists of 21 Chapters and 52 Articles, and was adopted on 05 May 2026. The General Meeting of Shareholders simultaneously approved the full text of this Charter, which shall take effect from the date of its adoption.
2. This Charter is made in ten (10) copies of equal validity.
3. This Charter is the unique and official Charter of the Company.
4. Copies and extracts of this Charter are valid only when they bear the signature of the Chairperson of the Board of Directors or the signature of at least half of the total number of members of the Board of Directors

**LEGAL REPRESENTATIVE
VINH HOAN CORPORATION
CHAIRPERSON OF THE BOARD OF DIRECTORS**

[Signed]

TRUONG THI LE KHANH